

Bulletin from Net Insight's Annual General Meeting 2022

On 13 May 2022, Annual General Meeting (the "AGM") in Net Insight AB (publ) was held in Solna. The resolutions mentioned below, among others, were passed. The board's and the nomination committee's proposals have previously been published and are available at the company's website, www.netinsight.net.

Annual report, appropriation of result and discharge from liability

The AGM resolved to adopt the income statement and balance sheet, consolidated income statement and balance sheet for 2021. Furthermore, it was resolved that the company's results shall be carried forward and thus no dividend will be distributed. The AGM resolved to discharge the board members and the managing director from liability for 2021.

Board members and board fees

The AGM resolved in accordance with the nomination committee's proposals. Gunilla Fransson was re-elected as chair of the board. Jan Barchan, Mathias Berg and Charlotta Falvin were re-elected as board members and Stina Barchan was re-elected as personal deputy for Jan Barchan. Cecilia de Leeuw and Torbjörn Wingårdh were elected as new board members.

The AGM resolved that the remuneration to the board should amount to SEK 2,315,000 to be allocated with SEK 700,000 to the chair of the board and SEK 250,000 to each other board member who is not an employee in the company and SEK 125,000 to deputies who are not employees in the company. For work relating to committees, remuneration to the chair of the audit committee was resolved to be SEK 100,000 and SEK 50,000 to each member of the audit committee, SEK 50,000 to the chair of the remuneration committee and SEK 40,000 to each member of the remuneration committee.

Auditor

KPMG AB was elected as the company's auditor for the period up until the end of the annual general meeting 2023. Remuneration to the auditor will be on approved account.

Guidelines for remuneration for the group management

The AGM resolved to approve the board's proposal regarding guidelines for remuneration and other terms of employment for the group management.

The board's remuneration report

The AGM resolved to adopt the Board's remuneration report for 2021.

Authorization for the board to resolve to repurchase and transfer own shares

The AGM resolved to authorize the board 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 ten per cent of the total number of shares in the company. Further, the AGM resolved to authorize the board to resolve, on one or several occasions until the next annual general meeting, to transfer (sell) own shares.

The purpose of the authorization 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 programs. The purpose of the authorization to transfer own shares is to enable the board 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 programs.

Reduction of share capital through cancellation of shares

The AGM resolved that the company's share capital shall be reduced by SEK 847,000 for allocation to unrestricted equity through cancellation of 21,175,000 own B shares held by the company.

Incentive program 2022 and issue of warrants (LTI 2022)

The AGM resolved in accordance with the board's proposal regarding implementation of a long-term incentive program for employees not employed within the company's U.S. or UK operations. LTI 2022 comprises two series, Series 1 and Series 2, which both consist of warrants to be transferred to employees with a vesting period of three years after which the holder is entitled to exercise the warrants to subscribe for B shares during a period of three months. The resolution also included a resolution to issue not more than 7,400,000 warrants and the subsequent transfer of not more than 3,700,000 warrants, of which not more than 3,700,000 may be issued in Series 1 and not more than 3,700,000 may be issued in Series 2. Thus, transfer of warrants in accordance with the above may only be made to the extent that the total number of warrants of Series 1 and Series 2 in total does not exceed 3,700,000 warrants.

Change in articles of association

The AGM resolved to adopt new articles of association, wherein an article has been introduced to enable the board to collect powers of attorneys and to decide that shareholders shall be entitled to exercise their voting rights by post prior to a general meeting.

For further information, please contact:

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About Net Insight

Net Insight (Nasdaq: NETI B) provides the highest performing, most open video transport and media cloud technology for content providers as the industry standard for flexibility and service across live contribution, distribution and remote production media workflows.

For over 25 years, the world's leading content owners, broadcasters, production companies, service providers and enterprises have trusted Net Insight's Emmy® Award winning Nimbra technology to guarantee media delivery. Today, Net Insight partners with hundreds of customers in over 70 countries to ensure media flows across managed and unmanaged IP networks, and the cloud – from anywhere, to everywhere. It enables customers to get the best from any mix of virtualized, cloud and IP technology and is as the only platform to support all the major industry standards, protocols and clouds.

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Attachments

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