



The shareholders in NET INSIGHT AB (publ)

reg.no. 556533-4397, with registered office in Solna, Sweden, are hereby summoned to the annual general meeting on Wednesday, May 8, 2019 at 10 a.m. at the company's offices, Smidesvägen 7, Solna

Notification etc.

Shareholders who wish to participate in the annual general meeting must

firstly be included in the shareholders' register maintained by Euroclear Sweden AB as of Thursday, May 2, 2019, and

secondly notify the company of their participation in the annual general meeting no later than Thursday, May 2, 2019. The notification shall be in writing to Net Insight AB, Attn: Pelle Bourn, P.O. Box 1200, SE-171 23 Solna, or via e-mail: agm@netinsight.net. The notification must state the name, personal/corporate identity number, address, telephone number and shareholding and, when applicable, information about representatives, counsels and assistants. When applicable, complete authorization documents, such as registration certificates and powers of attorney for representatives and counsels, shall be appended the notification.

Information submitted in connection with registration will be computerised and used exclusively for the annual general meeting. See below for additional information on the processing of personal data.

Nominee shares

Shareholders whose shares have been registered in the name of a bank or other trust department or with a private securities broker, must temporarily re-register their shares in their own names with Euroclear Sweden AB in order to be entitled to participate in the annual general meeting. Shareholders wishing such re-registration must inform their nominee of this well before Thursday, May 2, 2019, when such re-registration must have been completed.

Proxy etc.

Shareholders represented by proxy shall issue dated and signed power of attorney for the proxy. If the power of attorney is issued on behalf of the proxy or, should the right to vote for the shares be divided among different representatives, the representatives, together with information on the number of shares each representative is entitled to vote for. The proxy is valid for one year

from the issuance or the longer period of validity stated in the proxy, however not more than five years from the issuance. If the proxy is issued by a legal entity, attested copies of the certificate of registration or equivalent authorisation documents, evidencing the authority to issue the proxy, shall be enclosed. The power of attorney in original and, where applicable, the registration certificate, should be submitted to the company by mail at the address set forth above well in advance of the annual general meeting. A proxy form is available on the company's website, www.netinsight.net, and will also be sent to shareholders that so request and inform the company of their postal address.

Number of shares and votes

There are, as of the day of this notice, 389,933,009 shares, whereof 1,000,000 are Class A shares and 388,933,009 are Class B shares, and a total of 398,933,009 votes in the company. As of the day of this notice, the company holds 7,175,000 own B-shares.

Proposed agenda

1. Election of a Chairman of the meeting.
2. Preparation and approval of the voting list.
3. Approval of the agenda.
4. Election of one or two persons to approve the minutes.
5. Determination as to whether the meeting has been duly convened.
6. Presentation by the managing director.
7. Presentation of the annual accounts and the auditor's report, and the group annual accounts and the auditor's report on the group accounts.
8. Resolution:
 - a) regarding the adoption of the income statement and the balance sheet, and of the consolidated income statement and the consolidated balance sheet;
 - b) regarding appropriation of the company's result according to the adopted balance sheet;
 - c) regarding discharge from liability for the members of the Board of Directors and the managing director.
9. Determination of the number of members and deputy members of the Board of Directors as well as the number of auditors and deputy auditors.
10. Determination of the fees to the Board of Directors and the auditors.
11. Election of the members and deputy members of the Board of Directors.
12. Election of auditors.
13. Resolution regarding guidelines for remuneration and other terms of employment for the group management.
14. Resolution regarding authorisation for the Board of Directors to resolve to repurchase and transfer of own shares.
15. Closing of the meeting.

Proposal regarding appropriation of the company's result (item 8 (b))

The Board of Directors and the managing director propose that the company's results shall be carried forward and thus no dividend will be distributed.

Election of Chairman of the meeting, determination of the number of members and deputy members of the Board of Directors as well as auditors and deputy auditors, fees to the Board of Directors and the auditors and election of members of the Board of Directors and auditors (items 1, 9, 10, 11 and 12)

The nomination committee, appointed in accordance with the process that was determined at the annual general meeting 2017, consists of Ramsay Brufer, Chairman of the Nomination Committee, (Alecta), Martin Wallin (Lannebo Fonder), Jan Barchan (Briban Invest), Christian Brunlid (Handelsbanken fonder) and Gunilla Fransson (Chairman of the Board of Directors of Net Insight AB). The nomination committee proposes that:

- The Chairman of the Board of Directors Gunilla Fransson, is proposed to chair the annual general meeting (item 1).
- The number of members of the Board of Directors shall be six, with one deputy member (item 9).
- The number of auditors shall be one without any deputy auditors (item 9).
- That the fees to the Board of Directors shall in total amount to SEK 2,200,000 to be allocated with SEK 700,000 to the Chairman of the Board and SEK 240,000 to each other member of the Board of Directors who are not employed by the company and SEK 120,000 to deputy members who are not employed by the company. The remuneration to the chairman of the audit committee should be SEK 50,000 and SEK 40,000 to each member of the audit committee. The remuneration to the chairman of the remuneration committee is proposed to amount to SEK 50,000 to and SEK 40,000 to each member of the remuneration committee (item 10).
- Auditors' fee is proposed to be on approved account (item 10).
- Re-election of the 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), Charlotta Falvin (board member since 2016) and Mathias Berg (board member since 2018). Further it is proposed that Stina Barchan is re-elected as personally deputy to Jan Barchan. For information about the board members proposed for re-election, please refer to the annual report. Gunilla Fransson is proposed to be re-elected as Chairman of the Board (item 11).
- Re-election of the auditor Deloitte AB. If re-elected, Deloitte has informed that Therese Kjellberg will continue as auditor in charge (item 12). The proposal is in accordance with the Board of Directors' recommendation.

Proposal for resolution regarding guidelines for remuneration and other terms of employment for the group management (item 13)

The Board of Directors proposes that the annual general meeting resolves to approve the Board of Directors' proposal regarding guidelines for remuneration and other terms of employment for senior executives as set forth below.

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 per cent of basic salary. For other senior executives, variable remuneration is capped at 40 per cent of basic salary. For the CEO and other senior executives 70 per cent of the variable remuneration is based on measurable financial targets.

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.

A large portion of the staff is 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.

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.

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

The company and the CEO have a reciprocal notice period of six months. Upon termination by the company, a redundancy payment corresponding to six 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 six months period should be deducted from redundancy

payments. The company and other senior executives have reciprocal notice periods of three to six months.

The Board of Directors is entitled to deviate from these guidelines in special circumstances.

Proposal for resolution regarding authorization for the Board of Directors to resolve to repurchase and transfer of own shares (item 14)

The Board of Directors proposes that the annual general meeting authorizes the Board of Directors to resolve to repurchase, on one or several occasions until the next annual general meeting, as many own shares as may be purchased without the company's holding at any time exceeding two per cent of the total number of shares in the company. The shares shall be purchased on Nasdaq Stockholm and only at a price per share within the price range applicable, i.e. the range between the highest purchase price and the lowest selling price.

The Board of Directors also proposes that the annual general meeting authorises the Board of Directors to resolve, on one or several occasions until the next annual general meeting, to transfer (sell) own shares. Transfers may be carried out on Nasdaq Stockholm at a price within the price range applicable, i.e. the range between the highest purchase price and the lowest selling price. Transfers may also be made in other ways, with or without preferential rights for the shareholders, against cash payment or against payment through set-off or in kind, or otherwise on special conditions. Upon such transfers, the price shall be established so that it is not below market terms. However, a discount to the stock market price may apply, in line with market practice. Transfers of own shares may be made of up to such number of shares as is held by the Company at the time of the Board of Directors's resolution regarding the transfer.

The purpose of the authorisation to repurchase own shares is to promote efficient capital usage in the company, to provide flexibility as regards the company's possibilities to distribute capital to its shareholders and to provide hedging for the company's option programme. The purpose of the authorization to transfer own shares is to enable the Board of Directors to make corporate acquisitions, product acquisitions or enter into collaboration agreements, or to raise working capital or broaden the shareholder base or for use in the context of the company's incentive plans or to provide hedging for the company's option programme.

The annual general meeting's resolution according to the above shall be made taking into account the majority rules stipulated in Chapter 19, Sections 18 and 33 of the Swedish Companies Act, which means that the resolution must be supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the meeting.

Processing of personal data

For information on the processing of your personal data, reference is made to the integrity policy that is available at Euroclear's webpage www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf.

Shareholders are reminded of their right to request information in accordance with Chapter 7 Section 32 of the Swedish Companies Act (Sw. *Aktiebolagslagen*).

The annual report for the financial year 2018, the auditor's report, the auditor's statement whether the Board of Directors' guidelines for remuneration to key executives have been applied and supporting documents will be held available at the company's office at Smidesvägen 7, Solna, Sweden, and on the company's website three weeks prior to the annual general meeting and will be sent to the shareholders who so request and inform the company of their postal address.

Stockholm in April 2019

NET INSIGHT AB (publ)

The Board of Directors

For further information, please contact:

Henrik Sund, CEO Net Insight AB, +46 8 685 04 00, henrik.sund@netinsight.net

About Net Insight

Net Insight's vision is to enable a live and interactive media experience for anyone on earth. Our aim is to lead progress and enable a global media marketplace where live content can be exchanged and interaction among TV audiences can take place in real-time. We want to create the media experience of the future, centered on content.

Net Insight delivers products, software and services for effective, high-quality media transport, coupled with the effective management of resources, all, which creates an enhanced TV experience. Net Insight's offerings span across the entire media spectrum, starting from TV cameras and TV studios, right through to the TV consumers. Our solutions benefit network operators, and TV and production companies, by lowering total cost of ownership, improving their workflow efficiencies and providing them with the ability to capture new business opportunities.

More than 500 world-class customers run mission critical media services using Net Insight's solutions, covering more than 60 countries worldwide. Net Insight is listed on Nasdaq Stockholm.

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