

The Nomination Committee of Net Insight AB (publ)'s proposal for decision, motivated opinion and presentation of its work for the annual general meeting 2021

Background

On 25 September 2020, 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:

Jan Barchan, Brihan Invest, (Chairman of the Nomination Committee)

Martin Wallin, Lannebo Fonder

Marcus Lüttgen, Alecta

Pierre Helsén, Wilda Go AB

Gunilla Fransson, Chairman of the Board of Directors of Net Insight AB

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 2021 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 adopted rule 4.1 of the Swedish Corporate Governance Code as diversity policy.

The Nomination Committee has held four meetings with minutes and several other additional meetings for interviews.

The Nomination Committee has 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. The Nomination Committee has received proposals and has considered the nominations in their work.

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 Gunilla Fransson, is to chair the 2021 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 an unchanged fee, except for the Chairman of the audit committee. The fees are proposed to be allocated with SEK 700,000 to the Chairman of the Board, SEK 250,000 to each other member of the Board of Directors elected by the meeting and who are not an employee of the company and SEK 125,000 to any deputy member of the Board of Directors who are not an employee of the company. The remuneration to the chairman of the audit committee is proposed to be SEK 100,000 and SEK 50,000 to each member of the audit committee. The remuneration to the chairman of the remuneration committee is proposed to be SEK 50,000 and SEK 40,000 to each member of the remuneration committee. The total fee according to the above corresponds to SEK 2,315,000, which is an increase of 4 per cent.

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, Kjell Arvidsson, Jan Barchan, Mathias Berg, Charlotta Falvin and Anders Harrysson. Stina Barchan is proposed to be re-elected as personal deputy for Jan Barchan.

The proposal for Board of Directors of Net Insight fulfils the provisions in the Swedish Corporate Governance Code with regards to independence. Jan Barchan and Stina Barchan are considered dependent in relation to the company's major shareholders. The other Board members are considered independent in relation to the company's major shareholders. All Board members and deputy Board members are considered independent in relation to the company and the executive 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.

Information about proposed members

Information on the proposed members of Net Insight, including the assessment of each member's independence is available on the company's website; www.netinsight.net.

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, the audit committee's recommendation 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 2022 annual general meeting, as well as that the fee to the auditor shall be on current 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 to propose that the number of members of the Nomination Committee is changed from four owner representatives together with the Chairman of the Board to three owner representatives together with the Chairman of the Board.

The principles for appointment of nomination committee is enclosed in its entirety in Appendix 1.

THE NOMINATION COMMITTEE
Net Insight AB (publ)

Principles for appointment of nomination committee

The nomination committee proposes that the following shall apply until a general meeting resolves otherwise:

The Chairman of the Board of Directors shall convene the three largest shareholders in the company based on Euroclear Sweden AB's list of shareholders (grouped) on the last day in August and on other reliable information provided by the company at that time. These shareholders have the right to appoint one representative each to be a member of nomination committee together with the Chairman of the Board until a new nomination committee has been appointed. The nomination committee elects a Chairman among its members.

If one of the three largest shareholders waives their right to appoint a member, the next largest shareholder, based on the number of votes, shall be entitled to appoint a member. If a member of the Committee resigns before the committee's work is finished, the same shareholder who appointed the resigning member is entitled to appoint a new member if deemed necessary. If this shareholder is no longer one of the three largest owners in the company, a new member shall be appointed by the new shareholder within this group.

The nomination committee shall be announced through a press release as soon as the committee is appointed. If the ownership structure is subsequently substantially changed, the composition of the nomination committee shall change accordingly and the change shall be announced by press release.

The nomination committee shall prepare the following proposals to submit to the annual general meeting for resolution:

- proposal of the Chairman of the annual general meeting,
- proposal of the number of members of the Board of Directors,
- proposal of members of the Board of Directors and proposal of the Chairman of the Board of Directors (and vice Chairman, if applicable)
- proposal of board fees to the Chairman (and vice Chairman, if applicable) and other non-employed members, as well as proposals for remuneration related to committee work, and
- proposals of auditor and audit firm and fees to the auditor or the audit firm (if applicable).

The nomination committee shall, in connection with its duties meet the information, according to the Swedish Companies Act and the Swedish Code of Corporate Governance for nominating committees. The nomination committee shall have the right to, for example, charge the company with costs for recruitment consultants that may be required for the committee to fulfil its mission. No remuneration is paid to the committee members.