

# **The Nomination Committee's statement regarding the proposal for the board of directors of Hemnet Group AB (publ) at the annual general meeting 2024**

## **Background**

Hemnet Group AB (publ)'s nomination committee for the annual general meeting 2024 consists of Andreas Haug, nominated by Vor Capital LLP (Chair), 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 Group AB (publ), and Anders Nilsson (chair of the board of directors). The nomination committee was, in accordance with the instructions for the nomination committee adopted by the annual general meeting 2022, composed based on the shareholdings in Hemnet Group AB (publ) as per 31 August 2023.

Shareholders have been given the opportunity to submit proposals to the nomination committee ahead of the annual general meeting. No proposals from shareholders have been received.

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

The nomination committee has before the annual general meeting 2024 held eight formal meetings. The nomination committee has stayed in contact between the meetings and the new members of the committee have also met with the CEO of Hemnet Cecilia Beck-Friis and with the board members.

The nomination committee's work has been focused on the nomination of a new member of the board of directors, replacing Pierre Siri, member of the board since 2017, who has declined re-election. In the process of searching for a new board member the committee engaged a well-renowned recruitment firm, tasked with presenting diverse candidates meeting a number of criteria set by the committee focusing on best-in class product development experience. The committee conducted a number of interviews with several candidates, before deciding on nominating Rasmus Järborg who very well meets all criteria set.

The nomination committee has been presented with the results from an evaluation of the board of directors, performed by an external service provider: Amrop AB. 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 peers.

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

The committee has particularly focused on ensuring that all key competences are represented in the board. 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 Corporate Governance Code regarding appropriate composition, versatility and diversity in regard to the proposed board members' competence, experience, background and the aspiration for a more equal gender composition. The nomination committee has also duly considered Hemnet's Sustainability Policy which includes a long-term gender distribution goal based on the Swedish Equality Authority's definition of equality. 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 six 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 2024