

The Nomination Committee of Net Insight AB (publ)'s proposal for decision, motivated opinion and presentation of its work for the annual general meeting 2022

The Nomination Committee ahead of the annual general meeting 2022 has, in accordance with the instructions for the nomination committee adopted by the annual general meeting 2020, been constituted on the basis of the ownership structure of the company as per August 31, 2021. The nomination committee's composition was changed on February 25, 2022.

The Nomination Committee ahead of the annual general meeting 2022 has consisted of:

- Jan Barchan, appointed by Brihan Invest, Chairman of the Nomination Committee
- Lars Bergkvist, appointed by Johanna Lindner (joined on February 25, 2022)
- Lars Gauffin
- Martin Wallin, appointed by Lannebo Fonder (withdrew in December 2021)
- Gunilla Fransson, Chairman of the Board in 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 2022 regarding the following decisions:

- number of board members
- 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 five meetings with minutes and additional meetings for interviews. As a basis for its work, the Nomination Committee has informed itself of the company's business, goals and strategies through feedback from the Chairman of the Board and the CEO, it has informed itself of the board work evaluation that has been led by the chairman of the board, it has interviewed the board members, it has worked with an external recruitment agency, and it has received information from the chairman of the Audit Committee regarding the audit of the company and the procurement for an auditor that the Audit Committee has led. The shareholders have been given opportunity to submit proposals to the Nomination Committee.

In the preparation of its proposals, the Nomination Committee has considered the company's business and the challenges that lie ahead. These considerations have formed a basis for the assessment of what competence, experience and background is required 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. 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. In this work, the Nomination Committee has identified Cecilia de Leeuw and Torbjörn Wingårdh as two persons with experience and competence in areas that will supplement the boards members who are proposed for re-election.

The Nomination Committee considers the proposed board composition to be appropriate in terms of diversity and has a well-balanced set of competences and experience suited for the company's business and its opportunities and challenges that lie ahead.

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 2022 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 fees in comparison with last year, SEK 2,315,000 in total, allocated as follows:

- SEK 700,000 to the Chairman of the Board,
- SEK 250,000 to each of the other board members elected by the general meeting,
- SEK 125,000 to the deputy elected by the general meeting,
- SEK 100,000 to the Chairman of the Audit Committee,
- SEK 50,000 to each other member of the Audit Committee,
- SEK 50,000 to the Chairman of the Remuneration Committee,
- SEK 40,000 to each other 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, Jan Barchan, Mathias Berg, Charlotta Falvin. Kjell Arvidsson and Anders Harrysson have declined re-election.

The Nomination Committee proposes new election of Cecilia de Leeuw and Torbjörn Wingårdh as board members.

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; <https://netinsight.net/board-management/>. Information about the proposed new board members is found in Appendix 1.

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 Audit Committee, that the meeting elects the registered public accounting firm KPMG AB as its auditor until the end of the 2023 annual general meeting, as well as that the fee to the auditor shall be on current accounts. The accounting firm has informed that the public accountant Henrik Lind will be auditor in charge if the meeting resolves in accordance with the Nomination Committees proposal.

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

Principles for appointment of nomination committee

The Nomination Committee has reviewed the current instructions for the nomination committee, as adopted by the 2021 annual general meeting, and has decided not to propose any changes to these.

THE NOMINATION COMMITTEE
Net Insight AB (publ)

Appendix 1

Cecilia de Leeuw

Proposed as new board member

Born: 1968

Education: Master of Science in Industrial Engineering and Management, The Institute of Technology at Linköping University.

Current positions and other significant duties: Vice President and Head of Industry Telecom & Consumer, Tietoevry. Board member and chairman of the Remuneration Committee for Kambi.

Work experience: Cecilia joined Tietoevry from Ericsson in 2018. With Ericsson, she held various senior leadership positions, most recently as VP Sales in Canada. Cecilia has more than 25 years experience from complex system sales, global product management, including postings for Ericsson in Asia and North America.

Holdings* in Net Insight AB: 0

Torbjörn Wingårdh

Proposed as new board member

Born: 1964

Education: Degree of Master of Science in Business and Economics, Stockholm School of Economics

Current position and other significant duties: CFO, RaySearch Laboratories AB (publ)

Work experience: CFO at Mycronic AB, CFO business area Saab SDS and senior positions within Investor AB in Sweden and USA

Holdings* in Net Insight AB: 0