



HOIST FINANCE AB (publ)

(incorporated with limited liability in Sweden)

€1,000,000,000

Euro Medium Term Note Programme

This Supplement (the **Supplement**) to the Offering Circular (the **Offering Circular**) dated 22 June 2022 which comprises a base prospectus for the purposes of the Prospectus Regulation constitutes a supplement to the prospectus for the purposes of Article 23 of the Prospectus Regulation and is prepared in connection with the €1,000,000,000 Euro Medium Term Note Programme (the **Programme**) established by Hoist Finance AB (publ) (the **Issuer**). Terms defined in the Offering Circular have the same meaning when used in this Supplement. When used in this Supplement, **Prospectus Regulation** means Regulation (EU) 2017/1129.

This Supplement is supplemental to, and should be read in conjunction with, the Offering Circular and any other supplements to the Offering Circular issued by the Issuer.

This Supplement has been approved by the Central Bank of Ireland (the **Central Bank**), as competent authority under the Prospectus Regulation. The Central Bank only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Approval by the Central Bank should not be considered as an endorsement of the Issuer or of the quality of the Notes that are the subject of the Offering Circular as supplemented by this Supplement. Investors should make their own assessment as to the suitability of investing in the Notes.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer the information contained in this Supplement is in accordance with the facts and this Supplement does not omit anything likely to affect the import of such information.

Purpose of the Supplement

The purpose of this Supplement is to:

- 1) incorporate by reference the Issuer's interim financial statements as at and for the twelve month period ended 31 December 2022;
- 2) update the section titled "*Description of the Issuer and the Group – Board of directors*" to reflect recent updates to the Board of Directors of the Issuer;
- 3) update the section titled "*Description of the Issuer and the Group – Executive Management Team*" to reflect recent updates to the Executive Management Team of the Group;
- 4) update the sections titled "*Description of the Issuer and the Group – Group structure*", "*Description of the Issuer and the Group – History*", "*Description of the Issuer and the Group – Divestment of UK credit management subsidiary*" and "*Description of the Issuer and the Group – Geographic presence – UK*" to reflect the completion of the Issuer's divestment of its UK credit management subsidiary;

- 5) include a new sub-section titled “*Release of tax provision*” under the section “*Description of the Issuer and the Group*” to reflect a recent decision on a tax matter concerning cross-border allocation of profits; and
- 6) include a new “Significant or Material Change” statement.

1. Interim Financial Statements as at and for the twelve month period ended 31 December 2022

On 8 February 2023, the Issuer published its consolidated unaudited interim financial statements as at and for the twelve month period ended 31 December 2022 (which can be viewed at <http://ir.hoistfinance.com/afw/files/press/hoist/202302078055-1.pdf>). By virtue of this Supplement, those interim financial statements (as set out on pages 11 to 30) are incorporated in, and form part of, the Offering Circular.

Any non-incorporated parts of a document referred to herein are either deemed not relevant for an investor or are otherwise covered elsewhere in this Supplement.

2. Board of Directors

The section under the heading “Board of directors” on pages 160-161 of the Offering Circular shall be deemed deleted and replaced with the following:

“The Board of the Issuer consists of six members elected by the General Meeting of Shareholders. The table below sets forth the name and current position of each Board member.

Name	Position	Board member since
Lars Wollung	Chair	2022
Peter Zonabend	Member	2021
Camilla Philipson Watz	Member	2022
Bengt Edholm	Member	2022
Christopher Rees	Member	2022
Rickard Westlund	Member	2022

Lars Wollung

Born 1961. Board member since 2022 and Chair of the Board since 2023.

Principal education: Master of Science in Electrical Engineering, Stockholm Royal Institute of Technology, and Bachelor of Arts in business administration, Stockholm School of Economics.

Other on-going principal assignments: Consultant at Wollung & Partners, and Chairman of the board of Implema and Dignisia.

Peter Zonabend

Born 1980. Board member since 2021.

Principal education: Master of Laws and Bachelor of Science in Business, General Business Administration and Economics, Stockholm University and European Master in Law and Economics Programme at Aix-Marseille III, Aix-en-Provence.

Other on-going principal assignments: Chief Executive Officer of Arwidsro Fastighets AB and Chairman of the board of directors of Vivesto AB.

Camilla Philipson Watz

Born 1975. Board member since 2022.

Principal education: Master of Laws, Stockholm University.

Other on-going principal assignments: Chief Legal Officer at Borgo AB.

Bengt Edholm

Born 1956. Board member since 2022 and previously Chair of the Board.

Principal education: Master of Science in Economics, Uppsala University.

Other on-going principal assignments: Member of the board of directors and Chairman of the Risk and Compliance Committee of Collector Bank AB.

Christopher Rees

Born 1972. Board member since 2022.

Principal education: Master of Science in Finance and Accounting, London School of Economics.

Other on-going principal assignments: Board member and vice chair of Econnext and Managing Director of Seerave Enterprises.

Rickard Westlund

Born 1966. Board member since 2022.

Principal education: Master of Science in Economics, Örebro University.

Other on-going principal assignments: CEO Ropo Capital.”.

3. Executive Management Team

The section under the heading “Executive Management Team” on pages 162-163 of the Offering Circular shall be deemed deleted and replaced with the following:

“The Executive Management Team of the Group consists of a team of five persons.

Harry Vranjes

Chief Executive Officer

Born 1970. Hoist Finance employee since 2023.

Principal education: Studied Computer Science and Business at Lund’s University.

Other on-going principal assignments: Not applicable.

Christian Wallentin

Chief Financial Officer

Born 1975. Hoist Finance employee since 2021.

Principal education: MSc Economics and Business Administration, Stockholm School of Economics and CEMS Master International Management, ESADE.

Other on-going principal assignments: Not applicable.

Fabien Klecha

Chief Investment Officer

Born 1984. Hoist Finance employee since 2012.

Principal education: Bachelor Degree in Business Administration, Università Commerciale L. Bocconi (Italy) and Master Degree in Management, HEC Paris (France).

Other on-going principal assignments: Not applicable.

Melanie Foster

Chief of Staff

Born 1975. Hoist Finance employee since 2012.

Principal education: Bachelor of Science, The University of Glasgow.

Other on-going principal assignments: Not applicable.

Jelle Dekkers

Chief Operations Officer

Born 1981. Hoist Finance employee since 2017.

Principal education: Bachelor in Business Administration at Avans Hogeschool, s’-Hertogenbosch, The Netherlands.

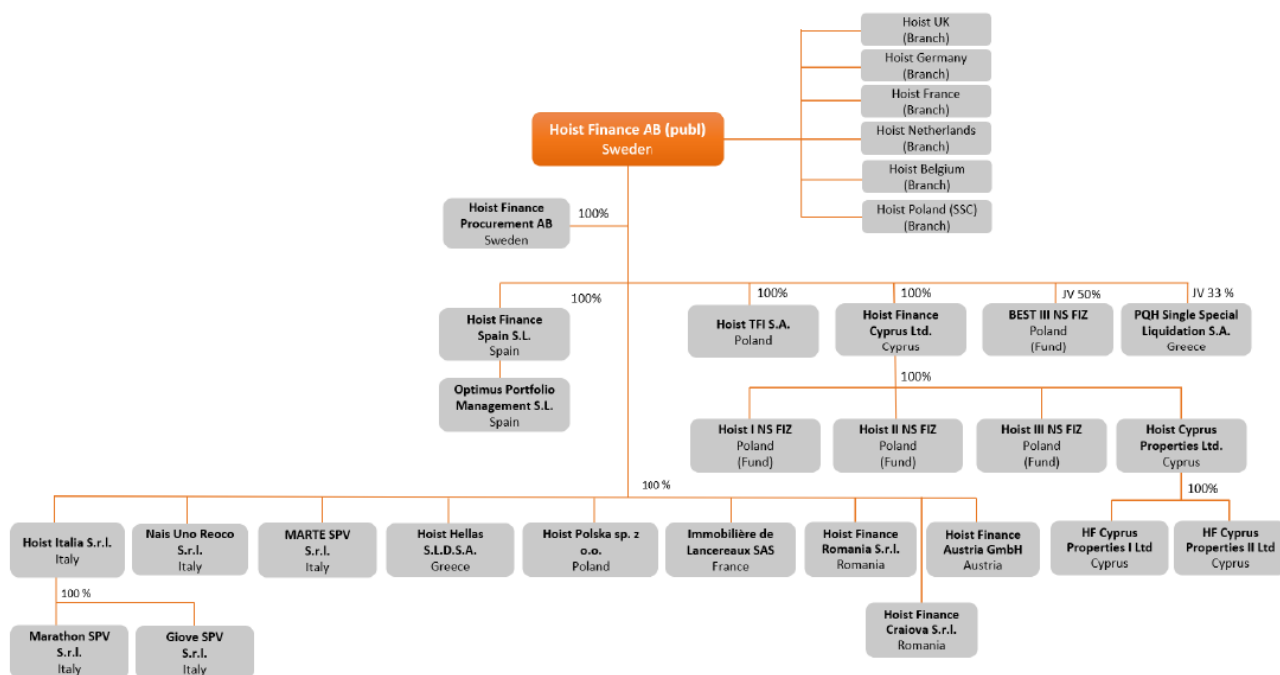
Other on-going principal assignments: Not applicable.”.

4. Divestment of UK credit management subsidiary

4.1 The section under the heading “Group structure” on pages 144-146 of the Offering Circular shall be deemed deleted and replaced with the following:

“A large part of the Issuer’s business is conducted through its subsidiaries and branches, on which the Issuer, as a consequence thereof, is dependent. The Group structure as at 1 March 2023 is illustrated in the

organisational chart below. On 13 April 2022, the Issuer announced that it has entered into an agreement to divest its UK credit management subsidiary, which transaction closed on 25 October 2022 (see “*Divestment of UK credit management subsidiary*” below for further information).



Note: The above chart outlines the most important operational entities.

Below is a list of the direct and indirect subsidiaries of the Issuer as of 1 March 2023.

Legal Entity	Crop. Reg. no.	Domicile	Shareholding (fully diluted) (%)
Hoist Finance Procurement AB	559333-7909	Stockholm	100
Immobilière de Lancereaux SAS	2018B20590	Paris	100
HECTOR Sicherheiten-Verwaltungs GmbH (1)	HRB 74561	Duisburg	100
Hoist Polska sp. z o.o.	0000536257	Wroclaw	100
Hoist Finance Cyprus Ltd.	HE 338 570	Nicosia	100
Hoist Cyprus Properties Ltd.	HE 423 727	Nicosia	100
HF Cyprus Properties I Ltd.	HE 424 747	Nicosia	100
HF Cyprus Properties II Ltd.	HE 424829	Nicosia	100
MARTE SPV S.r.l.	4634710265	Conegliano	100
Marathon SPV S.r.l.	05048650260	Conegliano	100
Giove SPV S.r.l.	05089700263	Conegliano	100
Hoist Italia S.r.l.	12898671008	Rome	100
Nais Uno Reoco S.r.l.	14564671007	Rome	100
Hoist I NS FIZ (2)	RFI702	Warsaw	100
Hoist III NS FIZ (2)	0000292229	Warsaw	100
Hoist II NS FIZ (2)	RFi 1617	Warsaw	100
BEST III NS FIZ (2)	RFI623	Gdynia	50
Hoist Kredit Ltd. (1).	7646691	London	100
Hoist Hellas S.L.D.S.A.	137777901000	Athens	100
PQH Single Special Liquidation S.A. (3)	138353201000	Athens	33
Hoist Finance Spain S.L.	B87547659	Madrid	100
Optimus Portfolio Management S.L.	B86959285	Madrid	100
Hoist Finance Romania S.r.l.	41830400	Bucharest	100
Hoist Finance Craiova S.r.l.	46632099	Bucharest	100
Hoist Finance Austria GmbH	FN544345h	Mooslackengasse	100
Zugsptize Ireland Designated Activity Company	720457	Dublin	100(4)
Hoist TFI S.A	8982271637	Wroclaw	100

- (1) Non-operating companies to be liquidated or disposed.
- (2) Non-standardised securitisation funds of which Hoist Finance holds investment certificates.
- (3) The company is a part of a consortium, consisting of Hoist Finance AB (publ), Qualco S.A. and PricewaterhouseCoopers Business Solutions S.A.
- (4) The only share in the company is held by trustee APEX TSI Limited.”.

4.2 In the section under the heading “History” on pages 146-147 of the Offering Circular, the last row in the table on page 147 of the Offering Circular titled “2022” shall be deemed deleted and replaced with the following:

“2022	Hoist Finance completed an acquisition of a EUR 99.9 million NPL portfolio in Greece. Hoist Finance completed a divestment of its UK credit management subsidiary including unsecured portfolios”.
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4.3 The section under the heading “Divestment of UK credit management subsidiary” on pages 150-151 of the Offering Circular shall be deemed deleted and replaced with the following:

“On 13 April 2022, Hoist Finance announced that it had entered into an agreement with Lowell Financial to divest its UK credit management subsidiary, including unsecured NPL portfolios. The enterprise value of the transaction was approximately SEK 4,500 million and represented 108 per cent. of Hoist Finance’s unsecured book value of the unsecured portfolios being sold.

The book value of the sold unsecured portfolios was approximately SEK 4,150 million, representing approximately 19 per cent. of the Group’s total portfolios in December 2021. A portfolio of secured loans of SEK 340 million and group functions will remain operating as usual in the UK. The transaction was completed on 25 October 2022.”.

4.4 The section under the heading “*Geographic presence – UK*” on page 154 of the Offering Circular shall be deemed deleted and replaced with the following:

“In the UK, Hoist Finance purchased its first portfolio in 2011.

In April 2022, Hoist Finance entered into an agreement with Lowell Financial to divest its UK credit management subsidiary, including unsecured NPL portfolios.

The divestment of the UK unsecured operations was a result of Hoist Finance’s commitment to invest and operate where the Group can generate attractive risk-adjusted returns. The sale provides Hoist Finance with the opportunity to grow and invest in portfolios which can generate higher returns.

The book value of the sold unsecured portfolios was approximately SEK 4,150 million, representing approximately 19 per cent of the Group’s total portfolios in December 2021. The enterprise value of the transaction was approximately SEK 4,500 million and represented 108 per cent. of Hoist Finance’s unsecured book value of the unsecured portfolios being sold. The net pre-tax transaction gain amounted to approximately SEK 140 million. The transaction was completed on 25 October 2022.

A UK portfolio of performing secured loans of SEK 340 million has remained operational after the divestment.

Hoist Finance believes that the UK is a transparent market with high visibility and that, although there is some price pressure in this market, attractive returns can still be identified. However, more stringent requirements on risk and compliance procedures, relative to Hoist Finance’s other markets, have resulted in certain structural changes and therefore the UK market has incurred substantial fixed and semi-fixed costs. Thus, Hoist Finance believes scale will be a prerequisite for long-term success. Hoist Finance’s strategic focus in the UK, post the divestment of its UK unsecured operations, is to participate in performing (secured and unsecured) and secured NPL transactions. Hoist Finance will also assess bilateral NPL unsecured

opportunities, while targeting portfolios with collections outsourced to partners or financial investments in secured portfolios mainly in the secondary market.

During the financial year ending 31 December 2022, the Group had an average of 185 full-time employees in the UK.”.

5. Release of tax provision

A new section titled “*Release of tax provision*” as set out below shall be inserted immediately above the section titled “Certain financial information” on page 151 of the Offering Circular:

“Release of tax provision

In July 2021, Hoist Finance decided to provision for a potential tax risk due to correspondence with the Swedish Tax Agency concerning an ongoing tax audit regarding cross-jurisdictional allocation of profits. The audit resulted in a negative advance notice from the Swedish Tax Agency with regards to a legacy setup established in 2014 for Polish assets.

On 22 December 2022, the Swedish Tax Agency issued its decision on the matter. The decision included an obligation on Hoist Finance to pay an additional amount of taxes that is less than the amount proposed in a preliminary decision by the Swedish Tax Agency in 2021. Hoist Finance will appeal the decision to the administrative court. The decision entails Hoist Finance to release SEK 78 million of tax provisions.”.

6. General Information

The paragraph under the heading "Significant or Material Change" on page 174 of the Offering Circular shall be deemed deleted and replaced with the following paragraph:

“There has been no significant change in the financial performance or financial position of the Issuer since 31 December 2022 and there has been no material adverse change in the prospects of the Issuer since 31 December 2021.”.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Offering Circular by this Supplement and (b) any other statement in or incorporated by reference in the Offering Circular, the statements in (a) above will prevail.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Offering Circular which may affect the assessment of any Notes since the publication of the Offering Circular.