

The Nomination Committee's reasoned statement regarding proposals to the 2026 Annual General Meeting in Hemnet Group AB (publ)

Background

Ahead of the 2026 Annual General Meeting, the Nomination Committee of Hemnet Group AB (publ) comprised Andreas Haug, nominated by Vor Capital LLP (Chair), Jonas Bergh, nominated by Mäklarsamfundet Bransch i Sverige AB, Sussi Kvart, nominated by Handelsbanken Fonder, and Andreas Wollheim, nominated by SEB Funds, who together represent approximately 26.5 percent of the voting rights for all shares in Hemnet Group AB (publ), with Anders Nilsson (Chair of the Board of Directors), serving as a co-opted member.

The Nomination Committee was constituted, in accordance with the instructions for the Nomination Committee adopted by the Annual General Meeting 2024, based on the ownership of Hemnet Group AB (publ) as per 31 August 2025. 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

Ahead of the 2026 Annual General Meeting, the Nomination Committee has held six formal meetings and, between meetings, also maintained ongoing discussions. In addition, the Nomination Committee has conducted individual interviews with all members of the Board of Directors as well as the Chief Executive Officer. In its work, the Nomination Committee has applied Rule 4.1 of the Swedish Corporate Governance Code (Sw. *Svensk kod för bolagsstyrning*) as its diversity policy.

In order to assess the extent to which the Board of Directors meets the requirements arising from the company's operations, strategy and future direction, the Nomination Committee has evaluated the size and composition of the Board of Directors against the specific requirements that the business of Hemnet Group AB (publ) places on the board members' competence, experience, diversity and breadth (including gender, nationality, industry experience and age). As a basis for its proposal regarding the Board of Directors, the Nomination Committee has reviewed the results of a board evaluation conducted by an external service provider. The Nomination Committee has also assessed each board member's ability to dedicate the time required for board work and noted that all members have demonstrated a high level of meeting attendance and are actively engaged in the work of both the company and the Board of Directors.

The work of the Nomination Committee has focused on ensuring that all key competencies are represented on the Board of Directors and on the nomination of a new board member to replace Rasmus Järborg, who has declined re-election. The Nomination Committee engaged a well-established recruitment firm to assist in the process. The recruitment firm was tasked with presenting candidates based on criteria established by the Nomination Committee, with particular emphasis on identifying a candidate with extensive experience in product development and strong AI expertise. The Nomination Committee conducted a number of interviews with several candidates. Following discussions within the Nomination Committee, it was resolved to nominate Fredrik Strömsten as a new member of the Board of Directors. Fredrik Strömsten has extensive experience as a senior technology and product leader in both real estate marketplaces (Qasa) and AI companies (Sana). Fredrik also brings financial markets experience from Cevian Capital, one of Europe's largest activist investment firms. The Nomination Committee is confident that Fredrik Strömsten will make a significant contribution to the work of the Board of Directors and provide relevant skills and expertise to the company in the years ahead.

The Nomination Committee's proposals and statement

Chair of the General Meeting

The Nomination Committee proposes that attorney-at-law Tilda Rosengren shall be elected as Chair of the 2026 Annual General Meeting.

Number of board members

The Nomination Committee proposes that the number of board members elected by the General Meeting shall be eight and that no deputy board members shall be appointed.

Number of auditors and alternate auditors

The Nomination Committee proposes that a registered accounting firm shall be appointed as auditor and that no deputy auditors shall be appointed.

Determination of fees to the Board of Directors

The Nomination Committee proposes that the following fees are paid to the Board of Directors:

The remuneration to the board members shall amount to SEK 500,000 per year.

The remuneration to the Chair of the Board of Directors shall amount to SEK 1,200,000 per year.

The remuneration to the members of the Audit Committee shall amount to SEK 125,000 per year, and SEK 250,000 per year shall be paid to the Chair of the Audit Committee.

The remuneration to the members of the Remuneration Committee and to the Chair of the Remuneration Committee shall amount to SEK 90,000 per year.

The Nomination Committee considers it important that the remuneration paid to the members of the Board of Directors is competitive in order to attract and retain relevant competence, including international competence. The proposed remuneration for the Board of Directors has been determined based on the scope of the Board of Directors' work and following a comparison with board remuneration in companies of comparable size and complexity listed on Nasdaq Stockholm.

The Nomination Committee has found that an adjustment of the board remuneration is necessary in order to better meet the expectations of international board candidates and to compensate the members of the committees at a level that reflects the work performed by the committees and the remuneration in other comparable companies.

Determination of fees to the auditor

The Nomination Committee proposes that the auditor's fees shall be paid in accordance with approved invoices.

Election of board members

The Nomination Committee proposes that the following board members are elected for the period until the next Annual General Meeting:

Anders Nilsson (re-election)
Anders Edmark (re-election)
Tracey Fellows (re-election)
Sandra Gadd (re-election)
Maria Hedengren (re-election)
Håkan Hellström (re-election)
Nick McKittrick (re-election)
Fredrik Strömsten (new election)

Board member Rasmus Järborg has declined re-election.

Based on the work described above under the heading *Presentation of the Nomination Committee's work*, the Nomination Committee has concluded that the proposed Board of Directors has an appropriate composition and size and reflects the competencies and experience, qualifications, diversity and breadth required to support Hemnet Group AB (publ)'s operational activities and long-term strategic work.

The Nomination Committee has taken the requirements of the Swedish Corporate Governance Code into account regarding appropriate composition, versatility and breadth with respect to the proposed board members' competence, experience and background, as well as the objective of achieving a more balanced gender distribution. The Nomination Committee has also carefully considered Hemnet's sustainability policy, which sets out a long-term target for gender distribution based on the definition of gender equality applied by the Swedish Gender Equality Agency (Sw. *Jämställdhetsmyndigheten*). The proposed Board of Directors consists of 37.5 percent women, and the Nomination Committee intends to continuously strive to achieve a balanced gender distribution.

The Nomination Committee has assessed that its proposed composition of the Board of Directors meets the independence requirements set out in the Swedish Corporate Governance Code. In its evaluation, the Nomination Committee has reached the following conclusions regarding the independence of each proposed board member.

Anders Nilsson, Tracey Fellows, Sandra Gadd, Maria Hedengren, Nick McKittrick and Fredrik Strömsten are considered independent in relation to Hemnet Group AB (publ) and its management, as well as in relation to the company's major shareholders.

Håkan Hellström is considered independent in relation to the company's major shareholders, but not in relation to Hemnet Group AB (publ) and its executive management.

Anders Edmark is not considered independent in relation to either Hemnet Group AB (publ) and its executive management or the company's major shareholders.

Election of Chair of the Board of Directors

The Nomination Committee proposes that Anders Nilsson is re-elected as Chair of the Board of Directors.

Election of auditor

In accordance with the recommendation of the Audit Committee, the Nomination Committee proposes Ernst & Young Aktiebolag as auditor for the period until the next Annual General Meeting. Provided that the Annual General Meeting resolves in accordance with the Nomination Committee's proposal, Ernst & Young Aktiebolag has informed that the authorised public accountant Jakob Grunditz will be appointed as the auditor in charge.

Stockholm, March 2026
Hemnet Group AB (publ)
The Nomination Committee