

PRESS RELEASE

Stockholm

27 March 2026

Notice of the Annual General Meeting in Hoist Finance AB (publ)

Shareholders of Hoist Finance AB (publ), reg. no. 556012-8489 ("Hoist Finance" or the "company"), are hereby invited to attend the Annual General Meeting, on Thursday 7 May 2026, at 11:00 a.m. CEST at Tändstickspalatset, Västra Trädgårdsgatan 15 in Stockholm. Registration will open at 10:30 a.m. CEST.

Notification of attendance

Shareholders who wish to attend the Annual General Meeting shall both be registered in the shareholders' register maintained by Euroclear Sweden AB (the Swedish Central Securities Depository) on Tuesday 28 April 2026, and notify the company of their intention to attend the meeting no later than Thursday 30 April 2026.

Notification shall be given in writing and sent to:

Hoist Finance AB (publ)
Annual General Meeting
Box 7848
103 99 Stockholm
Sweden

Or emailed to: bolagsstamma@hoistfinance.com

The notification must include the shareholder's name, personal identification/registration number, address, telephone number and the number of shares held and, if any, the number (maximum two) and name(s) of accompanying assistant(s).

Representatives of minors and corporate representatives shall submit authorisation documents to the company well in advance of the Annual General Meeting. A certificate of registration (or equivalent documents) evidencing the authority to issue the power of attorney, shall be enclosed if the power of attorney is issued by a legal entity. Power of attorney forms will be available on the company's webpage, www.hoistfinance.com/investors.

To be able to attend and vote at the Annual General Meeting, the shareholders whose shares are registered in the name of a nominee must have such shares re-registered in their own names, in the shareholders' register maintained by Euroclear Sweden AB. Such re-registration may be temporary, so-called voting rights registration. The re-registration must have effect on Thursday 30 April 2026 and should be requested from the nominee well in advance of this date.

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Shareholders' right to request information

The Board of Directors and the CEO shall, if any shareholder so requests and the Board of Directors believes that it can be done without material harm to the company, provide information at the Annual General Meeting about circumstances that may affect the evaluation of an item on the agenda, circumstances that may affect the evaluation of the company's or subsidiaries' financial position and the company's relation to other group companies. Shareholders who wish to submit questions ahead of the Annual General Meeting may submit them in writing via the above-mentioned contact channels.

Proposed agenda

1. Opening of the meeting
2. Election of the Chairman of the meeting
3. Drawing up and approval of voting list
4. Approval of the agenda
5. Election of two persons to verify the minutes
6. Determination of whether the meeting has been duly convened
7. Presentation of the Annual Report and the auditor's report, and the consolidated financial statements and the consolidated audit report, for the financial year 1 January – 31 December 2025
8. Presentation by the CEO
9. Presentation of the Board's work in 2025 by the Chairman of the Board
10. Resolution on adoption of the income statement and the balance sheet as well as the consolidated income statement and consolidated balance sheet
11. Resolution on disposition of the company's earnings according to the approved balance sheet
12. Resolution on remuneration report
13. Resolution on discharge from personal liability of the Directors and the CEO
14. Resolution on the number of Directors, remuneration to be paid to the Directors and to the auditor, election of Directors, the Chairman of the Board and election of auditor
15. Resolution on adoption of Share Investment Program 2026 (employees)
16. Resolution on adoption of Share Investment Program 2026 II (Board of Directors)
17. Resolution on authorisation for the Board of Directors to resolve on new issues of shares
18. Resolution on authorisation for the Board of Directors to resolve on acquisitions of own shares
19. Closing of the meeting

Proposals

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The Nomination Committee consisting of Per Arwidsson, Chairman (Arwidsro), Erik Selin (Erik Selin Fastigheter AB), Malin Björkmo (Handelsbanken Fonder) and Lars Wollung, Chairman of the Board in Hoist Finance, have submitted proposals to be resolved upon under items 2 and 14 on the agenda.

The Board of Directors has submitted proposals to be resolved upon under items 11, 12, 15 and 17-18 on the agenda.

The shareholders Per Arwidsson and Erik Selin have submitted proposal to be resolved upon under item 16 on the agenda.

Item 2 – Election of the Chairman of the meeting

The Nomination Committee proposes that the Company's Chairman of the board Lars Wollung is elected as Chairman of the Annual General Meeting 2026.

Item 11 – Resolution on disposition of the company's earnings according to the approved balance sheet

The Board of Directors proposes a dividend of SEK 6 per share and further, that the record day for dividend shall be 11 May 2026. The total proposed dividend amounts to SEK 524,535,636. If the Annual General Meeting resolves in accordance with the proposal, dividends are expected to be distributed by Euroclear Sweden AB on 15 May 2026.

Item 12 – Resolution on remuneration report

The Board of Directors proposes that the Annual General Meeting resolves to approve the Board of Directors' report on remuneration pursuant to Chapter 8, Section 53 a of the Swedish Companies Act.

Item 14 – Resolution on the number of Directors, remuneration to be paid to the Directors and to the auditor, election of Directors, the Chairman of the Board and election of auditor

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.

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Lars Wollung has informed that he is not available for re-election.

A presentation of the proposed board members is available at the company's website, www.hoistfinance.com/investors.

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 represent an inflation adjustment since the last adjustment to the Board's remuneration, which was made in 2024.

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 Aktiebolag ("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 authorised public accountant Daniel Eriksson will remain as the auditor in charge.

The Nomination Committee proposes that the auditor shall be entitled to a fee in accordance with approved invoices.

Item 15 – Resolution on adoption of Share Investment Program 2026 (employees)

The Board of Directors proposes that the Annual General Meeting resolves on adoption of a long-term ownership program (the "**Share Investment Program 2026**") for senior executives and other key employees within the Hoist Finance group, in accordance with the conditions set out in item A below. In order to fulfil its obligations according to the Share Investment Program 2026, the Board of Directors proposes that the Annual General Meeting resolves on a directed issue of shares in accordance with what is stated under item B below.

The reasons for the proposal

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The purpose of the Share Investment Program 2026 is to create conditions for recruiting and retaining competent personnel in the group. The Share Investment Program 2026 has been drawn up with the premise that the Board of Directors strives for senior executives and other key employees in the Hoist Finance group to be shareholders in the company and be given long-term ownership commitment. In light of this, the Board of Directors assesses that the adoption of the Share Investment Program 2026 will have a positive effect on Hoist Finance's future development and consequently be beneficial for both Hoist Finance and its shareholders by contributing to an increased common interest between the program's participants and the company's shareholders.

A. The Board of Directors' proposal on adoption of Share Investment Program 2026

Structure and participation

Senior executives and other key employees working in the Hoist Finance group (18 people in total) will be offered to participate in the Share Investment Program 2026. The participants will be invited to invest, through companies, in shares in Hoist Finance in accordance with the terms of the Share Investment Program 2026.

A Swedish private limited liability company will be formed for each participant, for the purpose of being used for participation in the program (the "**Incentive Company**"). In order to participate in the Share Investment Program 2026, the participant is required to make a private investment by contributing 15 percent of Total Capital (as defined below) in the Incentive Company. All ordinary shares in the Incentive Company must be held by the participant personally, or through a wholly-owned company, throughout the duration of the program, subject to what is stated under the section "*Conditions for the shares in the Incentive Companies*" below. The terms and conditions applicable to the participant shall, where applicable, apply in the same way to such a wholly-owned company. Hoist Finance contributes the remaining 85 percent of Total Capital through the subscription of redeemable preference shares in the Incentive Company (see section "*Conditions for the shares in the Incentive Companies*" for more information on the preference shares). The size of the investment in the Incentive Company is determined based on the category the participant belongs to. The Incentive Company's Total Capital is used in its entirety to subscribe for shares in Hoist Finance in accordance with the conditions set out in item B below.

Approval of Hoist Finance's investment in the Incentive Companies

The Board of Directors proposes that the Annual General Meeting approves Hoist Finance's investment in each participant's Incentive Company in accordance with the terms of the Share Investment Program 2026. The size of the investment in each participant's Incentive Company will be proportional to the private investment made by the participant in the Incentive Company, but may not exceed the following amounts:

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Category	The highest private investment by the participant per person	The highest investment by Hoist Finance in each Incentive Company ("Preference Payment")	Total capital for subscription of shares in Hoist Finance per Incentive Company ("Total Capital")
CEO and executive management (9 persons)	SEK 1,000,000	SEK 5,666,667	SEK 6,666,667
Country Manager BE & NL (1 person)	SEK 1,500,000	SEK 8,500,000	SEK 10,000,000
Other key employees (8 persons)	SEK 750,000	SEK 4,250,000	SEK 5,000,000
Total	SEK 16,500,000	SEK 93,500,003	SEK 110,000,003

Main terms for participation in the Share Investment Program 2026

Notification of participation in the Share Investment Program 2026 shall be made to Hoist Finance no later than 15 May 2026. The Board of Directors of Hoist Finance shall, however, be entitled to extend the period for notification of participation. Prerequisites for participation in the Share Investment Program 2026 are that an Incentive Company has been formed for the participant and that the participant is employed in the Hoist Finance group as of the day of notification of participation. The Share Investment Program 2026 has a term of four years from the date Hoist Finance subscribes for preference shares in the respective Incentive Company, which is expected to take place on or about 22 May 2026. The Board of Directors of Hoist Finance shall, however, be entitled to extend the term of the Share Investment Program 2026 for the CEO of Hoist Finance with one year, meaning that the term of the program for this participant becomes five years, if an extension is motivated based on market conditions in Switzerland.

A prerequisite for participation in the Share Investment Program 2026 is also that the participant commits to Hoist Finance through agreement, in addition to what follows from the conditions of the program, not to transfer their ordinary shares in the Incentive Company during the entire term of the Share Investment Program 2026 and to, if the Board of Directors of Hoist Finance so requests, participate in a structured early termination of the participant's participation in the program in accordance with the conditions described under the section "*Early termination of the program*" (the "**Share Investment Program Agreement**"). In addition, it is required that the Incentive Company commits to Hoist Finance through agreement not to transfer the shares subscribed for in Hoist Finance in accordance with item B below during the entire term of the Share Investment Program 2026, with certain exceptions, such as that the Incentive Company has the right to sell shares in connection with a public takeover offer and in connection with mandatory

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transactions (such as compulsory acquisition). The Incentive Companies shall have the right to subscribe for shares in Hoist Finance in accordance with the conditions set out in item B below. In the event of full investment in all participants' Incentive Companies as above, the Incentive Companies will in turn subscribe for shares in Hoist Finance corresponding to at most approximately 1.2 percent of the total number of shares in Hoist Finance.

There are no performance requirements for allocation in the program, as the subscription price at which the Incentive Companies may subscribe for shares according to the conditions set out under item B below is deemed to be market-based and Hoist Finance is entitled to a redemption price corresponding to the Preference Amount (as defined below) when redeeming the preference shares in the Incentive Companies.

Hoist Finance will not hold any ordinary shares in the Incentive Companies and the preference shares that Hoist Finance will hold will not entail any controlling influence in the Incentive Companies. Hoist Finance thereby lacks the ability to control the Incentive Companies. In order to ensure that the Incentive Companies fulfil their commitments under the Share Investment Program 2026, a prerequisite for participation in the program is that each participant has entered into a personal guarantee for the respective Incentive Company's commitments under the Share Investment Program 2026 and associated agreements. However, the participant's payment obligation under the guarantee commitment can never exceed the redemption price that the respective Incentive Company is obligated to pay in accordance with what is stated under "*Redemption of preference shares in the Incentive Companies*" below.

To the extent the Incentive Company receives (i) cash dividends, (ii) proceeds from the sale of subscription rights that the Incentive Company has received and sold within the framework of a rights issue, and/or (iii) other cash transfers following corporate events in the company, such funds shall be reinvested by the Incentive Company through the acquisition of shares in the company, which shall be subject to the terms of the Share Investment Program 2026. Any new shares in the company that the Incentive Company has subscribed for with preferential rights based on shares held shall not be subject to the terms of the Share Investment Program 2026.

Conditions for the shares in the Incentive Companies

The conditions for the shares in the Incentive Companies will mainly be as follows.

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- The shares in the Incentive Companies shall be issued in two series: ordinary shares and preference shares.
- During the term of the program, the ordinary shares must be held exclusively by the participant personally, or through a wholly-owned company, and the preference shares must be held exclusively by Hoist Finance, unless otherwise stated in the conditions for the program. The ordinary shares in the Incentive Companies and the shares in Hoist Finance may be held through an endowment insurance by the participant and the Incentive Company respectively, if it is possible to secure that the terms and conditions of the Share Investment Program 2026 are fulfilled through an endowment insurance by an agreement with the insurance provider.
- Each ordinary share shall carry one vote and each preference share shall carry one-tenth (1/10) vote.
- The preference shares shall have preferential rights over the ordinary shares to dividends and in the event of liquidation to an amount corresponding to the Preference Payment, calculated with an annual interest of 5 percent (the "**Preference Amount**").
- Redemption of preference shares can take place after a resolution by the general meeting in the Incentive Company at a redemption price in accordance with what is stated under the section "*Redemption of preference shares in the Incentive Companies*" below.

Redemption of preference shares in the Incentive Companies

At the end of the term of the Share Investment Program 2026, Hoist Finance has the right to request redemption of the preference shares in each participant's Incentive Company. The redemption amount shall correspond to the Preference Amount. If the Incentive Company is unable to pay the redemption price in cash, the Board of Directors of Hoist Finance has the right, but no obligation, to request that shares in Hoist Finance held by the Incentive Company be sold to a third party (over the stock exchange or through a so-called off-market block sale).

However, the redemption price can never exceed the value of the assets in the Incentive Company at the time of redemption of the preference shares. In the event of a neutral or negative price development in Hoist Finance's shares during the term of the program, there is therefore a risk that the redemption price may fall below the Preference Amount and/or the Preference Payment (see the section "*Costs for the program and dilution*" for more information on the risks regarding the redemption price).

When the Share Investment Program 2026 has expired and Hoist Finance's preference shares in the Incentive Company have been redeemed, the participant has the right to freely dispose of the ordinary shares in the Incentive Company and any remaining shares that the Incentive Company holds in Hoist Finance, provided that the participant's participation is not terminated in accordance with what is described under the section "*Early termination of the program*".

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Early termination of the program

Individual participants' participation in the program can be terminated early. The participant's right to continue participating in the Share Investment Program 2026 ceases, and the participant's holdings within the program must therefore be terminated, if any of the following occurs during the duration of the program:

1. If the participant's employment in the Hoist Finance group ends.
2. If the participant transfers ordinary shares in the Incentive Company without Hoist Finance's written approval.
3. If the Incentive Company transfers its shares in Hoist Finance without Hoist Finance's written approval.

The Board of Directors of Hoist Finance also has a right, but no obligation, to resolve on a termination of the program in the Incentive Companies in the following cases:

1. If the market value of the Incentive Companies' shares in Hoist Finance during a continuous period of at least two months falls below 85 percent of the total paid subscription price in the issue under item B below.
2. In the event of a public takeover offer, merger or comparable transaction ("**Change of Control Transaction**") regarding Hoist Finance pursuant to which the Incentive Company divests its shares in Hoist Finance in the Change of Control Transaction.

A prerequisite for participation in the Share Investment Program 2026 is that the participants undertake through agreements to participate in a structured termination of their participation in the Share Investment Program 2026, in accordance with the conditions stated below, if the Board of Directors resolves on an early termination of the program or a participant's participation in the program shall be terminated according to the above.

In the event of an early termination of the program, Hoist Finance has the right, but no obligation, (i) to request redemption of the preference shares in the Incentive Company at a redemption price corresponding to the Preference Amount, (ii) to request that shares in Hoist Finance held by the Incentive Company be sold to a third party (over the stock exchange or through a so-called off-market block sale), and/or (iii) to acquire all of the participant's ordinary shares in the Incentive Company at an amount not less than the lower of (a) the participant's private investment in the Incentive Company, and (b) the market value of the ordinary shares, calculated as the value of the Incentive Company's assets minus, in the event that the preference shares in the Incentive Company have not been redeemed, the Preference Amount.

In the event of an early termination of the program due to a Change of Control Transaction, Hoist Finance shall, after the Incentive Company has divested its shares in Hoist Finance, have a right, but no obligation, to – instead of what applies under (iii) above – acquire all of the participant's ordinary shares in the Incentive Company at a value calculated according to the following: (a) the market value taking into account the Change of Control Transaction

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(that is, taking into account any premium that a Change of Control Transaction may entail) for 15 percent of the ordinary shares, plus (b) the market value before the disclosure of the Change of Control Transaction (that is, without consideration of any premium that a Change of Control Transaction may entail) for 85 percent of the ordinary shares, minus (c) the Preference Amount, in the event that the preference shares in the Incentive Company have not been redeemed.

When determining the market value of the Incentive Company, the Board of Directors of Hoist Finance shall, if it deems it appropriate to determine the value of the Incentive Company's assets, use an average price, calculated over a relevant time period, of the Incentive Company's holdings of shares in Hoist Finance.

Design and handling of the program

The proposal for the Share Investment Program 2026 has been prepared by the Board of Directors' remuneration committee together with external legal and tax advisers and has been resolved by the Board of Directors.

The Board of Directors, or the person appointed by the remuneration committee, shall be responsible for the detailed design and handling of the Share Investment Program 2026, including the drafting of agreements between Hoist Finance and the participants as well as the Incentive Companies, within the framework of specified conditions and guidelines. In connection therewith, the Board of Directors shall have the right to make adjustments to meet market conditions or to comply with applicable rules. The Board of Directors shall also have the right to make other adjustments if there are significant changes in Hoist Finance or in the market which, according to the Board's assessment, would mean that the resolved conditions for the Share Investment Program 2026 no longer are appropriate.

Costs for the program and dilution

The Board of Directors has made a preliminary cost calculation regarding the Share Investment Program 2026. The preliminary cost calculation is based on an assumption of full participation in the program and the highest possible investment in each Incentive Company. The costs that will incur for adopting the program mainly consist of fees to advisers and are preliminary estimated to amount to approximately SEK 500,000.

In connection with the adoption of the Share Investment Program 2026, Hoist Finance will subscribe for preference shares in the Incentive Companies for a total amount of no more than SEK 93,500,003. The redemption price at which the preference shares in the Incentive Companies can be redeemed depends on the value of the shares in Hoist Finance at the time of redemption. In the event of a positive price development in Hoist Finance's shares of at least 3.3 percent in relation to the subscription price during the period up to the time of redemption of the preference shares, the total redemption price for the preference shares in all Incentive Companies will likely amount to the Preference Amount, corresponding to a total of approximately SEK 113,649,838 for all Incentive Companies. In the event of a neutral or negative price development in Hoist Finance's share under this period, the total redemption price for the preference shares will at most correspond to the

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market value of the shares in Hoist Finance held by the Incentive Company at the time of redemption of the preference shares. In the event of a negative share price development of at least 15 percent during this period, the redemption price will be less than the Preference Payment.

In the event of full subscription and allocation of the shares in the new issue directed to the Incentive Companies according to item B below, whereby at most 1,099,994 shares are allocated to the Incentive Companies, Hoist Finance will receive SEK 109,999,400 in issue proceeds and the new issue entails a maximum dilution of approximately 1.2 percent of the share capital and votes in Hoist Finance.

Any tax consequences for the participants due to their participation in Share Investment Program 2026 is the participant's own responsibility to familiarize themselves with, with the help of their own tax advisor if necessary.

Existing incentive programs

At the Annual General Meetings of Hoist Finance 2019, 2020, 2021 and 2022, it was resolved on adoption of long-term share-based incentive programs for senior executives ("**LTIP**"). The variable remuneration under LTIP takes into account the risks involved in Hoist Finance's operations and is proportional to the group's earning capacity, capital requirements, profit/loss, financial position and individual targets. The variable remuneration is based on results achieved during the performance year (the previous calendar year) and the final performance amounts are determined when the year-end report is published. In 2023, the Board of Directors resolved that the LTIP shall be cash-based. The resolution also applies retroactively to 2022.

No variable remuneration was granted under the LTIP programs adopted at the Annual General Meetings 2019, 2020 and 2021. However, variable remuneration was paid for the LTIP-program that was adopted at the Annual General Meeting 2022.

At the Annual General Meeting of Hoist Finance 2024, it was resolved on adoption of a long-term ownership program ("**Share Investment Program 2024**") for key employees within the Hoist Finance group. In accordance with the terms of Share Investment Program 2024, each participant formed a company that subscribed for shares in Hoist Finance. The participants made a private investment of 15 percent of the total capital, while Hoist Finance contributed the remaining 85 percent through subscription of redeemable preference shares. Seven participants remain in Share Investment Program 2024, whose companies within the framework of Share Investment Program 2024 hold a total of 1,180,164 shares in Hoist Finance. The program has a term of four years, starting in July 2024, and participants must, among other things, remain employed by the company for the entire duration of the program.

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Special terms for participants in the Share Investment Program 2024

Participants in Share Investment Program 2024 who are also participating in Share Investment Program 2026 may be offered the opportunity by the company to participate in Share Investment Program 2026 through the Incentive Company that the participant uses for Share Investment Program 2024, provided that the participant undertakes, in the Share Investment Program Agreement, such specific obligations as the company deems necessary to ensure compliance with the terms of Share Investment Program 2024 and Share Investment Program 2026, in particular with regard to the possibility of early termination of the respective programs.

B. The Board of Directors' proposal on resolution on directed issue of shares

In order to enable delivery of the shares according to the Share Investment Program 2026, the Board of Directors proposes that the Annual General Meeting resolves on a directed issue of no more than 1,099,994 shares within the framework of the Share Investment Program 2026, entailing an increase in the share capital by no more than SEK 381,060.674. Otherwise, the following terms shall apply for the issue:

(a) The right to subscribe for shares shall, with deviation from the shareholders' preferential rights, only be given to Incentive Companies formed for the purpose of participating in the Share Investment Program 2026 (defined under item A above), where the respective participant's Incentive Company is entitled to subscribe for no more than the number of shares that follows from the relevant category below.

Category	Maximum number of shares
CEO and executive management (9 persons)	66,666 shares/Incentive Company
Country Manager Be & NL (1 person)	100,000 shares/Incentive Company
Other key employees (8 persons)	50,000 shares/Incentive Company

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- a. The reason for deviation from the shareholders' preferential rights is that the shares will be used within the framework of the Share Investment Program 2026.
- b. The shares shall be subscribed for during the period from and including 25 May 2026 up to and including 29 May 2026. The Board of Directors shall be entitled to extend the subscription period. Oversubscription may not occur.
- c. The subscription price shall be determined to a price per share corresponding to the volume-weighted average price of Hoist Finance's share on Nasdaq Stockholm during a period of ten (10) trading days prior to 24 May 2026, however not lower than SEK 100 per share. It is therefore the Board of Directors' assessment that the subscription price has been determined in accordance with current market conditions. The part of the subscription price that exceeds the quotient value shall be added to the non-restricted share premium reserve.
- d. Payment for subscribed shares shall be made in cash to an account designated by the company no later than 7 June 2026. The Board of Directors is entitled to extend the payment period.
- e. The new shares shall entitle to dividend for the first time on the record date for dividends that occurs closest after the new shares have been registered and entered into the share register maintained by Euroclear Sweden AB.
- f. The Board of Directors, or the person appointed by the Board of Directors, shall have the right to make minor adjustments to the above resolutions which may prove necessary in connection with registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

The Board of Directors' proposal for the adoption of the Share Investment Program 2026 in accordance with item A and resolution on directed issue of shares in accordance with item B constitute a joint proposal and shall be determined as one resolution. Resolution pursuant to the proposal from the Board of Directors is valid only when supported by shareholders representing no less than nine tenths of both the votes cast and the shares represented at the Annual General Meeting.

Item 16 - Resolution on adoption of Share Investment Program 2026 II (Board of Directors)

The shareholders Per Arwidsson and Erik Selin, together representing approximately 44.6 percent of the number of shares and votes in the company (the "**Shareholders**"), propose that the Annual General Meeting resolves on adoption of a long-term ownership program (the "**Share Investment Program 2026 II**") for the board members Bengt Edholm, Camilla Philipson Watz, Christopher Rees, Rickard Westlund and Peter Zonabend, in accordance with the conditions set out in item A below. In order to fulfil its obligations according to the Share Investment Program 2026 II, the Shareholders propose that the Annual General Meeting resolves on a directed issue of shares in accordance with what is stated under item B below.

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The reasons for the proposal

The purpose of the Share Investment Program 2026 II is to create conditions for retaining competent board members in the company. The Share Investment Program 2026 II has been drawn up with the premise that the Shareholders strive for board members in Hoist Finance to also be shareholders in the company and be given long-term ownership commitment. In light of this, the Shareholders assess that the adoption of the Share Investment Program 2026 II will have a positive effect on Hoist Finance's future development and consequently be beneficial for both Hoist Finance and its shareholders by contributing to an increased common interest between the program's participants and the company's shareholders.

A. The Shareholders' proposal on adoption of Share Investment Program 2026 II

Structure and participation

The board members Bengt Edholm, Camilla Philipson Watz, Christopher Rees, Rickard Westlund and Peter Zonabend (5 people in total) will be offered to participate in the Share Investment Program 2026 II. The participants will be invited to invest, through companies, in shares in Hoist Finance in accordance with the terms of the Share Investment Program 2026 II.

A Swedish private limited liability company will be formed for each participant, for the purpose of being used for participation in the program (the "**Incentive Company**"). In order to participate in the Share Investment Program 2026 II, the participant is required to make a private investment by contributing 15 percent of Total Capital (as defined below) in the Incentive Company. All ordinary shares in the Incentive Company must be held by the participant personally, or through a wholly-owned company, throughout the duration of the program, subject to what is stated under the section "*Conditions for the shares in the Incentive Companies*" below. The terms and conditions applicable to the participant shall, where applicable, apply in the same way to such a wholly-owned company. Hoist Finance contributes the remaining 85 percent of Total Capital through the subscription of redeemable preference shares in the Incentive Company (see section "*Conditions for the shares in the Incentive Companies*" for more information on the preference shares). The Incentive Company's Total Capital is used in its entirety to subscribe for shares in Hoist Finance in accordance with the conditions set out in item B below.

Approval of Hoist Finance's investment in the Incentive Companies

The Shareholders propose that the Annual General Meeting approves Hoist Finance's investment in each participant's Incentive Company in accordance with the terms of the Share Investment Program 2026 II. The size of the investment in each participant's Incentive Company will be proportional to the private investment made by the participant in the Incentive Company, but may not exceed the following amounts:

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Category	The highest private investment by the participant per person	The highest investment by Hoist Finance in each Incentive Company ("Preference Payment")	Total capital for subscription of shares in Hoist Finance per Incentive Company ("Total Capital")
Board members (5 persons)	SEK 750,000	SEK 4,250,000	SEK 5,000,000
Total	SEK 3,750,000	SEK 21,250,000	SEK 25,000,000

Main terms for participation in the Share Investment Program 2026 II

Notification of participation in the Share Investment Program 2026 II shall be made to Hoist Finance no later than 15 May 2026. The Board of Directors of Hoist Finance shall, however, be entitled to extend the period for notification of participation. Prerequisites for participation in the Share Investment Program 2026 II are that an Incentive Company has been formed for the participant and that the participant is a board member in the company as of the day of notification of participation. The Share Investment Program 2026 II has a term of four years from the date Hoist Finance subscribes for preference shares in the respective Incentive Company, which is expected to take place on or about 22 May 2026.

A prerequisite for participation in the Share Investment Program 2026 II is also that the participant commits to Hoist Finance through agreement, in addition to what follows from the conditions of the program, not to transfer their ordinary shares in the Incentive Company during the entire term of the Share Investment Program 2026 II and to, if the Board of Directors of Hoist Finance so requests, participate in a structured early termination of the participant's participation in the program in accordance with the conditions described under the section "*Early termination of the program*". In addition, it is required that the Incentive Company commits to Hoist Finance through agreement not to transfer the shares subscribed for in Hoist Finance in accordance with item B below during the entire term of the Share Investment Program 2026 II, with certain exceptions, such as that the Incentive Company has the right to sell shares in connection with a public takeover offer and in connection with mandatory transactions (such as compulsory acquisition). The Incentive Companies shall have the right to subscribe for shares in Hoist Finance in accordance with the conditions set out in item B below. In the event of full investment in all participants' Incentive Companies as above, the Incentive Companies will in turn subscribe for shares in Hoist Finance corresponding to at most approximately 0.3 percent of the total number of shares in Hoist Finance.

There are no performance requirements for allocation in the program, as the subscription price at which the Incentive Companies may subscribe for shares according to the conditions set out under item B below is deemed to be market-based and Hoist Finance is entitled to a redemption price corresponding to the Preference Amount (as defined below) when redeeming the preference shares in the Incentive Companies.

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Hoist Finance will not hold any ordinary shares in the Incentive Companies and the preference shares that Hoist Finance will hold will not entail any controlling influence in the Incentive Companies. Hoist Finance thereby lacks the ability to control the Incentive Companies. In order to ensure that the Incentive Companies fulfil their commitments under the Share Investment Program 2026 II, a prerequisite for participation in the program is that each participant has entered into a personal guarantee for the respective Incentive Company's commitments under the Share Investment Program 2026 II and associated agreements. However, the participant's payment obligation under the guarantee commitment can never exceed the redemption price that the respective Incentive Company is obligated to pay in accordance with what is stated under "*Redemption of preference shares in the Incentive Companies*" below.

To the extent the Incentive Company receives (i) cash dividends, (ii) proceeds from the sale of subscription rights that the Incentive Company has received and sold within the framework of a rights issue, and/or (iii) other cash transfers following corporate events in the company, such funds shall be reinvested by the Incentive Company through the acquisition of shares in the company, which shall be subject to the terms of the Share Investment Program 2026 II. Any new shares in the company that the Incentive Company has subscribed for with preferential rights based on shares held shall not be subject to the terms of the Share Investment Program 2026 II.

Conditions for the shares in the Incentive Companies

The conditions for the shares in the Incentive Companies will mainly be as follows.

- The shares in the Incentive Companies shall be issued in two series: ordinary shares and preference shares.
- During the term of the program, the ordinary shares must be held exclusively by the participant personally, or through a wholly-owned company, and the preference shares must be held exclusively by Hoist Finance, unless otherwise stated in the conditions for the program. The ordinary shares in the Incentive Companies and the shares in Hoist Finance may be held through an endowment insurance by the participant and the Incentive Company respectively, if it is possible to secure that the terms and conditions of the Share Investment Program 2026 II are fulfilled through an endowment insurance by an agreement with the insurance provider.
- Each ordinary share shall carry one vote and each preference share shall carry one-tenth (1/10) vote.
- The preference shares shall have preferential rights over the ordinary shares to dividends and in the event of liquidation to an amount corresponding to the Preference Payment, calculated with an annual interest of 5 percent (the "**Preference Amount**").
- Redemption of preference shares can take place after a resolution by the general meeting in the Incentive Company at a redemption price in accordance with what is stated under the section "*Redemption of preference shares in the Incentive Companies*" below.

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Redemption of preference shares in the Incentive Companies

At the end of the term of the Share Investment Program 2026 II, Hoist Finance has the right to request redemption of the preference shares in each participant's Incentive Company. The redemption amount shall correspond to the Preference Amount. If the Incentive Company is unable to pay the redemption price in cash, the Board of Directors of Hoist Finance has the right, but no obligation, to request that shares in Hoist Finance held by the Incentive Company be sold to a third party (over the stock exchange or through a so-called off-market block sale).

However, the redemption price can never exceed the value of the assets in the Incentive Company at the time of redemption of the preference shares. In the event of a neutral or negative price development in Hoist Finance's shares during the term of the program, there is therefore a risk that the redemption price may fall below the Preference Amount and/or the Preference Payment (see the section "*Costs for the program and dilution*" for more information on the risks regarding the redemption price).

When the Share Investment Program 2026 II has expired and Hoist Finance's preference shares in the Incentive Company have been redeemed, the participant has the right to freely dispose of the ordinary shares in the Incentive Company and any remaining shares that the Incentive Company holds in Hoist Finance, provided that the participant's participation is not terminated in accordance with what is described under the section "*Early termination of the program*".

Early termination of the program

Individual participants' participation in the program can be terminated early. The participant's right to continue participating in the Share Investment Program 2026 II ceases, and the participant's holdings within the program must therefore be terminated, if any of the following occurs during the duration of the program:

1. If the participant's board assignment in the company ends.
2. If the participant transfers ordinary shares in the Incentive Company without Hoist Finance's written approval.
3. If the Incentive Company transfers its shares in Hoist Finance without Hoist Finance's written approval.

The Board of Directors of Hoist Finance also has a right, but no obligation, to resolve on a termination of individual participants' participation in the program in the following cases:

1. If the market value of the Incentive Companies' shares in Hoist Finance during a continuous period of at least two months falls below 85 percent of the total paid subscription price in the issue under item B below.
2. In the event of a public takeover offer, merger or comparable transaction ("**Change of Control Transaction**") regarding Hoist Finance pursuant to which the Incentive Company divests its shares in Hoist Finance in the Change of Control Transaction.

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A prerequisite for participation in the Share Investment Program 2026 II is that the participants undertake through agreements to participate in a structured termination of their participation in the Share Investment Program 2026 II, in accordance with the conditions stated below, if the Board of Directors resolves on an early termination of the program or a participant's participation in the program shall be terminated according to the above.

In the event of an early termination of the program, Hoist Finance has the right, but no obligation, (i) to request redemption of the preference shares in the Incentive Company at a redemption price corresponding to the Preference Amount, (ii) to request that shares in Hoist Finance held by the Incentive Company be sold to a third party (over the stock exchange or through a so-called off-market block sale), and/or (iii) to acquire all of the participant's ordinary shares in the Incentive Company at an amount not less than the lower of (a) the participant's private investment in the Incentive Company, and (b) the market value of the ordinary shares, calculated as the value of the Incentive Company's assets minus, in the event that the preference shares in the Incentive Company have not been redeemed, the Preference Amount.

In the event of an early termination of the program due to a Change of Control Transaction, Hoist Finance shall, after the Incentive Company has divested its shares in Hoist Finance, have a right, but no obligation, to – instead of what applies under (iii) above - acquire all of the participant's ordinary shares in the Incentive Company at a value calculated according to the following: (a) the market value taking into account the Change of Control Transaction (that is, taking into account any premium that a Change of Control Transaction may entail) for 15 percent of the ordinary shares, plus (b) the market value before the disclosure of the Change of Control Transaction (that is, without consideration of any premium that a Change of Control Transaction may entail) for 85 percent of the ordinary shares, minus (c) the Preference Amount, in the event that the preference shares in the Incentive Company have not been redeemed.

When determining the market value of the Incentive Company, the Board of Directors of Hoist Finance shall, if it deems it appropriate to determine the value of the Incentive Company's assets, use an average price, calculated over a relevant time period, of the Incentive Company's holdings of shares in Hoist Finance.

Design and handling of the program

The proposal for the Share Investment Program 2026 II has been prepared by the Shareholders together with external legal and tax advisers. The Board of Directors has not participated in the preparation of the proposal.

The Board of Directors, or the person appointed by the remuneration committee, shall be responsible for the detailed design and handling of the Share Investment Program 2026 II, including the drafting of agreements between Hoist Finance and the participants as well as the Incentive Companies, within the framework of specified conditions and guidelines. In connection therewith, the Board of Directors shall have the right to make adjustments to

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meet market conditions or to comply with applicable rules. The Board of Directors shall also have the right to make other adjustments if there are significant changes in Hoist Finance or in the market which, according to the Board's assessment, would mean that the resolved conditions for the Share Investment Program 2026 II no longer are appropriate.

Costs for the program and dilution

The Shareholders have made a preliminary cost calculation regarding the Share Investment Program 2026 II. The preliminary cost calculation is based on an assumption of full participation in the program and the highest possible investment in each Incentive Company. The costs that will incur for adopting the program mainly consist of fees to advisers and are preliminary estimated to amount to approximately SEK 500,000.

In connection with the adoption of the Share Investment Program 2026 II, Hoist Finance will subscribe for preference shares in the Incentive Companies for a total amount of no more than SEK 21,250,000. The redemption price at which the preference shares in the Incentive Companies can be redeemed depends on the value of the shares in Hoist Finance at the time of redemption. In the event of a positive price development in Hoist Finance's shares of at least 3.3 percent in relation to the subscription price during the period up to the time of redemption of the preference shares, the total redemption price for the preference shares in all Incentive Companies will likely amount to the Preference Amount, corresponding to a total of approximately SEK 25,829,508 for all Incentive Companies. In the event of a neutral or negative price development in Hoist Finance's share under this period, the total redemption price for the preference shares will at most correspond to the market value of the shares in Hoist Finance held by the Incentive Company at the time of redemption of the preference shares. In the event of a negative share price development of at least 15 percent during this period, the redemption price will be less than the Preference Payment.

In the event of full subscription and allocation of the shares in the new issue directed to the Incentive Companies according to item B below, whereby at most 250,000 shares are allocated to the Incentive Companies, Hoist Finance will receive SEK 25,000,000 in issue proceeds and the new issue entails a maximum dilution of approximately 0.3 percent of the share capital and votes in Hoist Finance.

Any tax consequences for the participants due to their participation in Share Investment Program 2026 II is the participant's own responsibility to familiarize themselves with, with the help of their own tax advisor if necessary.

Existing incentive programs

At the Annual General Meetings of Hoist Finance 2019, 2020, 2021 and 2022, it was resolved on adoption of long-term share-based incentive programs for senior executives ("LTIP"). The variable remuneration under LTIP takes into account the risks involved in Hoist Finance's operations and is proportional to the group's earning capacity, capital requirements, profit/loss, financial position and individual targets. The variable remuneration is based on results achieved during the performance year (the previous

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calendar year) and the final performance amounts are determined when the year-end report is published. In 2023, the Board of Directors resolved that the LTIP shall be cash-based. The resolution also applies retroactively to 2022.

No variable remuneration was granted under the LTIP programs adopted at the Annual General Meetings 2019, 2020 and 2021. However, variable remuneration was paid for the LTIP-program that was adopted at the Annual General Meeting 2022.

At the Annual General Meeting of Hoist Finance 2024, it was resolved on adoption of a long-term ownership program ("**Share Investment Program 2024**") for key employees within the Hoist Finance group. In accordance with the terms of Share Investment Program 2024, each participant formed a company that subscribed for shares in Hoist Finance. The participants made a private investment of 15 percent of the total capital, while Hoist Finance contributed the remaining 85 percent through subscription of redeemable preference shares. Seven participants remain in Share Investment Program 2024, whose companies within the framework of Share Investment Program 2024 hold a total of 1,180,164 shares in Hoist Finance. The program has a term of four years, starting in July 2024, and participants must, among other things, remain employed by the company for the entire duration of the program.

B. The Shareholders' proposal on resolution on directed issue of shares

In order to enable delivery of the shares according to the Share Investment Program 2026 II, the Shareholders propose that the Annual General Meeting resolves on a directed issue of no more than 250,000 shares within the framework of the Share Investment Program 2026 II, entailing an increase in the share capital by no more than SEK 86,605.171. Otherwise, the following terms shall apply for the issue:

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- a. The right to subscribe for shares shall, with deviation from the shareholders' preferential rights, only be given to Incentive Companies formed for the purpose of participating in the Share Investment Program 2026 II (defined under item A above), where the respective participant's Incentive Company is entitled to subscribe for no more than 50,000 shares.
- b. The reason for deviation from the shareholders' preferential rights is that the shares will be used within the framework of the Share Investment Program 2026 II.
- c. The shares shall be subscribed for during the period from and including 25 May 2026 up to and including 29 May 2026. The Board of Directors shall be entitled to extend the subscription period. Oversubscription may not occur.
- d. The subscription price shall be determined to a price per share corresponding to the volume-weighted average price of Hoist Finance's share on Nasdaq Stockholm during a period of ten (10) trading days prior to 24 May 2026, however not lower than SEK 100 per share. It is therefore the Shareholders' assessment that the subscription price has been determined in accordance with current market conditions. The part of the subscription price that exceeds the quotient value shall be added to the non-restricted share premium reserve.
- e. Payment for subscribed shares shall be made in cash to an account designated by the company no later than 7 June 2026. The Board of Directors is entitled to extend the payment period.
- f. The new shares shall entitle to dividend for the first time on the record date for dividends that occurs closest after the new shares have been registered and entered into the share register maintained by Euroclear Sweden AB.
- g. The CEO, or the person appointed by him, shall have the right to make minor adjustments to the above resolutions which may prove necessary in connection with registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

The Shareholders' proposal for the adoption of the Share Investment Program 2026 II in accordance with item A and resolution on directed issue of shares in accordance with item B constitute a joint proposal and shall be determined as one resolution. Resolution pursuant to the proposal from the Shareholders is valid only when supported by shareholders representing no less than nine tenths of both the votes cast and the shares represented at the Annual General Meeting, whereby shares held by board members covered by the Share Investment Program 2026 II shall not be taken into account when determining the required majority.

Item 17 – Resolution on authorisation for the Board of Directors to resolve on new issues of shares

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors to resolve, until the next Annual General Meeting, on one or several occasions, with or without deviating from the shareholders' preferential rights, against cash payment, through set-off or against consideration in kind, on issuance of new ordinary shares.

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The number of shares in the company may, by virtue of this authorisation, not exceed an increase of ten (10) per cent of the number of shares on the date of the Annual General Meeting.

The purpose of this authorisation is solely to enable the raising of capital for financing of acquisitions of companies or businesses and larger portfolio investments.

The subscription price shall be marketable and determined in accordance with the prevailing market conditions at the time the shares are issued.

The Board of Directors also proposes that a resolution is adopted at the Annual General Meeting granting the CEO, or an individual appointed by the CEO, the authority to make any minor adjustments to the shareholders' resolution as may prove necessary in conjunction with the registration of the resolution.

For a valid resolution in accordance with the Board of Directors' proposal as per above, the resolution must be supported by shareholders representing at least two thirds of both the votes made and the shares represented at the Annual General Meeting.

Item 18 – Resolution on authorisation for the Board of Directors to resolve on acquisitions of own shares

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors to resolve, until the next Annual General Meeting, on one or several occasions, subject to applicable capital adequacy requirements at any given time, on acquisition of own shares according to the following terms and conditions:

- Acquisitions of own shares may be made of no more than so many shares that the company's holding of treasury shares at any given time amounts to no more than ten (10) per cent of the total number of shares in the company.
- Acquisitions of own shares may only be made on Nasdaq Stockholm and in accordance with the Nasdaq Stockholm Rulebook for Issuers.
- Acquisitions of own shares may not be made at a price higher than the higher of the prices for the most recent independent trade and the highest current independent bid on the trading venue where the purchase is made. Acquisitions may not be made at a price lower than the lowest price at which an independent acquisition can be made.
- Payment for the shares shall be made in cash.

The mandate to repurchase the company's own shares provides the Board of Directors with an efficient tool to improve flexibility in the management of the capital structure and thus contribute to increasing shareholder value.

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The Board of Directors also proposes that a resolution is adopted at the Annual General Meeting granting the CEO, or an individual appointed by the CEO, the authority to make any minor adjustments to the shareholders' resolution as may prove necessary in conjunction with the registration of the resolution.

For a valid resolution in accordance with the Board of Directors' proposal as per above, the resolution must be supported by shareholders representing at least two thirds of both the votes made and the shares represented at the Annual General Meeting.

Number of shares and votes

At the time of issuing this notice there were in total 87,422,606 shares and votes in Hoist Finance. The company held, at the time of issuing this notice, no own shares in treasury.

Available documents

The accounts, the auditor's report, the auditor's statement regarding compliance with the guidelines for remuneration to the senior executives, the Board's remuneration report, the Board's complete proposals for decisions under items 11, 12, 15 and 17-18 and the Board's statement according to Chapter 18, Section 4 of the Swedish Companies Act and Chapter 19, Section 22 of the Swedish Companies Act will be available to the shareholders at the company's office and at the company's website www.hoistfinance.com no later than Thursday 16 April 2026, and will also be distributed to shareholders who have notified their wish to receive the documents and have informed of their postal address. The documents will also be presented at the Annual General Meeting.

A presentation of all proposed members of the Board of Directors, the Nomination Committee's complete proposals for decisions under item 2 and 14, and the Nomination Committee's motivated opinion regarding proposal for the Board of Directors is available on the company's website, www.hoistfinance.com.

The shareholders Per Arwidsson and Erik Selin's complete proposal for decision under item 16 is available on the company's website, www.hoistfinance.com.

Processing of personal data

For information on how your personal data is processed, see www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf.

Stockholm, March 2026
Hoist Finance AB (publ)
The Board of Directors

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For more information, please contact:

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About Hoist Finance

Hoist Finance is an asset manager specialised in non-performing loans. For more than 30 years, we have invested in and managed debt portfolios. We are a partner to international banks and financial institutions across Europe, acquiring their non-performing loan portfolios. We are also a partner to consumers and smaller companies in a debt situation, creating long-term sustainable repayment plans enabling them to honour their commitments. We are a regulated credit market company under the supervision of the SFSA, present in 14 European countries. Our share is listed on Nasdaq Stockholm. For more information, visit www.hoistfinance.com.

Attachments

[Notice of the Annual General Meeting in Hoist Finance AB \(publ\)](#)