

# **The Nomination Committee's statement regarding the proposal for the Board of directors of Hemnet Group AB (publ) at the Annual General Meeting 2022**

## **Background**

Hemnet Group AB (publ)'s nomination committee for the annual general meeting 2022 consists of Chris Caulkin (General Atlantic RR B.V.), Henrik Persson (Sprints Capital Euphrasia S.à r.l.), Jonas Bergh (Mäklarsamfundet Bransch i Sverige AB), Lars Berg (Pierre Siri) jointly representing approximately 53.15 percent of the voting rights for all shares in Hemnet Group AB (publ), and Håkan Erixon (chair of the board of directors).

The nomination committee was, in accordance with the instruction adopted by the annual general meeting 2021, composed based on the shareholdings in Hemnet Group AB (publ) as per 31 August 2021. According to the instruction for the nomination committee, ownership changes that occur more than two months before the annual general meeting and leading to shareholders who have been appointed members of the committee no longer belonging to the four shareholders controlling the largest number of votes, entail that said members shall leave their places of the nomination committee and the shareholder(s) that is currently among the four largest shareholders shall, after having had contact with the Chair of the nomination committee, have the right to appoint its own member of the nomination committee. On 2 February 2022, Vor Capital LLP announced that they had increased their holding in the company to over 5%, making Vor Capital LLP the fourth largest shareholder. Following discussions with the chair of the nomination committee, Vor Capital LLP declared that they do not wish to make any changes to the nomination committee's composition.

Shareholders have been given the opportunity to submit proposals to the nomination committee. No proposals from shareholders have been received.

## **Presentation of the nomination committee's work**

The nomination committee has before the annual general meeting 2022 held six formal meetings. The nomination committee has stayed in contact between the meetings and has also met with the CEO of Hemnet Cecilia Beck-Friis and several board members. The nomination committee has been presented with the results from an evaluation of the board of directors. The committee has noted that all board members have high attendance and that they are engaged in the company and the board's work. The committee has also evaluated each board member's ability to devote necessary time for the board work.

The nomination committee has evaluated the current board of directors' size and composition, together with the specific requirements that Hemnet Group AB (publ)'s operation imposes on the board members' competence, experience, diversity and breadth (including gender, nationality, industry experience and age).

The nomination committee considers that it is important that the fees to the board of directors are competitive in order to enable recruitment and retention of relevant competence. The proposal for the board of director's remuneration has thus been determined based on the scope of the required work and through a comparison with the board remuneration in companies of comparable size and complexity on Nasdaq Stockholm and international peers.

### **Assessment of the proposed board of directors**

The nomination committee has, based on the work described above, concluded that the proposed board of directors has an appropriate composition and size with the competence, experience, qualifications, diversity and breadth as deemed necessary to support Hemnet Group AB (publ)'s operation and long-term strategic work.

The nomination committee has applied rule 4.1 of the Swedish Corporate Governance Code as diversity policy in its nomination work. The nomination committee has assessed the requirements of the Swedish Code for Corporate Governance regarding appropriate composition, versatility and diversity in regards to the proposed board members' competence, experience, background and the aspiration for a more equal gender composition. The nomination committee acknowledges the gender balance in the proposed board of directors, but has also considered the advantage of continuity and knowledge of the company and therefore proposes re-election of seven members of the board.

The nomination committee has, following assessment of the independence of the proposed board members, concluded that the board composition, as proposed by the nomination committee, meets the requirements of independence as set out by the Swedish Corporate Governance Code.

### **Assessment of the proposed fees to the board of directors**

The nomination committee has concluded that the proposed fees to the board of directors are, in comparison to board fees in other companies of the same size and complexity, in line with market practice and therefore competitive and reasonable.

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The nomination committee of Hemnet Group AB (publ)

Stockholm, March 2022