

# Articles of association of Hemnet Group AB (publ)

Reg. no. 559088-4440

Adopted at the annual general meeting held on 29 April 2022.

## § 1 Company name

The name of the company is Hemnet Group AB (publ).

## § 2 Registered office

The registered office of the company is in the municipality of Stockholm, Stockholm county.

## § 3 Objects of the company

The object of the company's business is to directly or indirectly hold and manage shares, interests in subsidiaries and other moveable assets as well as to provide administrative and financial services to these companies and to conduct any other activities compatible therewith, including through subsidiaries to;

- a) develop, maintain, market and conduct an internet based advertising portal offering search services relating to property objects (real properties, cooperative apartments, leaseholds etc.) available for sale and where an owner of a property object may buy publication of an ad relating to the sale of his/her property object, provided that the sale is mediated by an in due course registered realtor, against the owner paying an advertising price, which shall not be effected by the total number of ads which the realtor, or the company group to which the realtor belongs, mediate (however, property objects sold by the Swedish Enforcement Authority (Sw. *Kronofogden*) and new production do not need to be mediated by realtors in order to be advertised on the advertising portal),
- b) conduct other businesses compatible or consistent with and not violating what is set out in section a above (*inter alia* to hold and manage real and tangible property and market and sell other services and products related to property objects), however not realtor business.

An amendment or repeal of this provision requires that a majority of all class A1 shares vote in favour of such amendment or repeal.

#### **§ 4 Classes of shares**

The share capital shall be not less than SEK 49,000,000 and not more than SEK 196,000,000. The number of shares shall be not less than 80,000,000 and not more than 320,000,000.

Two classes of shares may be issued, ordinary shares and class A1 shares. The maximum number of ordinary shares shall be 320,000,000 and the maximum number of class A1 shares shall be 15,000,000.

At a general meeting, ordinary shares and class A1 shares carry one vote. Ordinary shares and class A1 shares carry equal rights to share in the assets and earnings of the company.

After request from a shareholder, class A1 shares (one or more) belonging to that shareholder shall be converted to ordinary shares. The request of conversion, which shall be in writing and state the number of shares to be converted, shall be addressed to the board of directors. The company shall without delay notify the conversion to the Swedish Companies Registration Office for registration.

#### **§ 5 Pre-emption right clause**

Where title to a class A1 share has been transferred, to another shareholder or a person who is not previously a shareholder in the company, the share shall immediately be offered to HN Hem AB, reg. no. 559264-9775, for pre-emption through notice in writing to the board of directors. The offeror shall provide proof of his or her title to the share and, in case of a share transfer by way of purchase, information on the purchase price. The pre-emption right may be exercised for a lower number of shares than that comprised by the offer. The provision applies to all transfers of ownership of shares.

When the company has been notified of a share transfer, the board of directors shall immediately notify HN Hem AB and request that HN Hem AB shall notify the board of directors in writing within two months from the date the board of directors was given notice of the share transfer.

In order to restrict transfers of the class A1 shares, the purchase price shall be SEK 0 irrespective of the manner in which the share was transferred and irrespective of the market value of such share. The purchase pursuant to post-transfer purchase rights shall not be subject to any other terms.

Where the offeror and HN Hem AB do not agree on the pre-emption price, HN Hem AB may investigate legal proceedings within two months from the date the board of directors was given notice of the exercise of the pre-emption right. Disputes shall be settled in accordance with the Swedish Arbitration Act (1999:116).

The pre-emption price shall be paid within one month from the date the pre-emption price was determined.

In the event that HN Hem AB does not notify the board of directors that HN Hem AB wishes to exercise this right within the stipulated period of time, the person who made the offer for pre-emption shall have the right to be entered as shareholder in the share register of the company and noted in the CSD-register.

## **§ 6 Board of directors**

The board of directors shall comprise not less than five (5) and not more than nine (9) members without deputy board members.

## **§ 7 Auditors**

The company shall have 1–2 auditors and not more than 2 alternate auditors or a registered accounting firm.

## **§ 8 Convening of a general meeting**

Notice to attend general meetings shall be issued by publishing in the Official Swedish Gazette (*Sw. Post- och Inrikes Tidningar*) as well as at the company's website. At the time of the notice, an announcement with information that the notice has been issued shall be published in Svenska Dagbladet.

## **§ 9 Participation in general meeting**

Shareholders wishing to participate in a general meeting shall give notice of their attendance to the company by the date specified in the notice convening the meeting. The latter day shall not be a Sunday, other public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve and shall not be more than five working days before the meeting.

At a general meeting, shareholders may be accompanied by one or two assistants, although only if the shareholder has given notification of this as specified in the previous paragraph.

## **§ 10 Opening of the meeting**

The chairman of the board of directors or a person appointed by the board of directors for this purpose opens the general meeting and presides over the proceedings until a chairman of the meeting is elected.

## **§ 11 Annual general meeting**

The annual general meeting is held each year within six months of the end of the financial year.

The following matters shall be addressed at the annual general meeting.

1. Election of a chairman of the meeting;
2. Preparation and approval of the voting register;
3. Approval of the agenda;
4. Election of one or two persons to attest the minutes;

5. Determination of whether the meeting was duly convened;
6. Presentation of the annual report and auditor's report and, where applicable, the consolidated financial statements and auditor's report for the group;
7. Resolutions regarding
  - (a) adoption of the income statement and balance sheet and, where applicable, the consolidated income statement and consolidated balance sheet;
  - (b) allocation of the company's profit or loss according to the adopted balance sheet;
  - (c) discharge from liability for board members and the managing director;
8. Determination of fees for the board of directors and the auditors;
9. Election of the board of directors and accounting firm or auditors;
10. Any other business incumbent on the meeting according to the Companies Act or the articles of association.

#### **§ 12 Proxy collection and postal voting**

The board of directors may collect proxies pursuant to the procedures stated in Chapter 7, Section 4, second paragraph of the Swedish Companies Act (2005:551).

The board of directors may decide before a general meeting that the shareholders shall be able to exercise their voting rights by post before the general meeting pursuant to the procedure stated in Chapter 7 Section 4 a of the Swedish Companies Act (2005:551). Postal voting may be made by electronic means if the board of directors so decides.

#### **§ 13 Financial year**

The company's financial year shall be the calendar year.

#### **§ 14 Record day provision**

Shareholders or trustees which on the record date are entered in the shareholders' register and noted in a Record day Register, according to Chapter 4 of the Swedish Central Securities Depositories and Financial Instrument Accounts Act (1998:1479) or noted on a Record day Account according to Chapter 4 Section 18 first paragraph 6–8 in the aforementioned law, shall be presumed to be authorised to exercise the rights in Chapter 4 Section 39 of the Swedish Companies Act (2005:551).

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