

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, 25 April 2024, at 09:00 a.m. CEST at Sergelkonferensen, Mäster Samuelsgatan 42 in Stockholm, Sweden. The venue opens for registration to the annual general meeting at 08:15 a.m. CEST.

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, 17 April 2024,

and have notified the Company on Friday, 19 April 2024 at the latest, in one of the following ways:

- by way of an electronic notification by verification with BankID via Euroclear Sweden AB's website: <https://anmalan.vpc.se/EuroclearProxy>,
- by post to Hemnet Group AB (publ), "Årsstämma 2024", c/o Euroclear Sweden AB, Box 191, SE-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, 19 April 2024.

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 2024. For further 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 name so that the shareholder is recorded in the share register maintained by Euroclear Sweden AB as of Wednesday, 17 April 2024. 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, 19 April 2024, to be considered in the preparations of the share register. Shareholders should inform their nominee 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 2024", c/o Euroclear Sweden AB, Box 191, SE-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 must be received by the Company no later than on Friday, 19 April 2024. 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, SE-101 23 Stockholm (mark the envelope "Årsstämma 2024"). Shareholders may also cast their postal vote electronically by verification with BankID on Euroclear Sweden AB's website, <https://anmalan.vpc.se/EuroclearProxy>. Such electronic vote must be submitted no later than Friday, 19 April 2024. 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 in the postal voting form and at <https://anmalan.vpc.se/EuroclearProxy>. For questions, please contact Euroclear Sweden AB, by telephone at +46(0)8-402 90 67 (Monday to Friday between 09:00 a.m. and 4:00 p.m. 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 chair of the board of directors and 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 deputy 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 on approval of updated instructions for the nomination committee.
18. Resolution to grant the board of directors the authority to resolve on an issue of new shares.
19. Resolution on (A) a reduction of the share capital through cancellation of treasury shares and on (B) an increase of the share capital through a bonus issue.
20. Resolution on (A) the implementation of a long-term performance share program (Performance Share Program 2024/2027) and (B) the transfer of ordinary shares to participants under the Performance Share Program 2024/2027.
21. Resolution regarding authorization 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 annual general 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 1.20 per share for the financial year 2023. The record date of the dividend is proposed to be 29 April 2024 and the day of payment 3 May 2024.

Item 18 – 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 authorization 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 disapplied must be made at the market subscription price, 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 the registration with the Swedish Companies Registration Office or due to any other statutory or regulatory requirements.

Item 19 – Resolution on (A) a reduction of the share capital through cancellation of treasury shares and (B) an 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 1,663,090.371164 by way of cancellation of the 2,112,069 treasury ordinary shares that as of 18 March 2024 have been repurchased by the Company under the Company's 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 authorization 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 1,663,090.371164, which corresponds to the amount that the share capital is reduced with by way of cancellation of treasury ordinary shares, as set out under item (A) above. The bonus issue shall be carried out without the issuance of new ordinary 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 on (A) the implementation of a long-term performance share program (Performance Share Program 2024/2027) and (B) the transfer of ordinary shares to participants under the Performance Share Program 2024/2027.

The board of directors proposes that the annual general meeting resolves on (A) the implementation of a long-term performance share program ("**Performance Share Program 2024/2027**") and (B) the transfer of ordinary shares to participants under the Performance Share Program 2024/2027. If the annual general meeting does not support item (B), the board of directors proposes that (C) delivery of shares under the Performance Share Program 2024/2027 shall be conducted through entering into a share swap agreement with a third party.

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 participation in the Performance Share Program 2024/2027. The board of directors believes that the implementation of the Performance Share Program 2024/2027 would contribute to the Company's 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 towards the objectives of the performance targets, which aims at supporting the long-term ambitions of Hemnet, and that it would be beneficial for the Company and the shareholders to encourage the executive management's and key employee's long-term ownership of Hemnet's shares, thereby aligning the executive management's and key employees' interests with the interests of the shareholders. The performance targets in Series C (see below) are designed to incentivize sustainable growth by rewarding the Company's revenue development combined with maintained high customer and partner satisfaction and are therefore contributing to a long-term robust Company as well as the sustained development of Hemnet's position in the Swedish property market.

It is the board of directors' intention that the structure of the Performance Share Program 2024/2027 shall be on a long-term basis and the board of directors therefore intends to, following evaluation of the implementation of the Performance Share Program 2024/2027, present corresponding proposals regarding the implementation of performance share programs also to the upcoming annual general meetings.

The board of directors' proposal includes (A) the implementation of the Performance Share Program 2024/2027, (B) the transfer of ordinary shares to participants in the Performance Share Program 2024/2027 and, in the event the annual general meeting does not support

item (B), (C) delivery of shares under the Performance Share Program 2024/2027 through the Company entering into a share swap agreement with a third party.

A. The board of directors' proposal for resolution on implementation of the Performance Share Program 2024/2027

Participants in Performance Share Program 2024/2027

The Performance Share Program 2024/2027 is proposed to be directed to a total of not more than 37 individuals divided between four categories: one category consisting of the CEO (one (1) individual) ("**Category 1**"), one category consisting of the members of the group management team (five (5) individuals) ("**Category 2**"), one category consisting of the members of the extended leadership team (seven (7) individuals) ("**Category 3**") and one category consisting of certain other leaders and key employees (24 individuals) ("**Category 4**").

In addition to these 37 participants, the board of directors proposes that the annual general meeting resolves to approve that up to five (5) additional individuals (one (1) individual in Category 3 and four (4) individuals in category 4) may join the Performance Share Program 2024/2027, however no later than 29 November 2024.

Investment requirement

Participation in the Performance Share Program 2024/2027 is conditional upon that the participant makes an own investment in shares in Hemnet and/or that the participant already holds shares in Hemnet (the "**Investment Shares**") and that the participant allocates the Investment Shares to the Performance Share Program 2024/2027. The allocation of Investment Shares must be made no later than 14 June 2024. The board of directors shall be entitled to postpone the deadline for allocation of Investment Shares.

The participants may choose to invest in 50 percent or 100 percent of the following number of Investment Shares:

Category	Participant(s)¹	Maximum number of Investment Shares per participant
1	Chief Executive Officer	975 Investment Shares
2	Group management team (participants: 5)	450 Investment Shares

¹ Including potential additional participants (up to five (5) additional participants as described above).

3	Extended leadership team (participants: 8)	200 Investment Shares
4	Other leaders and key employees (participants: 28)	125 Investment Shares
Total:		8,325 Investment Shares

Performance Share Rights

Each participant in Performance Share Program 2024/2027 will, for each Investment Share, be granted a number of performance share rights ("**Performance Share Rights**") free of charge. Each Performance Share Right gives the participants the right to receive one (1) share in Hemnet ("**Performance Shares**"), free of charge, from Hemnet or a designated third party, subject to fulfilment of the conditions for receiving Performance Shares and potential recalculations, as set out below. The Performance Share Rights shall not constitute securities and are not transferable.

Granting of Performance Share Rights to the participants will take place on or around 17 June 2024. The board of directors shall be entitled to postpone the granting of Performance Share Rights.

A participant will only be eligible to receive Performance Shares if:

- the Investment Shares have been retained by the participant during the period starting on 17 June 2024 and ending immediately following the day of announcement of the interim financial report for the first quarter 2027 (the "**Vesting Period**"),
- the participant has remained in its employment with the Company during the Vesting Period, and
- the minimum performance target levels, as described below, are reached.

Allotment of Performance Shares will, if the conditions are fulfilled, take place as soon as practicably possible following the expiration of the Vesting Period.

Participants in Categories 1, 2 and 3 receive six (6) Performance Share Rights for each Investment Share. Participants in Category 4 receive three (3) Performance Share Rights for each Investment Share. The Performance Share Rights are divided into Performance Share Rights of Series A, Series B and Series C.

Of the six (6) Performance Share Rights that the participants in Categories 1, 2 and 3 receive for each Investment Share, one (1) shall be a Performance Share Right of Series A, three (3)

shall be Performance Share Rights of Series B and two (2) shall be Performance Share Rights of Series C.

Of the three (3) Performance Share Rights that the participants in Category 4 receive for each Investment Share, one (1) shall be a Performance Share Right of Series A, one (1) shall be a Performance Share Right of Series B and one (1) shall be a Performance Share Right of Series C.

The maximum number of Performance Shares that may be allotted to the participants after the end of the Vesting Period is 42,000, including dividend compensation (if any).

The extent (if any) to which the participant's Performance Share Rights will entitle to the grant of Performance Shares after the end of the Vesting Period will be determined on the basis of the degree of fulfillment of the performance conditions that are described below.

Performance Share Rights of Series A - TSR development (A)

Allotment requires an accumulated total share return (TSR) development for Hemnet's shares during the period March 2024 to March 2027 of minimum 7.5 percent.

TSR is defined as total return on the share calculated including reinvested dividends. To provide a stable assessment of performance, the TSR development will be calculated based on the average closing price of the Hemnet share on Nasdaq Stockholm for all trading days in March 2024, in comparison with the corresponding period in March 2027.

Performance Share Rights of Series B - TSR development (B)

Allotment requires that the annual average TSR development for Hemnet's shares during the period March 2024 to March 2027, calculated based on the average closing price of the Hemnet share on Nasdaq Stockholm for all trading days in March 2024, in comparison with the corresponding period in March 2027, is a minimum of 7.5 percent. Allotment is linear between 7.5 percent and the maximum level which is 15.0 percent.

Performance Share Rights of Series C – Average Agent satisfaction (C1), Seller NPS (C2) and Buyer NPS (C3)

Full allotment requires a positive development of each of the key performance indicators Average Agent satisfaction, Seller NPS and Buyer NPS in the first quarter of 2027 compared to the first quarter of 2024. The key performance indicators are measured independently and are equally weighted (entailing that the positive development of only one of these key performance indicators results in the allotment of one third (1/3) of the full allotment with respect to Performance Share Rights of Series C, that the positive development of two of

these key performance indicators results in the allotment of two thirds (2/3) of the full allotment with respect to Performance Share Rights of Series C, and that the positive development of three of these key performance indicators results in full allotment with respect to Performance Share Rights of Series C) and are calculated in accordance with the following:

C1 – Average Agent satisfaction: The key performance indicator is calculated with common practice methodology for Customer Satisfaction Index (Sw: NKI) whereby the majority of active agents over the course of a year answers three questions reflecting different aspects of customer satisfaction. The survey is sent out on a quarterly basis.

C2 – Seller NPS: The key performance indicator is calculated with common practice methodology for Net Promoter Score whereby property sellers are approached with the question on whether they would be willing to recommend a friend or a colleague to list on Hemnet. The survey is sent out to all property sellers having listed on Hemnet.

C3 – Buyer NPS: The key performance indicator is calculated with common practice methodology for Net Promoter Score whereby potential property buyers are approached and, after having confirmed that they have bought a property within a four-month period, asked the question on whether they would be willing to recommend Hemnet to a friend or a colleague when they are planning to buy a property.

Recalculation

In order to align the participants' and shareholders' interests, Hemnet will compensate for dividends and other value transfers to the shareholders during the Vesting Period by increasing the number of shares that each Performance Share Right entitles the participant to receive. The number of Performance Shares that each Performance Share Right may entitle to shall also be re-calculated in the event of a bonus issue, share split, reverse share split, and, if deemed reasonable and practicable by the board of directors, similar events impacting the number of shares in Hemnet Group AB (publ).

Hedging arrangements

In order to implement the Performance Share Program 2024/2027 in a cost-efficient manner, the board of directors has considered different methods for securing delivery of shares to the participants. The board of directors has thereupon found that the most cost-efficient alternative would be, and thus proposes that the general meeting resolves upon, transfers, free of charge, of previously repurchased own shares to participants in the Performance Share Program 2024/2027. More detailed terms and conditions for the board of directors' main alternative are set out under item (B) below.

The board of directors has resolved not to propose that the annual general meeting resolves upon any authorization for the board of directors to resolve upon purchases of own shares in order to secure liquidity for payments of social security charges by reason of the Performance Share Program 2024/2027.

Should the majority required for the resolution to transfer the Company's own shares not be reached, the board of directors proposes that Hemnet shall instead be able to enter into a share swap agreement with a third party, in accordance with item (C) below.

Dilution

Neither of the hedging alternatives proposed by the board of directors (in accordance with what is set out under "Hedging arrangements" above as well as under items (B) and (C) below) will give rise to any increases in the number of shares in the Company and, accordingly, no dilutive effect will occur for existing shareholders by reason of the Performance Share Program 2024/2027.

Other

A decision on participation or implementation of the Performance Share Program 2024/2027 requires that the participation is legally possible and that the board of directors deems the participation or implementation possible with reasonable administrative costs and financial efforts.

The board of directors shall be responsible for the details and management of the Performance Share Program 2024/2027 within the framework of the main terms set out above, including to resolve on the final timeline for the Performance Share Program 2024/2027, and the board of directors shall be authorized to make the minor adjustments to these conditions as required by law or for administrative reasons. The board of directors shall also be authorized to adjust or deviate from the terms as required by local laws and regulations and existing market practices.

B. The board of directors' proposal for transfers of the Company's ordinary shares to participants in the Performance Share Program 2024/2027

The board of directors proposes that the annual general meeting resolves that transfer of a maximum of 42,000 ordinary shares in Hemnet may be carried out in accordance with the conditions set out below. The ordinary shares have been purchased by Hemnet for the delivery of shares to participants in the Share Savings Program 2022/2025 and it has been

concluded that 42,000 of these previously repurchased shares will not be utilized for delivery of shares to participants under the Share Savings Program 2022/2025.

The number of shares is calculated on the basis of maximum participation in the Performance Share Program 2024/2027, with a buffer for potential dividend compensation, and corresponds to approximately 0.04 percent of the total number of outstanding shares in the Company as of the date of this proposal.

Ordinary shares in Hemnet may be transferred to participants in the Performance Share Program 2024/2027. Transfers of shares to the participants in the Performance Share Program 2024/2027 shall be made without consideration and shall be carried out at the time and subject to the conditions under which participants in the Performance Share Program 2024/2027 have the right to receive Performance Shares.

The number of ordinary shares in Hemnet that may be transferred under the Performance Share Program 2024/2027 may be subject to re-calculation in the event of a bonus issue, share split, reverse share split, preferential rights issue and similar events impacting the number of shares in Hemnet Group AB (publ).

C. The board of directors' proposal for a share swap agreement with a third party

The board of directors proposes that the annual general meeting, in the event that necessary majority is not obtained for item (B) above, resolves to secure delivery of shares under the Performance Share Program 2024/2027 by the Company entering into a share swap agreement with a third party, whereby the third party in its own name shall acquire and transfer the Company's shares to the participants in the Performance Share Program 2024/2027. The relevant number of shares in this context shall correspond to the number of shares proposed for in item (B) above.

Costs for the Performance Share Program 2024/2027

The costs for the Performance Share Program 2024/2027 will be accounted for in accordance with IFRS 2 – Share-based Payments and for expected social security costs in the profit and loss account distributed over the Vesting Period.

The calculation has been made based on the quoted closing price of shares in Hemnet as of 11 March 2024, i.e. SEK 324.40 per share, and the following assumptions: (i) dividends according to consensus estimates, (ii) an estimated annual turnover of personnel of 10 percent, (iii) an average fulfilment of the non-market related performance conditions of 50 percent, and (iv) a total maximum of 39,450 Performance Shares eligible for allotment. In

In addition to what is set forth above, the costs for the Performance Share Program 2024/2027 have been based on that the program comprises a maximum of 42 Participants and that each Participant makes a maximum investment.

In total, the costs for the Performance Share Program 2024/2027 according to IFRS 2 are estimated to approximately SEK 5.0 million excluding social security costs (SEK 6.5 million if the average fulfilment of the non-market related performance conditions is 100 per cent). The costs for social security charges are calculated to approximately SEK 2.4 million, based on the above assumptions, and also assuming an annual average positive TSR of 11.25 percent during the Performance Share Program 2024/2027 and a social security tax rate of 31.42 percent (SEK 3.1 million if the average fulfilment of the non-market related performance conditions is 100 percent).

The board of directors considers the positive effects expected to result from the Performance Share Program 2024/2027 to outweigh the costs attributable to the Performance Share Program 2024/2027.

Effects on key ratios and dilution

The group's net result for the last 12 months (January – December 2023) amounts to SEK 338.7 million. Assuming an equal distribution of costs over the Vesting Period, the annual cost of the Performance Share Program 2024/2027 of SEK 2.5 million, which corresponds to 0.6 percent of the net result for the last 12 month period.

Full allotment of Performance Shares, including the buffer for potential dividend compensation, would mean that the total number of shares under the Performance Share Program 2024/2027 amounts to no more than 42,000 ordinary shares, which corresponds to 0.04 percent of the number of outstanding shares in the Company as of the date of this proposal.

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 authorization for the board of directors to resolve on purchases of the company's shares.

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

The board of directors is authorized, during a period up until the annual general meeting 2025, 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 of directors the possibility to adjust the capital structure of the Company until the next annual general meeting, after which the board intends to propose that the annual general meeting of 2025 resolves to redeem the repurchased shares. Furthermore, the board of directors intends to propose that the same annual general meeting resolves upon a corresponding bonus issue of shares in order to restore the reduced share capital.

Resolutions proposed by the nomination committee

The nomination committee of Hemnet, consisting of Andreas Haug (chair), nominated by Vor Capital LLP, Jonas Bergh, nominated by Mäklarsamfundet Bransch i Sverige AB, Per Johansson, nominated by Didner & Gerge Fonder AB, Celia Grip, nominated by Swedbank Robur Fonder AB, jointly representing approximately 28.8 percent of the voting rights for all shares in Hemnet, and Anders Nilsson (the 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 2024.

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 deputy 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 375,000 annually.

The remuneration for the chair of the board of directors shall amount to SEK 910,000 annually.

Remuneration for the audit committee shall amount to SEK 85,000 annually for the members of the audit committee and SEK 160,000 for the chair of the audit committee.

Remuneration for the work on the remuneration committee shall be SEK 85,000 annually for members, as well as for the chair of the remuneration committee.

Item 13B – Determination of fees to the auditors.

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 (re-election)
Anders Edmark (re-election)
Håkan Hellström (re-election)
Tracey Fellows (re-election)
Nick McKittrick (re-election)
Maria Redin (re-election)
Rasmus Järborg (new election)

The board member Pierre Siri 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 the Company that the authorized public accountant Anna Svanberg will continue as auditor-in-charge.

Item 17 – Resolution on approval of updated instructions for the nomination committee.

The nomination committee proposes that the following instructions for the nomination committee shall be approved by the annual general meeting.

These rules regarding nominating the Nomination Committee shall apply until a resolution regarding change of the procedure for nominating the Nomination Committee is resolved by the General Meeting.

1. The Company shall have a Nomination Committee consisting of one of each of the four shareholders or group of shareholders controlling the largest number of votes according to section 3 below, which desires to appoint a representative. The Chair of the Board of Directors shall be co-opted to the Nomination Committee, and is responsible for convening the Nomination Committee's first meeting. Should it not be possible to convene a Nomination Committee consisting of four shareholder representatives after contact has been made with the ten shareholders controlling the largest number of votes in the Company, the Nomination Committee may consist of three shareholder representatives.
2. The names of the four shareholder representatives and the names of the shareholders they represent shall be published not later than six months prior to the Annual General Meeting. The Nomination Committee's term of office extends until a new Nomination Committee has been appointed. Chair of the Nomination Committee shall, if the members of the committee unanimously do not agree otherwise, be the member that represents the shareholder controlling the largest number of votes.
3. The Nomination Committee shall be formed based on the shareholder statistics from the Euroclear Sweden AB, as per the last banking day in August the year before the Annual General Meeting and on all other reliable ownership information that has been provided to the Company at this point in time. In the assessment of the four largest shareholders a group of shareholders shall be regarded as one owner provided that they (i) have been grouped together in Euroclear Sweden's system or (ii) have made public and notified the Company in writing that they have agreed in writing to have a long-term unified conduct regarding the management of the company through coordinating the use of their voting rights.
4. If one or more shareholders who have appointed members of the Nomination Committee cease to belong to the four largest shareholders in terms of voting rights, said members shall make their seats available and the shareholder(s) that currently is among the four largest shareholders shall, after having contact with the Chair of the Nomination Committee, have the right to appoint its own member of the Nomination Committee. If the change occurs later than four months before the Annual General Meeting no changes shall, however, be made in the composition of the Nomination Committee. A shareholder that has become one of the four largest shareholders due to a significant change in the number of votes held later than four

months before the Annual General Meeting shall, however, be entitled to appoint a representative who shall be invited to participate in the committee's work as a co-opted member.

A shareholder, which has appointed a member of the Nomination Committee, has the right to dismiss its appointed member and appoint a new member of the Nomination Committee. Changes of the composition of the Nomination Committee shall be published on the Company's website as soon as such changes have taken place.

5. The Nomination Committee shall present the following proposals for resolutions at the Annual General Meeting (regarding (b) – (f), and if appropriate, at an Extraordinary General Meeting):
 - (a) proposal for Chair of the Meeting;
 - (b) proposal for Members of the Board of Directors;
 - (c) proposal for Chair of the Board of Directors;
 - (d) proposal for remuneration to the Members of the Board of Directors, distinguishing between the Chair of the Board of Directors and other Members of the Board of Directors and remuneration for committee work;
 - (e) proposal for auditors;
 - (f) proposal for remuneration to the Company's auditors; and
 - (g) proposal for any changes to these instructions for the Nomination Committee.
6. That the Nomination Committee shall, in connection with their assignment, accomplish their duties in accordance with the Swedish Code of Corporate Governance and the Company shall, upon the request of the Nomination Committee, provide the Nomination Committee with personnel resources, such as secretarial services, in order to facilitate the Nomination Committee's work. There shall be no remuneration to the members of the Nomination Committee. If necessary, the Company shall also assist the Nomination Committee with reasonable costs for external consultancy services that the Nomination Committee assesses as necessary in order for the Nomination Committee to be able to complete its assignment.

Other information

Shares and votes

The Company's share capital amounts to SEK 77,443,816.584044, divided into 98,351,050 shares, of which 93,294,476 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 2,169,069 treasury shares.

Majority rules

Resolutions in accordance with the board of directors' proposals in items 18, 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-tenths (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 18, 19, 20, and 21 on the agenda, regarding an authorization for the board of directors to resolve on an issue of new shares, reduction of the share capital through cancellation of treasury shares and increase of the share capital through a bonus issue, adoption of the Performance share program 2024/2027, authorization for the board of directors to resolve on purchases of the Company's shares and amendment of the articles of association, are available at the Company at Sveavägen 9, SE-111 57 Stockholm, 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 4 April 2024, and will be sent free of charge to shareholders who request the Company to do so.

Stockholm, March 2024
Hemnet Group AB (publ)
The board of directors