

The Nomination Committee of Net Insight AB (publ)'s proposal for decision, motivated opinion and presentation of its work for the annual general meeting 2018

Background

On 26 September 2017, it was announced that the nomination committee had been constituted in accordance with the resolution from the annual general meeting in Net Insight. The Nomination Committee consists of:

Ramsay Brufer, Alecta, (Chairman of the Nomination Committee)

Jan Barchan, Briban Invest

Lars Bergkvist, Lannebo Fonder

Christian Brunlid, Handelsbanken Fonder

Lars Berg, Chairman of the Board of Directors of Net Insight AB

Gunilla Fransson has been adjunct to the nomination committee

Motivated opinion and presentation of the Nomination Committee's work

The Nomination Committee has, pursuant to the instruction adopted by the annual general meeting, been instructed to procure proposals for decisions on Net Insight's annual general meeting 2018 regarding the following decisions:

- election of chairman of the Board of Directors and other Board members;
- fees for the Board of Directors allocated between the chairman and the other Board members and any potential remuneration for committee work;
- election of chairman at the meeting; and
- election of auditor and fees for auditor

The nomination committee has held 6 meetings with minutes and several other additional meetings for interviews.

The Nomination Committee has thoroughly discussed the demands, in terms of competence, experience and background, of the Board of Directors. The Nomination Committee has also discussed the size and composition of the Board of Directors based on the expectations that can be placed on the Board of Directors of Net Insight. The Nomination Committee has also taken into account the ongoing need of renewal and need for diversity in respect of experience, international and national background and gender, and continuity in the core competence as well as contributing with new competence. As basis for its work, the Nomination Committee has received a report from the Chairman of the Board of Directors and the CEO in respect of the company's business, targets and strategies and held interviews with the members of the board.

The shareholders have been given the opportunity to submit proposals to the Nomination Committee, and the Nomination Committee has received two such proposals.

The assessment of the Board's work shows that the Board is well functioning and with great dynamics within the group. The Nomination Committee's assessment is that Net Insight has a well-functioning Board of Directors.

The Nomination Committee's proposals for decision

Election of Chairman at the meeting

The Nomination Committee proposes that the Chairman of the Board of Directors Lars Berg, is to chair the 2018 annual general meeting.

Fees for the Chairman, other Board members and the deputy

The Nomination Committee has discussed the level and structure of fees to the Board of Directors. The Nomination Committee proposes to align the fee to market standards, meaning that the fee is raised with approximately 4 percent. The Board of Directors has informed the Nomination Committee that it intends to, as from the 2018 annual general meeting, constitute two board committees, an audit committee and a remuneration committee. The audit committee will be a new committee for the Board of Directors. The Nomination Committee proposes fixed fees for the committee work, compared to previous years when remuneration has been paid on a per meeting basis.

The Nomination Committee proposes that fees to the Board of Directors shall in total amount to SEK 2,140,000 to be allocated with SEK 600,000 to the Chairman of the Board and SEK 240,000 to each other member of the Board of Directors elected by the meeting and who are not employees in the company and SEK 120,000 to any deputy member of the Board of Directors who are not an employee in the company. The remuneration to the chairman of the audit committee is proposed to be SEK 50,000 and SEK 40,000 to each member of the audit committee, SEK 50,000 to the chairman of the remuneration committee and SEK 40,000 to each member of the remuneration committee.

Election of chairman of the board of directors and other board members

The Nomination Committee proposes that the Board of Directors shall consist of six board members and one deputy.

The Nomination Committee proposes re-election of Board members, Gunilla Fransson (Board member since 2008), Anders Harrysson (Board member since 2010), Crister Fritzson (Board member since 2013), Jan Barchan (Board member since 2015) and Charlotta Falvin (Board member since 2016). It is further proposed that Stina Barchan is re-elected as personal deputy for Jan Barchan.

Lars Berg has declined re-election and Cecilia Beck-Friis has resigned during the fiscal year due to other operational work.

Mathias Berg is proposed as a new member of the Board of Directors. Mathias Berg is proposed to assume his position as member of the Board on September 1, 2018.

Mathias Berg has a M. Sc. Marketing/ Marketing Management from Handelshögskolan, Stockholm. He is COO at Bonnier Broadcasting, Sweden, TV4 and C More at Bonnier Broadcasting. He has, among other things, previous experience from multiple positions within the TV4-group as well as TDC and MTG.

The proposal for Board of Directors of Net Insight fulfills the provisions in the Corporate Governance Code with regards to independence. All Board members, other than Jan Barchan, are considered independent in relation to the company's major shareholders. All Board members are considered independent in relation to the company and the management. The Proposal deviates from the Corporate Governance Code with regard to the election of a deputy board member.

The Nomination Committee proposes election of Gunilla Fransson as Chairman of the Board of Directors.

Election of auditor and deputy auditor, as well as fees for the auditor

The Nomination Committee has received the Board of Directors' evaluation of Deloitte AB's auditing work and the Board of Directors' proposal for auditor and fees for the auditor. The Nomination Committee proposes, in accordance with the recommendation from the Board of Directors, that the meeting re-elects the registered public accounting firm Deloitte AB as its auditor

until the end of the 2019 annual general meeting, as well as that the fee to the auditor shall be on approved accounts. If the meeting resolves in accordance with the Nomination Committees proposal, the public accountant Therese Kjellberg will continue as the auditor in charge.

Further, the Nomination Committee proposes that no deputy auditor is elected.

Principles for appointment of nomination committee

The Nomination Committee has also reviewed the current principles for appointment of nomination committee, as adopted by the 2017 annual general meeting, and has decided not to propose any adjustments

THE NOMINATION COMMITTEE
Net Insight AB