

Instructions for the Nomination Committee – Hemnet Group AB (publ)

Adopted at the Annual General Meeting on 25 April 2024

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.