

The Board of Directors' proposal on authorisation for the Board of Directors to resolve on acquisition 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 only be made at a price per share within the spread registered on Nasdaq Stockholm from time to time, meaning the spread between the highest bid price and the lowest ask price.
- 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.

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.

Statement by the Board of Directors pursuant to the Swedish Companies Act Ch. 19, sec. 22

The Board of Directors hereby presents the following statement in accordance with the Swedish Companies Act Ch. 19 Sec. 22. The Board's reasons for the proposed dividend being in accordance with the provisions of the Swedish Companies Act Ch. 17 Sec. 3 Par. 2 and 3 are as follows:

The company's objective, scope and risks

The company's objectives, scope of business and risks associated thereto are set out in the articles of association and the submitted annual reports.

Financial position of the company and the Group

The financial position of the company and the Group at 31 December 2019 is presented in the annual report for the financial year 2019. Furthermore, the principles applied for valuation of assets, provisions and debt are presented in the annual report.

Justification of the authorisation to acquire own shares

With reference to the above, and to other information that has come to the knowledge of the Board of Directors, it is the assessment of the Board of Directors that the authorisation to acquire own shares, with the aim to create a flexible tool to reach an efficient capital structure, is justifiable considering the demand with respect to the size of the company's and the Group's equity, which are imposed by the nature, scope and risks, associated with the business, and the company's and the Group's need for consolidation, liquidity and financial position in general.

Stockholm, March 2020
Hoist Finance AB (publ)
The Board of Directors