

# Notice to the Annual General Meeting of Hemnet Group AB (publ)

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 Friday, 8 May 2026, at 9:00 a.m. at Tändstickspalatset, Ivar Stockholm, Västra Trädgårdsgatan 15 in Stockholm, Sweden. The venue opens for registration for the Annual General Meeting at 8:15 a.m.

*Hemnet's Board of Directors has, pursuant to Chapter 7, Section 4 a of the Swedish Companies Act (Sw. aktiebolagslagen) and Hemnet's articles of association, resolved 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.*

## Registration and notice of participation

### A) Participation at the meeting venue

Shareholders who wish to attend the meeting venue in person or by proxy must:

be recorded in the presentation of the share register prepared by Euroclear Sweden AB ("**Euroclear**") as of Wednesday, 29 April 2026, and

give notice of participation to the Company no later than Monday, 4 May 2026, in one of the following ways:

- by electronic notification through verification with BankID via Euroclear's website: <https://www.euroclear.com/sweden/generalmeetings/>,
- by post to Hemnet Group AB (publ), "Årsstämma 2026", c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden, or
- by telephone +46(0)8-402 90 67 on weekdays between 9:00 a.m. and 4:00 p.m.

When giving notice of participation, shareholders must state their name, personal identity number or company registration number, address, telephone number, and the number of any assistants. Shareholders represented by proxy should submit their proxy form well in advance of the meeting.

**Proxy etc.**

Shareholders represented by proxy must issue a written and dated power of attorney for the representative. If the shareholder is a legal entity, a certified copy of the entity's certificate of registration (or a corresponding document of authority, if no certificate of registration exists) evidencing the authority to issue the proxy must also be enclosed. To facilitate registration at the Annual General Meeting, the original proxy form, any certificates of registration and other documents of authority should be sent to Hemnet Group AB (publ), "Årsstämma 2026", c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden, well in advance of the meeting. Proxy forms are available on Hemnet's website, [www.hemnetgroup.com](http://www.hemnetgroup.com).

**B) Participation by postal voting**

Shareholders who wish to participate in the Annual General Meeting by postal voting must:

- be recorded in the presentation of the share register prepared by Euroclear as of Wednesday, 29 April 2026, and
- give notice of participation by casting their postal vote in accordance with the instructions below, so that the postal voting form is received by Euroclear no later than Monday, 4 May 2026.

A special form must be used for postal voting. The form is available on the Company's website, [www.hemnetgroup.com](http://www.hemnetgroup.com). The completed and signed postal voting form may be sent by e-mail to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com) or the original form may be sent by post to Hemnet Group AB (publ), c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden (mark the envelope "Årsstämma 2026"). Shareholders may also cast their postal vote electronically through verification with BankID on Euroclear's website, <https://www.euroclear.com/sweden/generalmeetings/>. The postal vote must be received by Euroclear no later than Monday, 4 May 2026.

Shareholders may not include any specific instructions or conditions with the postal vote. If such instructions or conditions are included, the postal vote will be invalid in its entirety. Further instructions and conditions are set out in the postal voting form.

If shareholders submit their postal vote by proxy, a written and dated power of attorney signed by the shareholder must be attached to the postal voting form. If the shareholder is a legal entity, a copy of the entity's certificate of registration or a corresponding document of authority must be attached to the form. The postal voting form is available on

<https://www.euroclear.com/sweden/generalmeetings/>. For questions, please contact Euroclear by phone at +46 (0)8 402 90 67 on weekdays between 9:00 a.m. and 4:00 p.m.

A shareholder who has voted by post may also attend the meeting venue, provided that the notification has been made in accordance with the instructions under the heading *Registration and notice of participation – A) Participation at the meeting venue* above.

### **Shares registered in the name of a nominee**

In order to be entitled to participate in the Annual General Meeting, a shareholder whose shares are registered in the name of a nominee must, in addition to giving notice of participation to the Annual General Meeting, register the shares in their own name so that the shareholder is recorded in the presentation of the share register of the Company as of Wednesday, 29 April 2026. Such registration may be temporary (so-called voting rights registration) and must be requested from the nominee in accordance with the nominee's procedures and within such time in advance as determined by the nominee. The registration must be duly effectuated no later than four banking days before the General Meeting, i.e., on Monday, 4 May 2026, to be considered in the presentation of the share register. Shareholders should inform the nominee well in advance of this date.

### **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. Resolution 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 dates for dividend.
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 alternate 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 auditor.
17. Resolution to grant the Board of Directors the authority to resolve on the issuance of new shares.
18. 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.
19. 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.
20. Resolution regarding authorisation for the Board of Directors to resolve on purchases of the company's shares.
21. 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 duties of the persons appointed to verify the minutes include, in addition to jointly verifying the minutes of the Annual General Meeting with the Chair, reviewing 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 dates for dividend.**

The Board of Directors proposes 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 per share will be paid with Tuesday 12 May 2026 as the record date. At the second instalment SEK 0.95 per share will be paid with Friday 13 November 2026 as the record date. If the Annual General Meeting resolves in accordance with the proposals, the dividend is expected to be distributed by Euroclear on Monday 18 May 2026 and Wednesday 18 November 2026, respectively.

### **Item 17 – Resolution to grant the Board of Directors the authority to resolve on the issuance of new shares.**

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.

**Item 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.**

**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 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, or due to any other statutory or regulatory requirements.

**Item 19 – 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.**

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 employees’ 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) <sup>1</sup>	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
<b>Total:</b>		<b>70,170 Investment Shares</b>

### 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.

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.

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

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.

### **Item 20 – Resolution regarding authorisation for the Board of Directors to resolve on purchases of the company's shares.**

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.

### **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, Sussi Kvant, nominated by Handelsbanken Fonder, Andreas Wollheim, nominated by SEB Funds, who together represent approximately 26.5 percent of the voting rights for all shares in Hemnet, and Anders Nilsson (Chair of the Board of Directors, serving as a co-opted member), proposes the following:

### **Item 1 – Election of Chair of the Annual General Meeting.**

Attorney-at-law Tilda Rosengren is proposed as Chair of the 2026 Annual General Meeting.

### **Item 12A – Determination of the number of members of the Board of Directors.**

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.

**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:

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

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

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.

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

**Item 13B – Determination of fees to the auditors.**

It is proposed that fees are paid to the auditors in accordance with approved 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)

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.

**Item 15 – Election of Chair of the Board of Directors.**

It is proposed that Anders Nilsson is re-elected as Chair of the Board of Directors.

### **Item 16 – Election of auditor.**

In accordance with the recommendation of the Audit Committee, it is proposed that Ernst & Young Aktiebolag is elected 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.

### **Other information**

#### **Shares and votes**

The Company's share capital amounts to SEK 77,877,084.193441, divided into 95,565,564 shares, of which 90,508,990 are ordinary shares and 5,056,574 are shares of class A1. Each share entitles the holder to one (1) vote at the General Meeting. Hemnet holds 3,095,768 treasury shares as of the date of this notice.

#### **Majority requirements**

Resolutions in accordance with the Board of Directors' proposals under items 17, 18A and 20 on the agenda require the support of shareholders representing at least two-thirds (2/3) of both the votes cast and the shares represented at the General Meeting. Resolutions in accordance with the Board of Directors' proposals in item 19B on the agenda require the support of shareholders representing at least nine-tenths (9/10) of both the votes cast and the shares represented at the General Meeting.

#### **Further information**

Information on all proposed members of Hemnet's Board of Directors, information about the proposed auditor, the Nomination Committee's reasoned statement regarding the proposal for the Board of Directors, and the Nomination Committee's complete proposals are available on the Company's website, [www.hemnetgroup.com](http://www.hemnetgroup.com), and will be sent free of charge to shareholders who request the Company to do so.

Complete proposals together with related documentation regarding items 17, 18, 19 and 20 on the agenda, concerning authorisation for the Board of Directors to resolve on the issuance of new shares, reduction of the share capital through cancellation of treasury shares and increase of the share capital by way of a bonus issue, adoption of the Performance Share Program 2026/2029 and the authorisation for the Board of Directors to resolve on repurchases of the Company's own shares, are available at the Company at Sveavägen 9, SE-111 57 Stockholm, Sweden, and on the Company's website, [www.hemnetgroup.com](http://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 available at the Company and on the Company's website, [www.hemnetgroup.com](http://www.hemnetgroup.com), no later than on 17 April 2026, and will be sent free of charge to shareholders who request the Company to do so.

### **Shareholders' right to receive information at the Annual General Meeting**

The Board of Directors and the CEO shall, if any shareholder so requests and the Board of Directors considers that this can be done without material harm to the Company, provide information regarding circumstances that may affect the assessment of an item on the agenda, circumstances that may affect the assessment of the financial position of the Company or its subsidiaries, and the Company's relationship to other companies within the group. Shareholders who wish to submit questions in advance may do so by email to [agm@hemnet.se](mailto:agm@hemnet.se).

### **Processing of personal data**

For information on how your personal data is processed in connection with the Annual General Meeting, please see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>. If you have any questions regarding Hemnet's processing of personal data, you can find further information in the Company's privacy policy, <https://www.hemnet.se/om/integritet-hemnet-group>. Hemnet has company registration number 559088-4440 and the board's registered office is in Stockholm.

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Stockholm, March 2026

Hemnet Group AB (publ)

The Board of Directors