

Welcome to attend Hemnet's annual general meeting

The shareholders of Hemnet Group AB (publ), reg. no. 559088-4440 ("Hemnet" or the "Company") are hereby given notice to attend the annual general meeting on Thursday 27 April 2023, at 09:00 am CET at Ivar (Banksalen), Västra Trädgårdsgatan 15, Stockholm, Sweden. The venue opens for registration to the annual general meeting at 08:00 am CET.

The board of directors of Hemnet has, pursuant to chapter 7, section 4 a of the Swedish Companies Act (Sw. aktiebolagslagen) and Hemnet's articles of association, decided that shareholders shall be able to exercise their voting rights by postal voting. Consequently, shareholders may choose to exercise their voting rights at the annual general meeting by attending in person, through a proxy or by postal voting. See below for further information regarding postal voting.

Participation

Shareholders are entitled to participate in the annual general meeting if they:

are entered in the share register maintained by Euroclear Sweden AB on Wednesday, 19 April 2023;

and have notified the Company on Friday, 21 April 2023 at the latest in one of the following ways:

- by way of an electronic notification by verification with BankID via Euroclear's website <https://anmalan.vpc.se/EuroclearProxy>,
- in writing to Hemnet Group AB (publ), "Årsstämma 2023", c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm,
- by telephone to +46(0)8-402 90 67, or
- by submitting their postal vote in accordance with the instructions set out under the title *Postal voting* below so that the postal vote is received by Euroclear Sweden AB no later than on Friday, 21 April 2023.

The notification must include the shareholder's name, personal ID number or company registration number, address, telephone number, and any potential assistants. Shareholders represented by proxy should submit proxy forms well in advance of the meeting.

The personal data obtained from the share register maintained by Euroclear Sweden AB, the notification of participation at the annual general meeting and the information regarding proxies and assistants will be used for registration, preparation of the voting register for the annual general meeting and, where applicable, the minutes from the annual general meeting. The personal data will only be used for the annual general meeting 2023. For information on how your personal data is processed, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Nominee registered shares

In order to be entitled to participate in the annual general meeting, shareholders whose shares are registered in the name of a nominee through a bank or other nominee must re-register their shares in their own names. Such voting registration, which may be temporary, must be duly effectuated no later than four banking days before the general meeting, i.e. on Friday, 21 April 2023 to be considered in the preparations of the share register. Shareholders should inform their nominees well in advance of this date.

Proxies, etc.

Shareholders who are represented by proxy must issue a proxy form for their proxy. If the proxy form has been issued by a legal entity, an attested copy of the certificate of registration of the legal entity evidencing its authority to issue the proxy form must be attached to the form. The original proxy form and the certificate of registration, where applicable, should be sent to Hemnet Group AB (publ), "Årsstämma 2023", c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm, well in advance of the annual general meeting. Proxy forms are available at Hemnet's website, www.hemnetgroup.com.

Right for shareholders to receive information

Shareholders are reminded of their right to receive information from the board of directors and the CEO at the annual general meeting in accordance with chapter 7, section 32 of the Swedish Companies Act. Shareholders wishing to submit questions in advance may do so by sending an email to agm@hemnet.se.

Postal voting

A special form must be used for postal voting. The form is available on the Company's website, www.hemnetgroup.com. The postal vote form must be received by the Company no later than on Friday, 21 April 2023. A complete form, including any attachments, should be sent by email to GeneralMeetingService@euroclear.com. Alternatively, the original form, including any attachments, may be sent by post to Hemnet Group AB (publ), c/o Euroclear Sweden AB, Box 191, 101 23 Stockholm (mark the envelope "Årsstämma 2023").

Shareholders may also cast their advance vote electronically by verification with BankID via Euroclear Sweden AB's website, <https://anmalan.vpc.se/EuroclearProxy>. Such electronic vote must be submitted no later than Friday, 21 April 2023. Submission of the form is valid as notification to participate at the annual general meeting. If the shareholder is a legal entity that wishes to participate by postal voting, a copy of the entity's certificate of registration or equivalent authorization document for the legal entity should be attached to the form. Shareholders may not attach special instructions or conditions to their postal vote. If they do, their vote will be declared invalid in its entirety. Further instructions are found on the postal form and at <https://anmalan.vpc.se/EuroclearProxy>. For questions, please contact Euroclear Sweden AB, telephone +46(0)8-402 90 67 (Monday to Friday between 9:00 am and 4:00 pm CET/CEST).

Agenda

1. Opening of the meeting and election of the chair of the annual general meeting.
2. Preparation and approval of the voting register.
3. Approval of the agenda.
4. Election of one or two persons to verify the minutes.
5. Determination of whether the meeting has been duly convened.
6. Presentation by the CEO.
7. Presentation of the parent company's annual report and auditor's report, as well as the consolidated financial statements and the auditor's report.
8. Resolutions to adopt the parent company's income statement and balance sheet, as well as the consolidated income statement and the consolidated balance sheet.
9. Presentation of the board of directors' remuneration report for approval.
10. Resolution regarding allocation of the company's profit in accordance with the approved balance sheet and record date for dividends.
11. Resolution to discharge the board members and the CEO from liability.
12. Determination of:
 - A. The number of board members to be appointed by the annual general meeting.
 - B. The number of auditors and alternate auditors to be appointed by the annual general meeting.

13. Determination of:
 - A. The fees to be paid to the board members.
 - B. The fees to be paid to the auditors.
14. Election of members of the board of directors.
15. Election of chair of the board of directors.
16. Election of auditors.
17. Resolution to grant the board of directors the authority to resolve on an issue of new shares.
18. Resolution on adoption of updated guidelines for remuneration to senior executives.
19. Resolution on (A) reduction of the share capital through cancellation of treasury shares and (B) increase of the share capital through a bonus issue.
20. Resolution regarding a long-term incentive program for key employees in the form of warrants and resolution regarding issue of warrants (Warrant Program 2023/2027).
21. Resolution regarding authorisation for the board of directors to resolve on purchases of the company's shares.
22. Closing of the annual general meeting.

Resolutions proposed by the board of directors

Item 4 – Election of one or two persons to verify the minutes.

The board of directors proposes that Jonas Bergh, representing Mäklarsamfundet Bransch i Sverige AB, and Andreas Haug, representing Vor Capital LLP, are elected to verify the minutes alongside the chair, or if they are absent, the person(s) designated by the board of directors. The assignment to verify the minutes alongside the chair also includes verifying the voting register and ensuring that the received postal votes are correctly reflected in the minutes of the meeting.

Item 10 – Resolution regarding allocation of the company's profit in accordance with the approved balance sheet and record date for dividends.

The board of directors proposes a dividend to the shareholders of SEK 1 per share for the financial year 2022. The record date of the dividend is proposed to be 2 May 2023 and the day of payment 5 May 2023.



Item 17 – Resolution to grant the board of directors the authority to resolve on an issue of new shares.

The board of directors proposes that the annual general meeting adopts a resolution granting the board of directors the authority, on one or more occasions, for the period until the next annual general meeting, to resolve on an issue of new shares, either applying or disapplying shareholders' pre-emption rights.

The number of shares issued by virtue of the authority may not exceed an increase of ten (10) percent of the share capital based on the share capital of the Company on the date of the annual general meeting.

Payment may, in addition to being made in cash, be made by way of non-cash consideration or set-off, or otherwise subject to conditions. If the board of directors resolves to issue new shares disapplying the shareholders' pre-emption rights, the reason for this must be to implement acquisitions of companies or to finance such acquisitions and/or to obtain new owners of strategic importance for the Company. Issues of new shares where shareholders' pre-emption rights are disappplied must be at the market subscription price, and including a market issue discount where applicable.

The board of directors also proposes that the shareholders adopt a resolution 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 connection with registration with the Swedish Companies Registration Office or due to any other statutory or regulatory requirements.

Item 18 – Resolution on adoption of updated guidelines for remuneration to senior executives.

The board of directors proposes that the annual general meeting resolves to adopt updated guidelines for remuneration to senior executives in accordance with the following:

Introduction

These guidelines encompass the CEO and other senior executives in Hemnet Group AB (publ) and its subsidiaries (below "**Hemnet**" or the "**Company**"), i.e. managers reporting directly to the CEO. The guidelines are applicable to remuneration agreed, and amendments to remuneration already agreed, after the proposed adoption of these guidelines by the Annual General Meeting 2023. These guidelines do not apply to any remuneration decided or approved by the general meeting.

These guidelines also encompass members of the Board of Directors in Hemnet, to the extent to which they perform services outside of their directorship.

The guidelines' promotion of the Company's business strategy, long-term interests and sustainability

In short, the Company's business strategy is the following.

Hemnet gathers everyone who is looking for, selling and brokering a home in one place. This is Hemnet's core business. By collecting all housing ads in one digital marketplace, Hemnet makes property transactions easier and more efficient for all parties involved. Hemnet's goal is to continue to be the leading property portal in Sweden and to broaden and develop its offering based on its current position.

For more information regarding the Company's business strategy, please see www.hemnetgroup.com.

These guidelines have been drawn up to successfully implement the Company's business strategy and to safeguard its long-term interests, including its sustainability, and to create clarity and transparency with regard to the remuneration that senior executives of Hemnet shall receive, and under which circumstances that remuneration can be paid to members of the Board of Directors outside of the ordinary directorship.

Variable cash remuneration covered by these guidelines shall aim at promoting the Company's business strategy and long-term interests, including its sustainability.

Remuneration Principles

Hemnet shall strive to offer a compensation that attracts, motivates and retains senior executives in benchmark with its peers, which primarily are platform companies and digital services companies.

Remuneration to senior executives shall consist of:

- Fixed market cash salary
- Variable cash remuneration based on fulfillment of clear goals for the Company
- Possibility to participate in long-term share-based incentive programs
- Pension and other customary benefits

In addition to the remuneration principles, remuneration may also in certain exceptional cases be paid in connection with new hires in order to attract certain key individuals to Hemnet for the purpose of supporting Hemnet's business strategy. Such remuneration shall be limited to the first year of employment and may not amount to more than 100 percent of the fixed annual cash salary.

Fixed market cash salary

The fixed cash salary for senior executives shall be on market terms and be based on each individual's competence, responsibilities, experience and performance. The fixed cash salary shall be reviewed annually to ensure that it corresponds with market practice and remains competitive.

Variable cash remuneration

As regards variable cash remuneration, such compensation shall be tied to financial or non-financial concrete, measurable goals for the Company and/or the department that the manager is responsible for. Decisions regarding variable payment models and the outcome of such models shall be made by the Board of Directors. The variable cash remuneration may amount to not more than 50 percent of the fixed annual cash salary. Variable cash remuneration shall not constitute pensionable income.

Pension and other customary benefits

The retirement age is under normal circumstances 65 years. Pension plans for senior executives shall follow or match ITP in terms of compensation level. The pension premiums for premium defined pensions shall amount to not more than 30 percent of the fixed annual cash salary. Other customary benefits (such as company health care) shall be on market terms. Such benefits may amount to not more than 20 percent of the fixed annual cash salary.

Remuneration under employments subject to other rules than Swedish may be duly adjusted to comply with mandatory rules or established local practice, taking into account, to the extent possible, the overall purpose of these guidelines.

Remuneration Committee

The Board of Directors of Hemnet Group AB (publ) shall appoint a Remuneration Committee to monitor and assess compliance with these guidelines. The Remuneration Committee shall also prepare and make recommendations for resolutions to be adopted by the Board of Directors pertaining to matters regarding remuneration principles, remuneration and other terms of employment for the CEO. The CEO and other senior executives do not participate in the Board of Directors' processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.



The Remuneration Committee shall also prepare, propose, monitor and assess long-term share-based incentive programs for variable compensation and long-term incentive programs for the Company's management.

As regards matters concerning fixed remuneration to other senior executives, such matters shall as a starting point be made by the CEO in accordance with these guidelines. However, decisions regarding such remuneration to senior executives that have been made by the CEO shall be presented to the Remuneration Committee and the Board of Directors before it shall be deemed final and be communicated.

The duties of the Remuneration Committee are described in more detail in the Rules of Procedure for the Remuneration Committee, adopted by the Board of Directors.

Yearly review of these guidelines

The guidelines for remuneration to senior executives shall be reviewed yearly and be presented to the Annual General Meeting at least every fourth year.

Termination Notice and Severance Pay

The notice period for senior executives, and the period of time during which dismissal pay will continue, shall generally be six (6) months. However, in situations where Hemnet terminates the employment, severance pay may amount to a maximum of twelve (12) monthly salaries. Severance pay to the CEO may however amount to a maximum of 18 monthly salaries. Fixed cash salary during the period of notice and severance pay may together not exceed an amount equivalent to the CEO's fixed cash salary for 18 months and for twelve (12) months for other senior executives.

Additionally, remuneration may be paid for non-compete undertakings. Such remuneration shall compensate for loss of income and shall only be paid in so far as the previously employed executive is not entitled to severance pay. The remuneration shall be based on the fixed cash salary at the time of termination of employment and be paid during the time the non-compete undertaking applies, however not for more than twelve (12) months following the termination of employment.

Compensation to Board Members

Members of the Board of Directors may, in certain cases where particularly motivated in light of the Board Member's competence and suitability, perform services outside of the ordinary directorship. Market based compensation shall be paid for such services, which is to be decided by the Board of Directors. Remuneration of this kind shall be presented in the financial reports in accordance with applicable accounting legislation.

Salary and employment conditions for employees

In the preparation of the Board of Directors' proposal for these guidelines, salary and employment conditions for employees of Hemnet Group AB (publ) and its subsidiaries have been taken into account by including information on the employees' total income, the components of the remuneration and increase and growth rate over time, in the Remuneration Committee's and the Board of Directors' basis of decision when evaluating whether the guidelines and the limitations set out herein are reasonable.

Deviations

Deviations from these guidelines in whole or in part may be made in exceptional cases if the Board of Directors find that there are special circumstances at hand and a deviation is necessary to serve the Company's long-term interests, including its sustainability, or to ensure the Company's financial viability. Information about such deviation and the reasons therefore shall be presented at the following Annual General Meeting. As set out above, the Remuneration Committee's tasks include preparing the Board of Directors' resolutions in remuneration-related matters. This includes any resolutions to deviate from the guidelines.

Description of changes to the guidelines

The changes proposed to these guidelines are mainly editorial changes as well as certain clarifications concerning fixed cash salary, pension premiums and severance pay to the CEO.

The Company has carefully considered feedback received from shareholders and proxy advisors in connection with the Annual General Meeting 2022.

Additional information regarding executive remuneration within Hemnet is available in Hemnet's Annual and Sustainability Report and the remuneration report.

Item 19 – Resolution on (A) reduction of the share capital through cancellation of treasury shares and (B) increase of the share capital through a bonus issue.**A. Reduction of the share capital through cancellation of treasury shares**

The board of directors proposes that the annual general meeting resolves to reduce the Company's share capital by an amount of SEK 2,129,178.375670 by way of cancellation of the 2,780,428 own shares that as of 15 March 2023 have been repurchased by the Company under the ongoing share buy-back program. The reduction amount shall be allocated to unrestricted equity.

The resolution to reduce the share capital under this item (A) may be carried out without obtaining an authorisation from the Swedish Companies Registration Office as the Company simultaneously carries out a bonus issue, as set out under item (B) below, with



the corresponding amount as the share capital is being reduced with, as set out above. Combined, these measures entail that neither the Company's restricted equity nor its share capital is reduced.

B. Increase of the share capital through a bonus issue

With the purpose of restoring the share capital following the proposed reduction of the share capital, as set out under item (A) above, the board of directors proposes that the annual general meeting simultaneously resolves to increase the share capital by way of a bonus issue with an amount of SEK 2,129,178.375670, which corresponds to the amount that the share capital is reduced with by way of cancellation of shares, as set out under item (A) above. The bonus issue shall be carried out without the issuance of new shares, through the amount being transferred from unrestricted equity.

The board of directors proposes that the annual general meeting adopts the resolutions under items (A) and (B) above as a joint resolution.

The board of directors also proposes that the shareholders adopt a resolution 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 connection with registration with the Swedish Companies Registration Office or Euroclear Sweden AB or due to any other statutory or regulatory requirements.

Item 20 – Resolution regarding a long-term incentive program for key employees in the form of warrants and resolution regarding issue of warrants (Warrant Program 2023/2027).

The board of directors proposes that the annual general meeting 2023 resolves on a long-term warrant program ("**Warrant Program 2023/2027**") by way of issuance of warrants and approval of transfer of warrants in accordance with the below.

Background and rationale

The board of directors considers it to be in the interest of the Company and the shareholders that the executive management and certain other key employees in the Company are made part of the Company's development by being offered warrants. The reasons for the proposal are to contribute to the possibilities to retain and attract key competence and to increase motivation for the executive management and certain other key employees in the Company by being involved in and working for a positive value increase of the Company's shares during the period covered by the Warrant Program 2023/2027.



In light of the terms and conditions, size of allotment and other circumstances, the board of directors considers the Warrant Program 2023/2027, in accordance with the below, to be reasonable and advantageous for the Company and its shareholders.

Should the board of directors consider it to be appropriate, the board of directors may, at the time of exercise of the warrants, resolve to offer the participants of the Warrant Program 2023/2027 a cashless exercise by way of a buy-back of warrants.

The board of directors' proposal for resolution on implementation of the Warrant Program 2023/2027 and issue of warrants

The board of directors proposes that the annual general meeting of the Company resolves to issue warrants and implement the Warrant Program 2023/2027 in accordance with the following terms:

The Warrant Program 2023/2027 shall consist of no more than 527,000 warrants. Therefore, the board of directors proposes that the annual general meeting 2023 resolves to issue no more than 527,000 warrants of series 2023/2027.

The right to subscribe for warrants in Warrant Program 2023/2027 shall, with deviation from the shareholders' pre-emption rights, be granted to the Company. The reason for the deviation from the shareholders' pre-emption rights is to implement a long-term incentive program for the executive management and certain other key employees within Hemnet.

Each warrant of series 2023/2027 entitles to subscription for one (1) ordinary share in Hemnet during the period from and including 15 May 2023 up to and including 1 June 2027.

Subscription for ordinary shares by way of exercising warrants during the period from and including 15 May 2023 up to and including 1 June 2026 shall be made at a price per share (the "**Exercise Price 1**") corresponding to 130 percent of the volume-weighted average trading price of Hemnet's ordinary share on Nasdaq Stockholm during the period from and including 28 April 2023 up to and including 12 May 2023 (the "**Measurement Price**") (whereby the calculated Exercise Price 1 shall be rounded to the nearest tenth of a Swedish krona, whereby SEK 0.05 shall be rounded up).

Subscription for ordinary shares by way of exercising warrants during the period from and including 2 June 2026 up to and including 1 September 2026 shall be made at a price per share (the "**Exercise Price 2**") corresponding to 132 percent of the Measurement Price



(whereby the calculated Exercise Price 2 shall be rounded to the nearest tenth of a Swedish krona, whereby SEK 0.05 shall be rounded up).

Subscription for ordinary shares by way of exercising warrants during the period from and including 2 September 2026 up to and including 1 December 2026 shall be made at a price per share (the "**Exercise Price 3**") corresponding to 134 percent of the Measurement Price (whereby the calculated Exercise Price 3 shall be rounded to the nearest tenth of a Swedish krona, whereby SEK 0.05 shall be rounded up).

Subscription for ordinary shares by way of exercising warrants during the period from and including 2 December 2026 up to and including 1 March 2027 shall be made at a price per share (the "**Exercise Price 4**") corresponding to 136 percent of the Measurement Price (whereby the calculated Exercise Price 4 shall be rounded to the nearest tenth of a Swedish krona, whereby SEK 0.05 shall be rounded up).

Subscription for ordinary shares by way of exercising warrants during the period from and including 2 March 2027 up to and including 1 June 2027 shall be made at a price per share (the "**Exercise Price 5**") corresponding to 138 percent of the Measurement Price (whereby the calculated Exercise Price 5 shall be rounded to the nearest tenth of a Swedish krona, whereby SEK 0.05 shall be rounded up) (Exercise Price 1 – Exercise Price 5 jointly the "**Exercise Price**").

The Exercise Price may not be less than the quota value of the shares. In the event that the Exercise Price exceeds the quota value of the share, the part of the Exercise Price exceeding the shares' quota value shall be allotted to the unrestricted premium reserve. In the event that the Company's average share price, calculated in accordance with the complete terms and conditions of the warrants, exceeds 250 percent of the Measurement Price (the "**Cap**") in connection with subscription for new shares by way of exercising the warrants, a recalculated lower number of shares that each warrant entitles to shall be applied.

The Exercise Price and the number of ordinary shares that each warrant of series 2023/2027 entitles may be subject to recalculation in the event of a share split, reverse share split, new issue of shares, etc., wherein the recalculation terms in the complete terms and conditions of the warrants shall be applied. If the warrants are exercised in full the share capital will increase by SEK 403,562.690341. There can be no over-subscription.



The warrants shall be issued to the Company without consideration. Subscription shall take place no later than on 28 April 2023. However, the board of directors shall be entitled to extend the subscription and subscription period.

The board of directors' proposal regarding a resolution to transfer warrants

The board of directors proposes that the annual general meeting resolves to approve of the Company's transfer of warrants to participants of the Warrant Program 2023/2027, in accordance with the following terms:

The board of directors proposes that the annual general meeting resolves to approve of transfer, on one or more occasions, of no more than 462,000 warrants to the participants of the Warrant Program 2023/2027, which includes the Company's executive management and certain other key employees. The transfer of warrants to the participants of the Warrant Program 2023/2027 shall be made in accordance with the following guidelines:

Tier	Participant	Maximum number of warrants
1	Chief Executive Officer	95,000 warrants
2	CFO	65,000 warrants
3	CTO	40,000 warrants
4	Other members of the management team and related roles (number: 7)	17,500 warrants (per person)
5	Managers and certain key employees (number: 31)	4,500 warrants (per person)
Total:		462,000 warrants

The maximum number of warrants per participant is dependent on the participant's position and responsibility within the group.

The warrants shall be transferred to the participants of the Warrant Program 2023/2027 at a subscription price corresponding to the market value, calculated in accordance with the Black & Scholes valuation formula by an independent valuation firm appointed by the Company, PricewaterhouseCoopers, as per 12 May 2023. An example calculation according to the Black & Scholes formula based on the assumption of an, since 15 March 2023, unchanged share price of SEK 154.60, results in a warrant value of SEK 20.35 per warrant, whereby the following input have been used in the Black & Scholes calculation:



Exercise price:	SEK 213.30 (138% of the share price of SEK 154.60)
Risk-free interest:	2.58%
Volatility:	32%
Duration (years):	4.05
Cap:	SEK 386.50 (250% of the share price of SEK 154.60)

The valuation also considers the shorter terms of the Warrant Program 2023/2027, in accordance with the breakdown of the exercise periods that, as stated below, will be set out in separate agreements between each participant and the Company (or a subsidiary designated by the Company).

The calculation aims only to present an example and the option value according to the final calculation, which will be conducted by PricewaterhouseCoopers as per 12 May 2023, may deviate from the example above.

The warrants shall be governed by separate agreements between each participant and the Company (or a subsidiary designated by the Company). In the agreement, the participant undertakes to only exercise held warrants during the following periods:

- 15 May 2026 – 1 June 2026;
- 15 August 2026 – 1 September 2026;
- 15 November 2026 – 1 December 2026;
- 15 February 2027 – 1 March 2027; and
- 15 May 2027 – 1 June 2027.

Vesting of the warrants shall, under certain conditions, be accelerated and the subscription period may, under certain conditions, be brought forward in the event of a merger where the Company is absorbed by another company or in case of a public offer for shares in the Company. In the agreement, the Company also reserves the right to, under certain conditions, purchase the warrants from the participant if the participant's employment within the Company terminates or if the participant acts in material breach of its employment agreement or the warrant agreement. Such purchase shall, depending on the circumstances resulting in the purchase, be made at the market value of the warrants or the lower of the cost of acquisition of the warrants or the market value of the warrants. With the exception of purchases in connection with dismissal from employment (Sw. *avskedande*), termination due to personal reasons (Sw. *uppsägning av personliga skäl*) and the participant's material breach of the employment agreement or the warrant agreement, the right of the Company to purchase the warrants expires on 15 May 2026. The agreements will otherwise contain customary terms.

The board of directors shall be responsible for the preparation and management of the Warrant Program 2023/2027 within the above-mentioned terms. In the event that the board of directors considers that it is in the Company's interest to deviate from the provisions regarding repurchase of warrants in an individual case, the board of directors shall be entitled to make such a deviation.

The board of directors also proposes that the annual general meeting resolves to approve transfer, on one or more occasions, of no more than 65,000 additional warrants to an additional participant (COO, tier 2) of the Warrant Program 2023/2027. The transfer of warrants to additional participants shall be made at market price at the date of the transfer. The calculation of the market price of the warrant shall be made by an independent valuer by the application of the Black & Scholes valuation formula.

The warrants shall be governed by separate agreements between the participant and the Company (or a subsidiary designated by the Company) in accordance with the above.

Warrants may be transferred to additional participants no later than on 31 December 2023, after which the non-transferred warrants shall be cancelled.

Dilution effect and costs, etc.

The board of directors' proposal to resolve on issuance of warrants entails a dilution effect corresponding to a maximum of approximately 0.52 percent of the shares and votes in the Company if the proposed warrants are exercised in full. The dilution effect is calculated as the relation between the additional shares that the warrants will be exercised for and the sum of the current number of shares and the additional shares that the warrants will be exercised for. The Warrant Program 2023/2027 is expected to have only marginal effects on the Company's key ratios.

The board of directors' assessment is that the Warrant Program 2023/2027 will trigger costs mainly related to administration. The board of directors' assessment is that the Warrant Program 2023/2027 will not trigger any costs related to social security. The costs for administration are expected to be limited.

Preparation of the proposal

The proposal has been prepared by the remuneration committee and the board of directors together with external advisors.

Item 21 – Resolution regarding authorisation for the board of directors to resolve on purchases of the Company's shares.

The board of directors proposes that the annual general meeting authorises the board of directors to resolve on purchases of the Company's shares as follows.

The board of directors is authorized, during a period up until the annual general meeting 2024, to purchase ordinary shares in the Company on as many occasions as it deems appropriate, however, only to the extent that the Company's holding at no time exceeds ten percent (10%) of the total amount of shares in the Company. Purchases shall be made on Nasdaq Stockholm at a price per share within the prevailing price interval. The purpose of the authorization is to give the board the possibility to adjust the capital structure of the Company until the next annual general meeting, after which the board intends to propose to the annual general meeting of 2024 a resolution to redeem the repurchased shares. Furthermore, the board of directors intends to propose to the same annual general meeting a corresponding bonus issue of shares in order to restore the share capital.

Resolutions proposed by the Nomination Committee

The nomination committee of Hemnet, consisting of Henrik Persson (Chair), nominated by General Atlantic RR B.V., Jonas Bergh, nominated by Mäklarsamfundet Bransch i Sverige AB, Andreas Haug, nominated by Vor Capital LLP, Jonathan Schönback, nominated by Odin Funds, jointly representing approximately 24.69 percent of the voting rights for all shares in Hemnet, and Chris Caulkin (chair of the board of directors), proposes the following:

Item 1 – Election of chair of the annual general meeting.

Attorney Björn Kristiansson is proposed as chair of the annual general meeting 2023.

Item 12A – Determination of the number of members of the board of directors.

The nomination committee proposes that the number of board members elected at the annual general meeting shall be seven and that no deputy board members shall be appointed.

Item 12B – Determination of the number of auditors and alternate auditors.

The nomination committee proposes that a registered accounting firm shall be appointed as auditor and that no deputy auditors shall be appointed.

Item 13A – Determination of the fees to the board of directors.

It is proposed that the following fees are paid to the board of directors:

The remuneration for board members shall amount to SEK 360,000 annually.

The remuneration for the chair of the board shall amount to SEK 875,000 annually.

Remuneration for the audit committee shall amount to SEK 80,000 annually for the members of the audit committee and SEK 155,000 for the chair of the audit committee.

Remuneration for the work on the remuneration committee shall be SEK 80,000 annually for members, as well as for the chair of the remuneration committee.

Item 13B – Determination of fees to the auditor.

It is proposed that fees are paid to the company's auditors upon approval of their invoices.

Item 14 – Election of board members.

The nomination committee proposes that the following board members are elected for the period until the end of the next annual general meeting:

Anders Nilsson (new election)

Pierre Siri (re-election)

Anders Edmark (re-election)

Håkan Hellström (re-election)

Tracey Fellows (re-election)

Nick McKittrick (re-election)

Maria Redin (re-election)

Anders Nilsson has many years of experience from executive and leading positions within Swedish consumer-oriented, technology-driven and public companies. Anders Nilsson was most recently CEO of Com Hem AB and then of Tele2 AB, in connection with the merger of the two companies, between the years 2014 and 2020.

The board member Chris Caulkin has declined re-election.

Item 15 – Election of chair of the board of directors.

The nomination committee proposes that Anders Nilsson is elected as chair of the board of directors.

Item 16 – Election of auditor.

Based on the audit committee's recommendation it is proposed that Ernst & Young Aktiebolag is elected as auditor for the period until the end of the next annual general meeting. Subject to the approval by the annual general meeting of the nomination committee's proposal, Ernst & Young Aktiebolag has informed that authorised public accountant Anna Svanberg will continue as auditor-in-charge.

Other information**Shares and votes**

The Company's share capital amounts to SEK 77,433,816.584044 divided into 101,131,478 shares, of which 96,074,904 are ordinary shares and 5,056,574 are shares of class A1. Each share entitles the holder to one (1) vote at general meetings. As of the date of this notice, Hemnet holds 2,795,428 own shares.

Majority rules

Resolutions in accordance with the board of directors' proposals in items 17, 19A and 21 on the agenda are valid only if supported by shareholders holding not less than two-thirds (2/3) of both the votes cast as well as the shares represented at the annual general meeting. Resolutions in accordance with the board of directors' proposals in item 20 on the agenda are only valid if supported by shareholders holding not less than nine-tenth (9/10) of both the votes cast as well as the shares represented at the annual general meeting.

Further information

Information about all of the individuals proposed as members of Hemnet's board of directors, information about the proposed auditor, the statements by the nomination committee regarding the proposed board members, and the nomination committee's complete proposals can be found on the company's website, www.hemnetgroup.com, and will be sent free of charge to shareholders who request the company to do so.

Complete proposals along with related documents regarding items 17, 18, 19, 20 and 21 on the agenda, regarding an authorization of the board of directors to resolve on an issue of new shares, adoption of updated remuneration guidelines for senior executives, reduction of the share capital through cancellation of treasury shares and increase of the share capital through a bonus issue, adoption of the Warrant Program 2023/2027, and an authorization of the board of directors to resolve on purchases of the Company's shares, are available at the Company at Sveavägen 9, 111 57 Stockholm, Sweden, and on the Company's website

www.hemnetgroup.com, and will be sent free of charge to shareholders who request the Company to do so.

Accounting documents and the auditor's report, the board of directors' remuneration report as well as the auditor's statement regarding the remuneration guidelines will be made available at the Company and on the Company's website, www.hemnetgroup.com, no later than on 6 April 2023, and will be sent free of charge to shareholders who request the Company to do so.

Stockholm, March 2023

Hemnet Group AB (publ)

The board of directors