



Senior executives' terms and remuneration, and general remuneration principles

The company offers salaries and remuneration in line with market practice, as verified by an external compensation database, based on a fixed and a variable component. Remuneration to the CEO and other senior executives consists of basic salary, variable remuneration and pension benefits. "Senior executives" refers to those people, including the CEO, who constitute executive management. The division between fixed and variable remuneration is in proportion to the manager's responsibility and authority. The variable remuneration is based on a combination of revenue, results and activity targets.

For the CEO, annual variable remuneration is capped at 100 percent, and for the Global Head of Sales at 150 percent, of basic salary. For other senior executives, variable remuneration is capped at between 20 and 60 percent of basic salary. For the CEO and other senior executives, 70 per cent of the variable remuneration is based on measurable financial targets. For the Global Head of Sales, the compensation model is wholly based on the company's revenues. For certain senior executives, half of the outcome of variable remuneration is put in escrow and paid out in the fourth year following the vesting period. At the time of payment, a multiplier will be applied to the amount held in escrow to reflect share price performance during these three years. The multiplier is based on the ratio of the average share price for two eight-week periods, where the first period commences on the publication date of Net Insight's Year-end Report in the year following the first year of the vesting period, and the second period commences on the publication date of the Year-end Report in the year when payment shall occur (i.e. three years between the periods). The average share price is the average of the daily closing share prices of each eight-week period. The multiplier is limited to a maximum value of 5 and minimum value of 0.5.

Where a Board member serves the company or another group company in addition to work on the Board, a consultancy fee and/or other remuneration may be payable.

Almost all staff are eligible for some form of variable remuneration. All variable remuneration and applicable social security contributions are provisioned in the accounts.

From time to time, the Board of Directors may propose share-based long-term incentive programs, which are then considered by shareholders' meetings as a separate item.

Pension liability

The company's pension liability to the CEO amounts to 30 per cent of basic annual salary, excluding variable components. Senior executives have defined contribution pension provisions, pursuant to the company's policy, legislation and contracts.

Redundancy payments

The company and the CEO have a reciprocal notice period of six months. Upon termination by the company, a redundancy payment corresponding to 12 months' salary becomes due. Any salary or other remuneration that the CEO receives from employment or other business the CEO conducts during the notice period of the following 12-month period should be deducted from redundancy payments. The company and other senior executives have reciprocal notice periods of 3-6 months. The Board of Directors is entitled to depart from these guidelines in special circumstances.