



The shareholders in NET INSIGHT AB (publ)

are hereby summoned to the annual general meeting on Tuesday, May 8, 2018 at 10 a.m. by the company's offices, Västberga Allé, Hägersten, Stockholm

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 Wednesday, May 2, 2018, and

secondly notify the company of their participation in the annual general meeting no later than Wednesday, May 2, 2018. The notification shall be in writing to Net Insight AB, Attn: Susanne Jonasson, Box 42093, SE-126 14 Stockholm, 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, should state 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.

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 Wednesday, May 2, 2018, 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 year 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.

The shareholders are reminded of their right to ask questions to the Board of Directors and the CEO at the annual general meeting in accordance with Chapter 7, Section 32 of the Swedish Companies Act (Sw. *aktiebolagslagen*).

Number of shares and votes

There are, as of the day of this notice, 389,933,009 shares, whereof 1,000,000 Class A shares and 388,933,009 Class B shares, and a total of 398,933,009 votes in the company. As of the day of this notice, the company holds 6,315,000 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 on the issue of synthetic options to group management and other key employees within the Net Insight group.
15. Resolution regarding authorization for the Board of Directors to resolve to repurchase and transfer of own shares.
16. Resolution on amendment of the articles of association.
17. 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), Lars Bergkvist (Lannebo Fonder), Jan Barchan (Briban Invest), Christian Brunlid (Handelsbanken fonder) and Lars Berg (Chairman of the Board of Directors of Net). Gunilla Fransson has been adjunct to the nomination committee. The nomination committee proposes that:

- The Chairman of the Board of Directors Lars Berg, is proposed to chair the annual general meeting (item 1).
- The number of members of the Board of Directors shall be 6, with one deputy member (item 9).
- The number of auditors shall be 1 without deputy auditors (item 9).
- That the 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 who are not employees in the company and SEK 120,000 to deputy members who are not employed in 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, SEK 50,000 to the chairman of the remuneration committee 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 Fritzon (board member since 2013), Jan Barchan (board member since 2015) and Charlotta Falvin (board member since 2016). Lars Berg has declined re-election. Further it is proposed that Stina Barchan is re-elected as personally deputy to Jan Barchan. Election of Mathias Berg as a new member of the Board. Mathias Berg is proposed to assume his position as member of the Board on September 1, 2018. For information about the Board members proposed for re-election, please see the annual report. Gunilla Fransson is proposed to be elected Chairman of the Board (item 11).

Mathias Berg

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.

- 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. The Board of Directors of Net Insight fulfills the obligations of an audit committee.

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, and for the Global Head of Sales at 220 per cent, of basic salary. For other senior executives, variable remuneration is capped at 60 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 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.

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.

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 deviate from these guidelines in special circumstances.

Proposal for resolution on the issue of synthetic options to group management and other key employees within the Net Insight group (item 14)

The Board of Directors proposes that the annual general meeting resolves to introduce a cash-based option programme related to Net Insight's share price development, mainly in line with the synthetic option programme adopted by the annual general meetings in 2017, 2016 and 2015. It is proposed that the programme is carried out through the issue of synthetic options ("Option Programme 2018").

The Board of Directors believes that a programme that in the long term gives employees within the group an opportunity to share in the growth in value of the company will maintain confidence in Net Insight and increase the value of its shares. Option Programme 2018 is expected to lead to greater involvement and increased motivation for the participants in the programme and result in those included in the programme having stronger ties to Net Insight. In addition, Option Programme 2018 is expected to align the interests of the participants with the interests of the shareholders. Option Programme 2018 is intended to include those who participated in Option Programme 2015, which expires in 2018, and newly employed members of the executive management and other key employees (the "Participants"). Net Insight's Board of Directors is of the opinion that Option Programme 2018 will benefit Net Insight's shareholders and that it will contribute to opportunities to recruit and retain competent employees.

In order to be able to carry out Option Programme 2018, the Board of Directors proposes that the annual general meeting decides on the main terms and conditions for the issue to the Participants of synthetic options related to Net Insight's share price during a period of three (3) years.

The proposal gives the Participants the right to acquire the synthetic options at market price. During the term of Option Programme 2018 there will be two payments made of equal installments to the Participants following the second and the third year of the term and these payments will in total correspond half of the price paid for the options. As the acquisitions will be made at market price, Net Insight will have no initial cost and the future cost for the company will

depend on the development of Net Insight's share price. The payment per synthetic option cannot exceed three times the share price at the time of the start of the programme.

The total value of the synthetic options at the maturity of Option Programme 2018, adjusted for the Participants' initial investment, paid strike price and the abovementioned installments, including social security contributions, will be Net Insight's cost for Option Programme 2018.

The proposal has been prepared together with external advisers and has been examined by the Remuneration Committee and the Board of Directors. The proposal was adopted by the Board of Directors on March 19, 2018.

Invitation for acquisition of and entering into an agreement regarding synthetic options shall be resolved by the Board of Directors according to the following terms and conditions:

- a) The opportunity to acquire synthetic options shall include the CEO, with a maximum of 400,000 synthetic options, members of group management, with a maximum of 150,000 synthetic options per person (or the higher number decided by the remuneration committee in the event that full subscription does not occur), and other key employees with a maximum of 75,000 synthetic options per person (or the higher number decided by the remuneration committee in the event that full subscription does not occur). Option Programme 2018 will consist of approximately twenty (20) persons. Members of Net Insight's Board of Directors are not included in the invitation.
- b) A maximum total of 2,425,000 synthetic options shall be issued in Option Programme 2018.
- c) Participants shall no later than June 20, 2018, or such other date as decided by the Board of Directors, provide notification of how many synthetic options he or she wishes to acquire.
- d) The Participants' acquisitions of synthetic options shall be made at market price. The price will be calculated by an independent valuation institute applying a standard valuation model (Black & Scholes).
- e) An amount corresponding to half the premium on the options will be repaid to Participants, net of tax, by way of two identical payments after the second and third year of the term for Option Programme 2018, subject to that the Participant are still employed within the Net Insight Group.
- f) The issue of synthetic options shall take place by an agreement being concluded between Net Insight and the Participants containing the following terms and conditions.
 - One synthetic option shall give the Participant the right to receive from Net Insight a cash amount corresponding to an average price of the Net Insight Class B share during a certain period before the request for exercise, after deducting the strike price set out below, however, with the limitation that such amount may not exceed three times the share price for the Net Insight Class B share at the time of the start of Option Programme 2018,

- The strike price shall be 120 per cent of the share price for the Net Insight Class B share at the time of the start of Option Programme 2018,
 - The term of the option shall be three (3) years,
 - The option shall be freely transferable, but subject to a pre-emptive right for Net Insight to acquire the option,
 - The participants are encouraged to re-invest the amount in the company's share.
- g) The Board of Directors shall be responsible for the detailed design and management of Option Programme 2018 within the framework of the main terms and guidelines set out above.
- h) The company's maximum total cost for Option Programme 2018 is estimated to amount to approximately MSEK 37. The costs have been estimated based on a share price of SEK 4.86 at the time of the start of the programme and that full allocation and maximum outcome will apply.

The annual general meeting's resolution according to the above shall be made taking into account the majority rules stipulated in Chapter 7, Section 40 of the Swedish Companies Act, which means that the resolution must be supported by shareholders representing more than half of the number of votes represented at the meeting.

Proposal for resolution regarding authorization for the Board of Directors to resolve to repurchase and transfer of own shares (item 15)

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 2 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.

Proposal for resolution on amendment of the articles of association (item 16)

The Board of Directors proposes that Section 2 of the articles of association is amended so the Board's registered office will be Solna, Sweden, replacing the reference to the current registered office, and that Section 12 is updated so it references to the new name of the act, since the act has changed name.

The complete articles of association that is proposed to be adopted by the general meeting is available at the company's website.

Shareholders representing approximately 31 per cent of the votes of all shares in the company have announced that they at the annual general meeting will support the above resolutions as regards items 1 and 9-12.

The annual report, the auditor's report and the auditor's statement whether the Board of Directors' guidelines for remuneration to key executives have been applied will not later than Tuesday, April 17, 2018 be held available at the company's office at Västberga Allé 9, Hägersten, Sweden, and on the company's website as well as sent to the shareholders who so request and inform the company of their postal address.

Stockholm, March, 2018

NET INSIGHT AB (publ)

The Board of Directors

For further information, please contact:

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This information is information that Net Insight AB is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact person set out above, at 08.45 am CET on March 29, 2018.

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.

For more information, please visit netinsight.net

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