

The Nomination Committee's proposals and motivated opinion for the Annual General Meeting 2026

Background

The Nomination Committee for the Annual General Meeting 2026 in Hoist Finance AB (publ) ("**Hoist Finance**" or the "**Company**") has been composed of Per Arwidsson (Arwidsro), Erik Selin (Erik Selin Fastigheter AB), Malin Björkmo (Handelsbanken Fonder) and Lars Wollung (chairman of the board in Hoist Finance). The chairman of the Nomination Committee has been Per Arwidsson.

The three shareholder representatives jointly represent approximately 50 percent of the votes for all shares in Hoist Finance as of 28 February 2026.

The Nomination Committee has ahead of the Annual General Meeting 2026 held four recorded meetings and also had regular contact. For its evaluation of the board in Hoist Finance the Nomination Committee has discussed the Company's business, goals and strategies with the CEO and chairman of the board. The Nomination Committee has also reviewed the board's own evaluation of its work, its suitability assessment and held interviews with board members.

The Nomination Committee's motivated opinion regarding proposal on the number of board members, election of board and chairman of the board

The Nomination Committee proposes the following:

- That the board of directors shall be composed of six board members, with no deputy members;
- Re-election of Bengt Edholm, Camilla Philipson Watz, Christopher Rees, Rickard Westlund and Peter Zonabend as members of the Board of Directors for the period until the end of the next Annual General Meeting;
- Election of Viveka Strangert as member of the Board of Directors; and
- Election of Bengt Edholm as chairman of the Board of Directors.

A presentation of the proposed board members is included in Appendix 14 A.

The members of the Nomination Committee are of the opinion that the board work functions well and has been an important part of the Company's improved result during the last years. The board has not identified any competence gap in the current board but suggests Viveka Strangert as new board member with the purpose of contributing

further compliance competence and regulatory knowledge as well as improving the board's gender balance.

Viveka has more than 25 years of experience of compliance and governance matters in the financial sector, i.a. as Legal Counsel for Skandia and Head of Compliance for Swedbank. She currently manages an advisory firm specializing in anti-money laundering and risk handling and is a board member in a number of financial companies.

During the Nomination Committee's work, Lars Wollung informed that he is not available for re-election at the Annual General Meeting on 7 May 2026.

The Nomination Committee proposes that the Annual General Meeting 2026 appoints current board member Bengt Edholm as chairman of the board. Bengt has had a leading position within banking for many years and worked in the banking sector during his entire career. He was the Company's chairman of the board from March 2022 to January 2023 when Lars Wollung was the CEO of the Company. During his time as board member Bengt has contributed with valuable knowledge in particular to the Finance Committee and the Treasury function.

All members have experience from the banking and finance sector in the form of long-standing operative roles and/or board member roles. Christopher Rees has had leading manager positions within the banking sector during many years. Camilla Philipson Watz currently works as Chief Legal & Governance Officer at a bank and has previously worked i.a. for a company active in the real estate mortgage business, two banks and the Swedish Financial Supervisory Authority. Rickard Westlund has worked operationally for approximately 30 years and has more than 15 years of experience from the non-performing loans sector. Christopher Rees has 30 years of experience from the credit market in Europe and experience from the sale of credit portfolios.

In its work the Nomination Committee has in particular taken into consideration the Company's policy on diversity of the board members, the requirement in the Swedish Corporate Governance Code to aim for breadth, versatility and gender balance, and the requirements in the European Banking Authority's guidelines regarding suitability assessments of board members.

The Nomination Committee's proposal means that the board will be composed of two women and four men. This does not fulfil the goal of gender balance, but is an improvement compared to previous years. It is the Nomination Committee's ambition to work to create an equal gender balance.

The Nomination Committee's proposal for composition of the board also meets the requirements of the Swedish Corporate Governance Code for independent board

members. All proposed board members are regarded as independent in relation to the Company and its executive management, and major shareholders, except for Peter Zonabend, who is not independent in relation to Arwidsro, the Company's largest shareholder.

In conclusion the Nomination Committee is of the opinion that the proposed board has suitable qualifications and an appropriate composition, characterized by versatility and width in terms of the members' competence, experience and background considering the Company's business and other conditions. The Nomination Committee has in particular assessed that all proposed board members have the time needed to fulfil the assignment as board member of the Company.

Information on all proposed board members is available on the Company's website, www.hoistfinance.com/investors.

The Nomination Committee's other proposals for the Annual General Meeting 2026

Remuneration to the Board of Directors

The Nomination Committee proposes the following board remuneration:

- Chairman of the Board of Directors: SEK 1,876,000 (previously SEK 1,770,000)
- Member of the Board of Directors: SEK 623,000 (previously SEK 588,000)
- Chairman of the Risk and Audit Committee: SEK 254,000 (previously SEK 240,000)
- Member of the Risk and Audit Committee: SEK 159,000 (previously SEK 150,000)
- Chairman of the Investment & Credit Committee: SEK 297,000 (previously SEK 280,000)
- Member of the Investment & Credit Committee: SEK 186,000 (previously SEK 175,000)
- Chairman of the Remuneration Committee: SEK 127,000 (previously SEK 120,000)
- Member of the Remuneration Committee: SEK 64,000 (previously SEK 60,000)

The proposed increased remuneration levels represents an inflation adjustment since the last adjustment to the Board's remuneration, which was made in 2024.

The Nomination Committee's proposal for auditors and remuneration to auditors

The Nomination Committee proposes, in accordance with the recommendation from the board's Risk and Audit Committee, re-election of the registered accounting firm Ernst & Young Aktieföretag ("EY") as auditor until the end of the Annual General Meeting 2027. EY has informed that, if the Annual General Meeting resolves in accordance with the Nomination Committee's proposal, the authorized public accountant Daniel Eriksson will remain as auditor in charge. The Nomination Committee proposes that the auditor shall be entitled to a fee in accordance with approved invoices.

Election of chairman at the Annual General Meeting

The Nomination Committee proposes that the Company's Chairman of the board Lars Wollung is elected as Chairman of the Annual General Meeting.

Stockholm, Mars 2026
Hoist Finance AB (publ)
The Nomination Committee