

ANNUAL GENERAL MEETING 2026

Minutes kept at the Annual General Meeting of
Hemnet Group AB (publ), Reg. No. 559088-4440,
on 8 May 2026 in Stockholm

§ 1 Opening of the meeting and election of the Chair of the Annual General Meeting.

The general meeting was opened by the Chair of the Board of Directors, Anders Nilsson.

At the proposal of the Nomination Committee, attorney (Sw. *advokat*) Tilda Rosengren was elected as Chair of the general meeting. It was noted that the General Counsel of Hemnet Group AB (publ), Anna Forsebäck, was appointed to keep the minutes of the general meeting.

It was noted that shareholders, in addition to being physically present at the Annual General Meeting, have been able to exercise their voting rights at the Annual General Meeting through postal voting in advance, in accordance with Chapter 7 Section 4 a of the Swedish Companies Act (Sw. *aktiebolagslagen 2005:551*) and Hemnet's articles of association.

The general meeting approved that a number of guests attended the general meeting as observers.

§ 2 Preparation and approval of the voting register.

A list of present shareholders was prepared, including shareholders who have chosen to exercise their voting rights at the general meeting through postal voting, in accordance with Appendix 1. The list was approved as the voting register for the general meeting.

It was noted that shareholders representing 48,029,162 shares and votes, corresponding to approximately 50.258 percent of all shares and 52.177 percent of all outstanding votes in the company, were represented at the general meeting.

§ 3 Approval of the agenda.

It was resolved to approve the proposed agenda which was included in the notice to the general meeting.

§ 4 Election of one or two persons to verify the minutes.

Jonas Bergh, representing Mäklarsamfundet Bransch i Sverige AB, and Andreas Haug, representing Vor Capital LLP, were elected to alongside the Chair verify the minutes.

§ 5 Determination of whether the meeting has been duly convened.

It was noted that the notice of the general meeting had been published on the company's website on 27 March 2026 and in the Swedish Official Gazette (Sw. *Post- och Inrikes Tidningar*) on 1 April 2026, and that an announcement announcing that the notice had been issued had been published in Svenska Dagbladet on 1 April 2026.

It was thereafter declared that the meeting had been duly convened.

§ 6 Presentation by the Chair of the Board of Directors and the CEO.

The Chair of the Board of Directors, Anders Nilsson, and the company's CEO, Jonas Gustafsson, held presentations. Anders Nilsson thanked the resigning board member Rasmus Järborg and the resigning auditor-in-charge Anna Svanberg in connection with his presentation.

Thereafter, Jonas Gustafsson answered a question from a shareholder.

§ 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.

The parent company's annual report and auditor's report, as well as the Hemnet group's annual report and auditor's report, for the financial year 2025 were presented.

The company's auditor-in-charge, Anna Svanberg from Ernst & Young Aktiebolag presented the audit work performed during 2025 and the auditor's report.

§ 8 Resolution to adopt the parent company's income statement and balance sheet, as well as the consolidated income statement and the consolidated balance sheet.

It was resolved to adopt the income statement and the balance sheet included in the annual report for the parent company as well as the Hemnet group's income statement and balance sheet for the financial year 2025.

§ 9 Presentation of the Board of Directors' remuneration report for approval.

The Annual General Meeting resolved to approve the presented remuneration report, in accordance with [Appendix 2](#).

§ 10 Resolution regarding allocation of the company's profit in accordance with the approved balance sheet and record dates for dividend.

The Annual General Meeting resolved, in accordance with the Board of Directors' proposal, on a dividend to the shareholders of SEK 1.90 per share for the financial year 2025, to be paid in two equal instalments. At the first instalment, SEK 0.95 will be paid with 12 May

2026 as the record date. At the second instalment, SEK 0.95 per share will be paid with 13 November 2026 as the record date.

§ 11 Resolution to discharge the board members and the CEO from liability.

The Annual General Meeting resolved to discharge each board member for the period 1 January to 31 December 2025 and the CEO for the period 5 February 2025 – 31 December 2025, as well as the former board member Maria Redin for the period 1 January to 6 May 2025, and the former CEO Cecilia Beck-Friis for the period 1 January to 4 February 2025, from liability for the financial year 2025. It was noted that, with the exception of those shareholders who had notified in advance or by postal vote that they had voted against or abstained from voting, all other shareholders participating in the resolution voted in favour of the resolution.

It was noted that the individuals concerned, insofar as they were included in the voting register, did not participate in the resolution with regard to themselves.

§ 12 Determination of:

- A. The number of board members to be appointed by the Annual General Meeting.**
- B. The number of auditors and alternate auditors to be appointed by the Annual General Meeting.**

- A. The Annual General Meeting resolved, in accordance with the Nomination Committee's proposal, that the number of board members shall be eight (8) and that no deputy members shall be appointed, for the period until the end of the next Annual General Meeting.
- B. The Annual General Meeting resolved, in accordance with the Nomination Committee's proposal, that one (1) registered accounting firm shall be appointed as auditor and that no alternate auditors shall be appointed, for the period until the end of the next 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.**

- A. The Annual General Meeting resolved, in accordance with the Nomination Committee's proposal, that remuneration to each board member shall amount to SEK 500,000 per year and that remuneration to the Chair of the Board of Directors shall amount to SEK 1,200,000 per year.

The Annual General Meeting resolved, in accordance with the Nomination Committee's proposal, that remuneration to each member of the Audit Committee

shall amount to SEK 125,000 per year and that remuneration to the Chair of the Audit Committee shall amount to SEK 250,000 per year.

The Annual General Meeting also resolved, in accordance with the Nomination Committee's proposal, that remuneration to each member of the Remuneration Committee, as well as to the Chair of the Remuneration Committee, shall amount to SEK 90,000 per year.

- B. The Annual General Meeting resolved, in accordance with the Nomination Committee's proposal, that fees shall be paid to the company's auditors upon approval of their invoices.

§ 14 Election of members of the Board of Directors.

The Annual General Meeting resolved, for the period until the end of the next Annual General Meeting and in accordance with the Nomination Committee's proposal, to re-elect Anders Nilsson, Anders Edmark, Tracey Fellows, Sandra Gadd, Maria Hedengren, Håkan Hellström and Nick McKittrick, as well as to elect Fredrik Strömsten.

It was noted that Rasmus Järborg had declined re-election.

§ 15 Election of Chair of the Board of Directors.

The Annual General Meeting resolved, in accordance with the Nomination Committee's proposal, to re-elect Anders Nilsson as Chair of the Board of Directors.

§ 16 Election of auditor.

The Annual General Meeting resolved, in accordance with the Nomination Committee's proposal and the Audit Committee's recommendation, to appoint the registered auditing firm Ernst & Young Aktiebolag as the company's auditor for the period until the end of the next Annual General Meeting. It was also noted that the authorised public accountant Jakob Grunditz will be the auditor-in-charge.

§ 17 Resolution to grant the Board of Directors the authority to resolve on the issuance of new shares.

The Annual General Meeting resolved, in accordance with the Board of Directors' proposal as set out in [Appendix 3](#), to grant the Board of Directors the authority, on one or more occasions, for the period until the next Annual General Meeting, to resolve on the issuance of new shares, with or without deviation from the shareholders' preferential rights.

It was noted that the resolution was supported by the necessary majority. It was further noted that, with the exception of those shareholders who had notified in advance or by postal vote that they had voted against or abstained from voting, all other shareholders participating in the resolution voted in favour of the resolution.

§ 18 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.

The Annual General Meeting resolved, in accordance with the Board of Directors' proposal as set out in Appendix 4, to (A) reduce the share capital through cancellation of treasury ordinary shares and (B) increase the share capital through a bonus issue.

It was noted that the resolution was supported by the necessary majority. It was further noted that, with the exception of those shareholders who had notified in advance or by postal vote that they had voted against or abstained from voting, all other shareholders participating in the resolution voted in favour of the resolution.

§ 19 Resolution on (A) the implementation of a long-term performance share program and (B) purchase and transfer of ordinary shares to participants under the performance share program.

The Annual General Meeting resolved, in accordance with the Board of Directors' proposal as set out in Appendix 5, on (A) the implementation of a long-term performance share program and (B) the purchase and transfer of ordinary shares to the participants under the performance share program.

It was noted that the resolutions were supported by the necessary majority. It was further noted that, with the exception of those shareholders who had notified in advance or by postal vote that they had voted against or abstained from voting, all other shareholders participating in the resolutions voted in favour of the resolutions.

§ 20 Resolution regarding authorisation for the Board of Directors to resolve on purchases of the company's shares.

The Annual General Meeting resolved, in accordance with the Board of Directors' proposal as set out in Appendix 6, to authorise the Board of Directors to resolve on purchases of the company's ordinary shares.

It was noted that the resolution was supported by the necessary majority. It was further noted that, with the exception of those shareholders who had notified in advance or by postal vote that they had voted against or abstained from voting, all other shareholders participating in the resolution voted in favour of the resolution.

§ 21 Closing of the Annual General Meeting.

It was concluded that all items on the agenda for the Annual General Meeting had been addressed, after which the Annual General Meeting was declared closed.

Keeper of the minutes:

Anna Forsebäck

Approved:

Tilda Rosengren

Jonas Bergh

Andreas Haug



Hemnet Group AB (publ) – Voting register at the annual general meeting

In the minutes from the annual general meeting 2026 the voting register at the general meeting (Appendix 1) is left out.

Remuneration report 2025

This report describes how the guidelines for remuneration in Hemnet Group AB (publ) (“**Hemnet**” or the “**Company**”), adopted by the 2023 Annual General Meeting, have been applied for the financial year 2025. The report also contains information on remuneration to the CEO and a summary of the Company’s outstanding share and share price-related incentive programs.

The report has been prepared in accordance with the Swedish Companies Act (2005:551) (Sw. *aktiebolagslagen*) and the Rules on Remuneration of the Board and Executive Management and on Incentive Programmes (Sw. *Regler om ersättningar till ledande befattningshavare och om incitamentsprogram*) issued by the Swedish Stock Market Self-Regulating Committee (Sw. *Aktiemarknadens Självregleringskommitté*).

Further information on remuneration to senior executives can be found in note G8 (Employee remuneration, etc.) on pages 52-54 in the annual report for 2025. They include fixed and variable remuneration, long-term incentive programs and other benefits, in accordance with the requirements in Chapter 5, Sections 40-44 in the Annual Accounts Act (1995:1554) (Sw. *årsredovisningslagen*).

Information about the Remuneration Committee’s work during 2025 can be found in the corporate governance report on pages 32-37 in the annual report for 2025.

Board fees are not covered by this report. Such fees are decided annually by the Annual General Meeting and are reported in note G8 on page 52 in the annual report for 2025.

Key developments during 2025

Hemnet’s CEO, Jonas Gustafsson, summarizes the Company’s overall results and material events in his report on pages 6-7 in the 2025 annual report. Jonas Gustafsson assumed the role of CEO on 5 February 2025, succeeding Cecilia Beck-Friis, who stepped down from the position at that time.

Compliance with the Company’s remuneration guidelines in 2025

A prerequisite for a successful implementation of the Company’s business strategy and the safeguarding of its long-term interests, including its sustainability, is that the Company can recruit and retain qualified employees. The Company’s remuneration guidelines enable senior executives to be offered a competitive total remuneration. According to the remuneration guidelines, remuneration to senior executives must be market-based and may consist of the following components: fixed cash salary, variable cash remuneration linked to clear targets set for the Company, opportunity to participate in incentive programs, pensions and other customary benefits. The variable cash compensation must be linked to financial or non-financial concrete and measurable targets for the Company and/or the department that the manager is responsible for. Resolutions regarding variable payment models and the outcome of such models shall be made by the Board of Directors. The variable cash remuneration may amount to not more than 50 percent of the fixed annual cash salary.

The guidelines can be found on pages 53-54 in the annual report for 2025 and at <https://www.hemnetgroup.se/en/governance/executive-remuneration/>. In 2025, the Company has complied with the applicable remuneration guidelines adopted by the Annual General Meeting 2023. One permitted deviation from the guidelines has been made (see the following paragraph) but no deviations have been made from the decision-making process that, according to the guidelines, should be applied to determine the

remuneration. The auditor's statement regarding the Company's compliance with the guidelines is available at <https://www.hemnetgroup.se/en/governance/general-meeting/>. No

remuneration has been reclaimed. In addition to the remuneration covered by the remuneration guidelines, the Company's Annual General Meetings have resolved to implement long-term share-based incentive programs.

Table 1 – Total CEO remuneration in 2025 (SEK thousand)

Name of director (position)	Fixed remuneration		Variable remuneration		Total remuneration	Proportion of fixed and variable remuneration****
	Fixed cash remuneration*	Other benefits**	1-year variable***	Pension		
Jonas Gustafsson (CEO)	3,759	290	1,050	808	5,907	82%/18%
Cecilia Beck-Friis (former CEO)	460	21	-	75	556	100%/0%

* Including vacation supplement of SEK 22 thousand for Jonas Gustafsson and SEK 8 thousand for Cecilia Beck-Friis, respectively.

** Including cost reimbursements, allowances and health care benefit.

*** Refers to variable compensation earned in 2025, paid out in 2026.

**** Pension costs, which in their entirety relate to fixed cash remuneration and are defined contribution, have been reported as fixed remuneration.

According to Hemnet's remuneration guidelines, deviations from the guidelines may be made in whole or in part in exceptional cases if the Board of Directors determines that there are special circumstances at hand and a deviation is necessary to safeguard the Company's long-term interests, including its sustainability, or to ensure the Company's financial viability. In 2025, the Company's Board of Directors resolved on a deviation from the remuneration guidelines, in accordance with what the guidelines allow. The deviation consists of a discretionary remuneration corresponding to three months' salary being paid to the CEO and to the other participants in the Company's short-term incentive program. The reason for the deviation is that the Board of Directors has assessed that there were special circumstances at hand in light of the extensive strategic transformation work carried out during the year and the fact that the predetermined performance criteria for the Company's short-term incentive program were to a very large extent negatively affected by macroeconomic factors beyond the management's control. The Board of Directors has further considered the deviation to have been warranted in order to ensure continued motivation among the Company's management and thereby necessary to

safeguard the Company's long-term interests. For the CEO, the aforementioned remuneration amounts to SEK 1,050 thousand.

Remuneration from other companies within the Hemnet Group

The CEO has not received any remuneration from any other group company than the Company (i.e. the employing company) during the 2025 financial year.

Share-based incentive programs

Hemnet has three ongoing long-term incentive programs as of 31 December 2025. Two of the programs are from previous years, under which senior executives and a number of selected employees with key competencies have been invited to participate, one being a warrant program entitling participants to acquire shares in the Company (LTIP 2023) and the other being a share-based program with performance shares (PSP24). In 2025, following a resolution by the 2025 Annual General Meeting, an additional share-based program with performance shares (PSP25) was implemented, to which all of the Company's employees were invited to participate. The purpose of the programs is, among other things, to retain and attract key

talent, achieve greater alignment of interests between the Company's employees and shareholders, and increase motivation to achieve or exceed the Company's financial targets.

Warrants

On 29 April 2022, the Annual General Meeting resolved to issue warrants of series 2022/2025 ("LTIP 2022"). The general meeting also resolved to approve the transfer of warrants to existing and/or new participants no later than 31 December 2022. A total of 533,000 warrants were subsequently issued, of which 269,249 were acquired by senior executives and other selected employees with key competencies during 2022, of which the former CEO, Cecilia Beck-Friis acquired 100,000 warrants. The number of warrants issued as of 31 December 2025 was zero (0) as the program expired in 2025.

The warrants could only be exercised during a period of three months following the expiry of a three-year vesting period from the date of the issuance of the warrants. Vesting took place with 50 percent accruing linearly over 24 months from 16 May 2022 and the remaining 50 percent accruing linearly over 9 months from 17 May 2024. Each warrant could be exercised to subscribe for one ordinary share in the Company during the subscription period.

The average price for a warrant of series LTIP 2022 was SEK 17.26. The exercise price amounted to SEK 152.70, after adjustment for paid dividends.

On 27 April 2023, the Annual General Meeting resolved to issue warrants of series 2023/2027 ("LTIP 2023"). The general meeting also resolved to approve the transfer of warrants to existing and/or new participants no later than 31 December 2023. A total of 527,000 warrants were subsequently issued, of which 214,258 were acquired by senior executives and other selected employees with key competencies during 2023. The number of warrants issued as of 31 December 2025 was 527,000 and the number

acquired by senior executives and other selected employees with key competencies was 189,352, of which the former CEO, Cecilia Beck-Friis, acquired 80,000.

The warrants may be exercised during five separate subscription periods of 1.5 months each, starting on 15 May 2026 and ending on 1 June 2027, following the expiry of a three-year vesting period from the date of the issuance of the warrants. Vesting accrues 50 percent linearly over 24 months from 15 May 2023 and the remaining 50 percent accrue linearly over 9 months from 16 May 2025. Each warrant may be exercised to subscribe for one ordinary share in the Company during the subscription period.

The average price for a warrant of series LTIP 2023 was SEK 23.21. The exercise price amounts to SEK 205.30–SEK 218.00, depending on subscription period, after adjustment for paid dividends.

Since the warrants in LTIP 2022 and LTIP 2023 were subscribed for at market value and the programmes were settled with equity, no cost was reported in the income statements in respect of the programs. The original market value was determined through an external valuation, based on the Company's share price.

Performance shares

The Annual General Meeting held on 25 April 2024 resolved to implement a new type of long-term incentive program in the form of a three-year performance share program directed at senior executives and other key employees ("PSP24"). PSP24 was launched in June 2024, and the former CEO, Cecilia Beck-Friis, chose to fully participate in the program. However, as she resigned in August 2024, she will not be entitled to any remuneration from the program.

The Annual General Meeting held on 6 May 2025 resolved to approve a three-year performance share program for all employees of Hemnet (“PSP25”). PSP25 was launched in June 2025, and the program runs until June 2028. Participants in PSP25 have invested in shares in the Company (“Investment Shares”) and have been allocated a certain number of performance share rights free of charge for each Investment Share allocated to the program. Each performance share right entitles the participant to be allocated one (1) share in the Company (“Performance Share”) when the program ends, based on the fulfilment of various performance conditions set out below.

A maximum of 85,000 Performance Shares may be allocated to the participants. The CEO may be granted a maximum of six performance share rights, divided into one performance share right of Series A, three performance share rights of Series B and two performance share rights of Series C, in accordance with the criteria below.

Performance share rights of Series A

Allotment requires a cumulative Total Shareholder Return (TSR)¹ for Hemnet’s share of at least 7.5 per cent during the period from March 2025 to March 2028.

Performance share rights of Series B

Allotment requires that the average annual TSR performance of Hemnet’s share during the period from March 2025 to March 2028,

calculated on the basis of the average closing price of Hemnet’s share on Nasdaq Stockholm for all trading days in March 2025, compared with the corresponding period in March 2028, amounts to at least 7.5 per cent. Allotment is calculated linearly between 7.5 per cent and the maximum level of 15.0 per cent.

Performance share rights of Series C

Full allotment requires a positive development in each of the key performance indicators Average Agent Satisfaction (C1), Seller NPS (Net Promoter Score) (C2) and Buyer NPS (C3) during the first quarter of 2028 compared with the first quarter of 2025. Performance is measured individually for each key performance indicator, and the key performance indicators are weighted equally.

CEO Jonas Gustafsson chose to participate fully in the program by allocating 940 Investment Shares.

Application of performance criteria

The performance criteria for the CEO’s variable remuneration have been chosen with the purpose of realising the Company’s strategy and to encourage actions that are in the Company’s long-term interest. When selecting the performance criteria, the strategic targets as well as short- and long-term business priorities for the year 2025 have been taken into account.

¹ TSR is defined as the total return on the share, calculated including the value of reinvested dividends. In order to maintain a stable assessment of performance, TSR development is

calculated based on the average closing price of Hemnet’s shares on Nasdaq Stockholm for all trading days in March 2025, compared with the corresponding period in March 2028.

Table 2 – CEO's performance during the reported year: variable remuneration

Name of director (position)	Description of criteria attributable to the compensation component	Relative weighting of performance criteria	a) Measured performance and b) actual allocation / compensation outcome
Jonas Gustafsson (CEO)	Net sales	90%	a) 0% b) -
	ESG criteria	10%	a) 0% b) -

Comparative information regarding changes in remuneration and the Company's earnings

Table 3 – Changes in remuneration and Company's result during the last reported financial year

	2025	2024	2023	2022	2021
Remuneration to the CEO (SEK thousand)	6,463 (-12.3%)	7,372	5,063	5,644	4,379
Operating profit (SEK million)	673.8 (+6.3%)	633.8	448.2	377.5	223.9
Adjusted EBITDA (SEK million)	767.5 (+6.6%)	719.8	525.5	448.1	355.0
Average compensation based on number of full-time equivalents* in the group (SEK thousand)	839 (+2.7%)	816	780	758	704

* A comparison with the Company's employees is not possible as Hemnet Group AB (publ) only employs the CEO. The amount excludes remuneration to members of the Group Executive Management.



Hemnet operates Sweden's leading property platform. The company was founded as an industry initiative in 1998 and has since developed into a value-creating marketplace for the property market. By offering a unique combination of products, insights and inspiration, Hemnet has built lasting relationships with buyers, sellers and real estate agents for over 20 years. Together with its target groups, Hemnet shares a common passion for the home and is driven by being an independent and obvious place for people to turn to for the various housing needs that arise throughout life. This is reflected in the company's vision to be the key to your property journey, where Hemnet with its products and services wants to increase efficiency, transparency and mobility in the housing market.

Hemnet is listed on Nasdaq Stockholm ('HEM').

Visiting address: Sveavägen 9
Postal address: Sveavägen 9, 111 57 Stockholm
Org.no: 559088-4440
Email: ir@hemnet.se
<https://www.hemnetgroup.se>

Hemnet Group AB (publ) – Proposal by the Board of Directors for a resolution to grant the Board of Directors the authority to resolve on the issuance of new shares (item 17)

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors to, on one or more occasions, during the period until the next Annual General Meeting, resolve on the issuance of new shares, with or without deviation from the shareholders' preferential rights.

The number of shares that may be issued pursuant to the authorisation may not exceed an increase of more than ten (10) percent of the share capital, based on the company's share capital at the time of the Annual General Meeting.

Payment may be made not only in cash but also in kind or by way of set-off, or on other terms. If the Board of Directors resolves to issue new shares with deviation from the shareholders' preferential rights, the purpose shall be to carry out or finance acquisitions of companies and/or to obtain new owners of strategic importance for the company. Any issuance of new shares resolved upon with deviation from the shareholders' preferential rights shall be made at a market-based subscription price, including, where applicable, a market-based issue discount.

The CEO, or the person appointed by the CEO, shall be authorised to make such minor adjustments to the resolution of the General Meeting as may prove necessary in connection with the registration with the Swedish Companies Registration Office (Sw. *Bolagsverket*) or due to any other statutory or regulatory requirements.

For a resolution to be valid, the proposal must be supported by at least two-thirds (2/3) of both the votes cast, and the shares represented at the General Meeting.

Stockholm, March 2026

Hemnet Group AB (publ)

The Board of Directors

Hemnet Group AB (publ) – Proposal by the Board of Directors for a 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 (item 18)

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 2,396,005.372114 through the cancellation of the 2,940,218 treasury ordinary shares repurchased by the company under its share buy-back program as of 23 March 2026. 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 authorisation from the Swedish Companies Registration Office (Sw. *Bolagsverket*) since the company simultaneously carries out a bonus issue pursuant to item (B) below in an amount corresponding to the amount by which the share capital is reduced 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

For 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 2,396,005.372114, which corresponds to the amount by which the share capital is reduced through the 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, by transferring the amount from unrestricted equity.

The Board of Directors proposes that the Annual General Meeting resolves on the matters set out in items (A) and (B) above as one joint resolution.

The CEO, or the person appointed by the CEO, shall be authorised to make such minor adjustments to the resolution of the General Meeting as may prove necessary in connection with the registration with the Swedish Companies Registration Office or Euroclear Sweden AB, or due to any other statutory or regulatory requirements.

For a resolution to be valid, the proposal must be supported by at least two-thirds (2/3) of both the votes cast, and the shares represented at the General Meeting.

Stockholm, March 2026
Hemnet Group AB (publ)
The Board of Directors

Hemnet Group AB (publ) – Proposal by the Board of Directors for a resolution on (A) the implementation of a long-term performance share program (Performance Share Program 2026/2029) and (B) purchase and transfer of ordinary shares to participants under the Performance Share Program 2026/2029 (item 19)

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 2026/2029**”) and (B) purchase and transfer of ordinary shares to participants under the Performance Share Program 2026/2029. If the Annual General Meeting does not support the proposal in item (B), the Board of Directors proposes that (C) delivery of shares under the Performance Share Program 2026/2029 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 employees in the company are made part of the company’s development by being offered participation in the Performance Share Program 2026/2029. The Board of Directors believes that the implementation of the Performance Share Program 2026/2029 would contribute to the company’s possibilities to retain and attract competence and to increase motivation for the employees in the company by being involved in and working towards the performance targets, which aims at supporting the long-term ambitions of Hemnet. The Board of Directors further deems it beneficial for the company and the shareholders to encourage the employee’s long-term ownership of Hemnet’s shares, thereby aligning the employees’ interests with the interests of the shareholders. The performance targets in Series C (see below) are designed to incentivise 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.

The Board of Directors’ proposal includes (A) the implementation of the Performance Share Program 2026/2029, (B) purchase and transfer of ordinary shares to participants in the Performance Share Program 2026/2029 and, in the event the Annual General Meeting does not support item (B), (C) delivery of shares under the Performance Share Program 2026/2029 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 2026/2029

Participants in Performance Share Program 2026/2029

The Performance Share Program 2026/2029 is proposed to be directed to all employees, corresponding to a maximum of 175 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 (six (6) individuals) (“**Category 2**”), one category consisting of Executive Specialists & Leaders (six (6) individuals) (“**Category 3**”) and one category consisting of other employees (162 individuals) (“**Category 4**”).

In addition to these 175 participants, the Board of Directors proposes that the Annual General Meeting resolves to approve that up to ten (10) additional individuals (one (1) individual in Category 2, one (1) individual in Category 3 and eight (8) individuals in Category 4) may be offered to participate in the Performance Share Program 2026/2029, however, no later than 31 October 2026.

Investment requirement

Participation in the Performance Share Program 2026/2029 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 2026/2029. The allocation of the Investment Shares must be made no later than 12 June 2026. 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	3,455 Investment Shares
2	Group Management Team (participants: 7)	1,755 Investment Shares
3	Executive Specialists & Leaders (participants: 7)	490 Investment Shares
4	Other employees (participants: 170)	300 Investment Shares
Total:		70,170 Investment Shares

Performance share rights

Each participant in the Performance Share Program 2026/2029 will be granted a certain number of performance share rights (“**Performance Share Rights**”) free of charge. Each Performance Share Right gives the holder 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. The allocation of the Performance Shares is also subject to potential recalculation, as set out below. The Performance Share Rights shall not constitute securities and are not transferable.

¹ Including potential additional participants (up to ten (10) additional participants, as described above).

Granting of Performance Share Rights to the participants will take place on or around 16 June 2026. 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 minimum performance target levels, as described below, are reached,
- the participant has remained in their employment with the company during the period starting on 16 June 2026 and ending immediately following the day of announcement of the interim financial report for the first quarter in 2029 (the “**Vesting Period**”), and
- the Investment Shares have been retained by the participant during the entire Vesting Period.

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 and 2 receive ten (10) Performance Share Rights for each Investment Share. Participants in Category 3 receive six (6) Performance Share Rights for each Investment Share, and 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 ten (10) Performance Share Rights that the participants in Categories 1 and 2 receive for each Investment Share, one (1) shall be a Performance Share Right of Series A, six (6) shall be Performance Share Rights of Series B, and three (3) shall be Performance Share Rights of Series C.

Of the six (6) Performance Share Rights that the participants in Category 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 355,000, including compensation for dividend (if any).

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

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

Allotment requires a cumulative Total Shareholder Return (TSR) for Hemnet's share of at least 7.5 percent during the period March 2026 to March 2029.

TSR is defined as the total return on the share, calculated including reinvested dividends. To ensure a stable assessment of performance, the TSR development will be calculated based on the average closing price of Hemnet's share on Nasdaq Stockholm for all trading days in March 2026, compared with the corresponding period in March 2029.

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

Allotment requires that the average annual TSR development for Hemnet's share during the period from March 2026 to March 2029, calculated based on the average closing price of Hemnet's share on Nasdaq Stockholm for all trading days in March 2026, compared with the corresponding period in March 2029, amounting to at least 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 in each of the key performance metrics Average Agent Satisfaction, Seller NPS and Buyer NPS in the first quarter of 2029 compared to the first quarter of 2026. The key performance metrics are measured independently and are equally weighted (meaning that a positive development in only one of these key performance metrics results in the allotment of one third (1/3) of the full allotment of Performance Share Rights of Series C, a positive development in two of these key performance metrics results in the allotment of two thirds (2/3) of the full allotment of Performance Share Rights of Series C, and a positive development in three of these key performance metrics results in full allotment of Performance Share Rights of Series C) and are calculated in accordance with the following:

C1 – Average Agent Satisfaction: The key performance metric is calculated using the common practice methodology for Customer Satisfaction Index (Sw: *Nöjd-Kund-Index*), whereby the majority of active agents over the course of a year answers three questions reflecting different aspects of customer satisfaction. The survey is distributed quarterly.

C2 – Seller NPS: The key performance metric is calculated using the common practice methodology for Net Promoter Score, whereby property sellers are asked whether they would be willing to recommend a friend or a colleague to list on Hemnet. The survey is distributed to all property sellers having listed on Hemnet.

C3 – Buyer NPS: The key performance metric is calculated using common practice methodology for Net Promoter Score, whereby prospective property buyers, after confirming that they have purchased a property within a four-month period, are asked whether they would be willing to recommend Hemnet to a friend or a colleague who is planning to purchase 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 2026/2029 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 concluded that the most cost-efficient alternative is, and thus proposes that the General Meeting resolve on, the purchase and transfer free of charge of repurchased own shares to participants in the Performance Share Program 2026/2029. The detailed terms and conditions for the Board of Directors' main proposal are set out under item (B) below.

The Board of Directors has resolved not to propose that the Annual General Meeting authorise the Board of Directors to resolve upon purchases of own shares in order to secure, from a cash flow perspective, payments relating to social security contributions arising from the Performance Share Program 2026/2029.

Should the majority required for the resolution to transfer the company's own shares not be reached, the Board of Directors proposes that Hemnet instead shall 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 (as described under the heading "*Hedging arrangements*" above and in items (B) and (C) below) will result in an increase in the number of shares in the company and, consequently, no dilution will occur for existing shareholders as a result of the Performance Share Program 2026/2029.

Miscellaneous

A resolution on participation in, or implementation of, the Performance Share Program 2026/2029 requires that the participation is legally possible and that the Board of Directors determines that participation or implementation can be carried out with reasonable administrative costs and financial efforts.

The Board of Directors shall be responsible for the design and administration of the Performance Share Program 2026/2029 within the framework of the main terms set out above, including resolving on the final timetable for the Performance Share Program 2026/2029, and shall have the right to make such minor adjustments to these conditions as may be required by law or for administrative reasons. The Board of Directors shall also have the right to make such adjustments or deviations from the terms as are required under local laws and regulations and existing market practices.

B. The Board of Directors' proposal for purchase and transfers of the company's ordinary shares to participants in the Performance Share Program 2026/2029

The Board of Directors proposes that the Annual General Meeting resolves to authorise the Board of Directors to, for the period until the next Annual General Meeting, resolve on purchases of a maximum of 355,000 ordinary shares in Hemnet on Nasdaq Stockholm, at a price per share within the prevailing price range at the time of acquisition, and the price may not exceed the higher of the price of the most recent independent trade and the highest current independent bid on Nasdaq Stockholm.

The purpose of the proposed authorisation is to enable delivery of Performance Shares to the participants under the Performance Share Program 2026/2029.

The Board of Directors further proposes that the Annual General Meeting resolve that the transfer of a maximum of 355,000 ordinary shares in Hemnet may be carried out in accordance with the conditions set out below.

The number of shares is calculated based on the maximum possible participation in the Performance Share Program 2026/2029, with a buffer for potential dividend compensation, and corresponds to approximately 0.38 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 2026/2029. Transfers of shares to the participants in the Performance Share Program 2026/2029 shall be made without consideration and carried out at the time when, and subject to the conditions under which, participants in the Performance Share Program 2026/2029 are entitled to receive Performance Shares.

The number of ordinary shares in Hemnet that may be transferred under the Performance Share Program 2026/2029 may be subject to re-calculation in the event of a bonus issue, share split, reverse share split, 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

If the required majority is not obtained for item (B) above, the Board of Directors proposes that the Annual General Meeting resolve to secure delivery of shares under the Performance Share Program 2026/2029 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 shares in the company to the participants in the Performance Share Program 2026/2029. The relevant number of shares in this context shall correspond to the number of shares proposed in item (B) above.

Costs for the Performance Share Program 2026/2029

The costs for the Performance Share Program 2026/2029 will be accounted for in accordance with IFRS 2 – Share-based Payments (Sw. *Aktiebaserade ersättningar*). Expected social security contributions will be accounted for in the profit and loss account distributed over the Vesting Period.

The calculation has been made based on the quoted closing price of Hemnet's share as of 12 March 2026, i.e. SEK 125.20 per share, and the following assumptions: (i) dividends in line with consensus estimates, (ii) an estimated annual employee turnover of 10 percent, (iii) an average fulfilment of the non-market-related performance targets of 50 percent, and (iv) allotment of no more than 330,980 Performance Shares. In addition to what is set forth above, the costs for the Performance Share Program 2026/2029 have been calculated based on the assumption that the program comprises a maximum of 185 participants and that each participant makes a maximum investment.

The total costs for the Performance Share Program 2026/2029, calculated in accordance with IFRS 2, are estimated to approximately SEK 13.4 million excluding social security contributions (SEK 18.3 million if the average fulfilment of the non-market-related performance targets is 100 percent). The costs for social security contributions are estimated to amount to approximately SEK 7.9 million, based on the assumptions above and assuming that the average annual positive TSR amounts to 11.25 percent during the term of the Performance Share Program 2026/2029 and that the social security tax rate amounts to 31.42 percent (SEK 10.0 million if the average fulfilment of the non-market-related performance targets is 100 percent).

The Board of Directors considers the positive effects expected to result from the Performance Share Program 2026/2029 to outweigh the costs attributable to the Performance Share Program 2026/2029.

Effects on key metrics and dilution

The group's result for the last 12 months (January – December 2025) amounts to SEK 520.6 million. Assuming an equal distribution of costs over the Vesting Period, the annual cost of the Performance Share Program 2026/2029 is equivalent to SEK 7.4 million, which corresponds to 1.13 percent of the 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 2026/2029 amounts to no more than 355,000 ordinary shares, corresponding to 0.38 percent of the number of outstanding shares in the company as of the date of this proposal.

Existing incentive programs in Hemnet

The company currently has one ongoing warrant program (Warrant Program 2023/2027), and two ongoing performance share programs (Performance Share Program 2024/2027 and Performance Share Program 2025/2028). The incentive programs are described in more detail in Hemnet's annual report for the financial year 2025 and in Hemnet's remuneration report for the financial year 2025.

Preparation of the proposal

The proposal has been prepared by the Remuneration Committee and the Board of Directors together with external advisors.

Majority requirements

The Annual General Meeting's resolution regarding the implementation of the Performance Share Program 2026/2029 in accordance with item (A) above is conditional upon that the Annual General Meeting resolve in accordance with the Board of Directors' proposal in item (B) above or, alternatively, if item (B) is not supported by the Annual General Meeting, in accordance with the Board of Directors' proposal in item (C) above.

A valid resolution in accordance with item (A) above requires a majority of more than half of the votes cast at the Annual General Meeting. In order for a resolution under item (B) to be valid, shareholders representing no less than nine tenths (9/10) of both the votes cast, and the shares represented at the Annual General Meeting, must vote in favour of the proposal. A resolution in accordance with item (C) requires a majority of more than half of the votes cast at the Annual General Meeting.

Stockholm, March 2026

Hemnet Group AB (publ)

The Board of Directors

Hemnet Group AB (publ) – Proposal by the Board of Directors for a resolution regarding authorisation for the Board of Directors to resolve on purchases of the company's shares (item 20)

The Board of Directors proposes that the Annual General Meeting authorises the Board of Directors to resolve on purchases of the company's ordinary shares, as follows.

The Board of Directors is authorised, during the period until the next Annual General Meeting, on as many occasions as it considers appropriate, to acquire a maximum number of the company's own ordinary shares such that the company's holding at any time does not exceed ten (10) percent 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 range at the time of acquisition, and the price may not exceed the higher of the price of the most recent independent trade and the highest current independent bid on Nasdaq Stockholm. The purpose of the authorisation is to provide the Board of Directors with the possibility to adjust the capital structure of the company during the period until the next Annual General Meeting, after which the board intends to propose that the 2027 Annual General Meeting resolves to cancel the ordinary shares repurchased by the company. The Board of Directors further intends to propose, at the same Annual General Meeting, a corresponding bonus issue in order to restore the reduced share capital.

For a resolution to be valid, the proposal must be supported by at least two-thirds (2/3) of both the votes cast, and the shares represented at the General Meeting.

Stockholm, March 2026

Hemnet Group AB (publ)

The Board of Directors