

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL                                 |           |
|----------------------------------------------|-----------|
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|                                                                                                                                                                                                                                                                                                          |                                                                                                                                     |                                                                                                                                                                                                                            |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person *<br><u>Fan Peng</u><br><br>(Last) (First) (Middle)<br><u>10TH FLOOR, BUILDING A,</u><br><u>NO. 658 ZHAOHUA ROAD, CHANGNING</u><br><u>DISTRICT</u><br><br>(Street)<br><u>SHANGHAI</u> <u>200050</u><br><br>(City) (State) (Zip)<br><u>CHINA</u><br><br>(Country) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Hesai Group</u> [ <u>HSAT</u> ]<br>Foreign Trading Symbol<br>[ <u>HKEX:2525</u> ] | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Chief Financial Officer</u> |
|                                                                                                                                                                                                                                                                                                          | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>09/19/2026</u>                                                               |                                                                                                                                                                                                                            |
|                                                                                                                                                                                                                                                                                                          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                                                            | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person                                      |

| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |                                         |                                                       |                                |   |                                                                   |            |       |                                                                                               |                                                          |                                                       |
|----------------------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------|--------------------------------|---|-------------------------------------------------------------------|------------|-------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| 1. Title of Security (Instr. 3)                                                  | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed Execution Date, if any<br>(Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |       | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|                                                                                  |                                         |                                                       | Code                           | V | Amount                                                            | (A) or (D) | Price |                                                                                               |                                                          |                                                       |
| American depositary shares <sup>(1)</sup>                                        | 09/19/2026                              |                                                       | M                              |   | 50,000                                                            | A          | \$0   | 98,000                                                                                        | D                                                        |                                                       |
| Class B ordinary shares                                                          |                                         |                                                       |                                |   |                                                                   |            |       | 12,800                                                                                        | D                                                        |                                                       |

| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned<br>(e.g., puts, calls, warrants, options, convertible securities) |                                                        |                                      |                                                    |                                |   |                                                                                        |        |                                                          |                 |                                                                                   |                            |                                            |                                                                                                    |                                                           |                                                        |
|-------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---|----------------------------------------------------------------------------------------|--------|----------------------------------------------------------|-----------------|-----------------------------------------------------------------------------------|----------------------------|--------------------------------------------|----------------------------------------------------------------------------------------------------|-----------------------------------------------------------|--------------------------------------------------------|
| 1. Title of Derivative Security (Instr. 3)                                                                                                      | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |        | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|                                                                                                                                                 |                                                        |                                      |                                                    | Code                           | V | (A)                                                                                    | (D)    | Date Exercisable                                         | Expiration Date | Title                                                                             | Amount or Number of Shares |                                            |                                                                                                    |                                                           |                                                        |
| Restricted share units                                                                                                                          | (2)                                                    | 09/19/2026                           |                                                    | M                              |   |                                                                                        | 50,000 | (3)                                                      | (3)             | Class B ordinary share                                                            | 400,000                    | \$0                                        | 800,000 <sup>(3)</sup>                                                                             | D                                                         |                                                        |

Explanation of Responses:

1. Each American depositary share represents eight Class B ordinary share.
2. The restricted share units evidence the contingent right to receive Class B ordinary shares upon vesting.
3. The restricted share units vested on September 19, 2026, and do not have expiration dates. The underlying award agreement also includes outstanding restricted share units for 800,000 Class B ordinary shares, with 400,000 vesting on each of September 19, 2027 and September 19, 2028.

Remarks:

On July 10, 2026, Hesai Group implemented a 1-for-8 stock split of its Class B ordinary share. All amounts reported herein have been adjusted to give effect to this stock split.

/s/ Peng Fan

09/21/2026

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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