



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 Friday, May 7, 2021.

In order to prevent the spread of Covid-19, the Board of Directors has resolved that the annual general meeting will be carried out through advance voting, without the physical presence of shareholders, proxies and third parties.

Net Insight welcomes all shareholders to exercise their voting rights at the annual general meeting through advance voting, pursuant to temporary legislation, as described below. Information on the resolutions passed at the annual general meeting will be published on May 7, 2021, as soon as the result of the advance voting has been finally confirmed.

The shareholders may request in the advance voting form that a resolution on one or several of the matters on the proposed agenda below should be deferred to a so-called continued general meeting, which cannot be conducted solely by way of advance voting. Such general meeting shall take place if the annual general meeting so resolves or if shareholders with at least one tenth of all shares in the company so requests.

Notification etc.

Shareholders who wish to participate in the annual general meeting must

firstly be registered in the shareholders' register maintained by Euroclear Sweden AB on Thursday, April 29, 2021

secondly notify the company of its intention to participate at the annual general meeting by casting its advance vote in accordance with the instructions under the heading "*Advance voting*" below so that the advance voting form is received by Net Insight no later than Thursday, May 6, 2021.

The information provided in the notification will be processed and used only for the annual general meeting. See below for further 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 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 Monday, May 3, 2021, when such re-registration must have been completed.

Advance voting

The shareholders may only exercise their voting rights at the general meeting by voting in advance, so-called postal voting in accordance with Section 22 of the Act (2021:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

A special form shall be used for advance voting. The form is available on Net Insight's website, www.netinsight.net. The advance voting form is considered as the notification of participation.

The completed voting form must be received by the company no later than Thursday, May 6, 2021. The form may be submitted via e-mail to agm@netinsight.net or by post to Net Insight AB, Att: Joakim Schedvins, Box 1200, SE-171 23 Solna, Sweden.

If the shareholder votes in advance by proxy, a power of attorney shall be enclosed to the form. If the shareholder is a legal entity, a certificate of incorporation or a corresponding document shall be enclosed to the form. 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. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the advance vote in its entirety) is invalid. Further instructions and conditions are included in the form for advance voting.

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. Election of one or two persons to approve the minutes.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Determination as to whether the meeting has been duly convened.

6. Presentation of the annual accounts and the auditor's report, and the group annual accounts and the auditor's report on the group accounts.
7. 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 and deputy member of the Board of Directors and the managing director.
8. Determination of the number of members and deputy members of the Board of Directors as well as the number of auditors and deputy auditors.
9. Determination of the fees to:
 - a. the Board of Directors, and
 - b. the auditors.
10. Election of the members and deputy members of the Board of Directors:
 - a. Gunilla Fransson,
 - b. Kjell Arvidsson
 - c. Jan Barchan,
 - d. Mathias Berg,
 - e. Charlotta Falvin,
 - f. Anders Harrysson, and
 - g. Stina Barchan as personally deputy to Jan Barchan.
11. Election of the Chairman 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. Presentation of the Board's remuneration report for approval.
15. Resolution regarding the nomination committee.
16. Resolution regarding authorisation for the Board of Directors to resolve to repurchase and transfer of own shares.

Election of a Chairman of the meeting (item 1)

The nomination committee proposes that the Chairman of the Board of Directors Gunilla Fransson shall be appointed Chairman of the annual general meeting.

Election of one or two persons to approve the minutes (item 2)

Per Klint or he has an impediment to attend, the person instead appointed by the Board of Directors, are proposed to be elected to approve the minutes of the annual general meeting together with the Chairman. The task of approving the minutes also includes verifying the voting list and that the advance votes received are correctly stated in the minutes of the annual general meeting.

Preparation and approval of the voting list (item 3)

The voting list proposed for approval under item 3 on the agenda is the voting list prepared by the company, based on the annual general meeting's share register and advance votes received, as verified by the persons approving the minutes.

Resolution regarding appropriation of the company's result according to the adopted balance sheet (item 7 (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.

Determination of the number of members and deputy members of the Board of Directors as well as the number of auditors and deputy auditors (item 8)

The nomination committee proposes that the number of members of the Board of Directors shall be six, with one deputy member and that the number of auditors shall be one without any deputy auditors.

Determination of fees to the Board of Directors and the auditors (item 9)

The nomination committee proposes that the fees to the Board of Directors shall in total amount to SEK 2,315,000 to be allocated with SEK 700,000 to the Chairman of the Board and SEK 250,000 to each other member of the Board of Directors who are not employed by the company and SEK 125,000 to deputy members who are not employed by the company. The remuneration to the chairman of the audit committee should 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 amount to SEK 50,000 to and SEK 40,000 to each member of the remuneration committee.

The nomination committee proposes that the auditors' fee shall be on current accounts.

Election of the members and deputy members of the Board of Directors (item 10)

The nomination committee proposes re-election of the board members Gunilla Fransson, Kjell Arvidsson, Jan Barchan, Mathias Berg, Charlotta Falvin and Anders Harrysson. 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.

Election of the Chairman of the Board of Directors (item 11)

The nomination committee proposes that Gunilla Fransson is re-elected as Chairman of the Board.

Election of auditors (item 12)

The nomination committee proposes re-election of the auditor Deloitte AB. If re-elected, Deloitte has informed that Therese Kjellberg will continue as auditor in charge. The proposal is in accordance with the Board of Directors' proposal and the audit committee's 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' guidelines for determination of remuneration and other terms of employment for senior executives in accordance with the following.

Guidelines for group management's terms and remuneration and general remuneration principles

These guidelines include the CEO and members of the group management. Remuneration under employments subject to other rules than Swedish may be duly adjusted to comply with mandatory rules or established local practice, taking into account, to the extent possible, the overall purpose of these guidelines. The guidelines are applicable to remuneration agreed, and amendments to remuneration already agreed, after adoption of the guidelines by the annual general meeting 2021. These guidelines do not apply to any remuneration decided or approved by the general meeting.

The guidelines' promotion of the company's business strategy, long-term interests and sustainability

Net Insight develops and sells hardware and software products for the global media industry. Net Insight's solutions are used by customers to build secure and reliable media networks.

A prerequisite for the successful implementation of the company's business strategy and safeguarding of its long-term interests, including its sustainability, is that the company is able to recruit and retain qualified personnel. To this end, it is necessary that the company offers competitive remuneration. These guidelines enable the company to offer the group management a competitive total remuneration.

From time to time, the Board of Directors may propose share-based long-term incentive programs, which are then considered by the general meetings separately and are therefore excluded from these guidelines. The programs shall have a clear link to the business strategy and thereby to the company's long-term value creation, including its sustainability. The plans are conditional upon the participants' own investments and certain holding periods of several years. For more information on the current program, see the company's website:

<https://investors.netinsight.net/corporate-governance/incentive-programs-and-remuneration/>

Variable cash remuneration covered by these guidelines shall aim at promoting the company's business strategy and long-term interests, including its sustainability.

Types of remuneration, etc.

The remuneration shall be on market terms and may consist of the following components: fixed cash salary, variable cash remuneration, pension benefits and other benefits. Additionally, the general meeting may – irrespective of these guidelines – resolve on, among other things, share-related or share price-related remuneration.

The satisfaction of criteria for awarding variable cash remuneration shall be measured over a period of one or several years. For the CEO and the president of global sales, the variable cash remuneration may amount to not more than 100 per cent of the total fixed cash salary under the measurement period. For other executives, the variable cash remuneration may amount to not more than 40 per cent of the total fixed cash salary under the measurement period.

For the CEO, pension benefits, including health insurance (Sw. sjukförsäkring), shall be premium defined. Variable cash remuneration shall not qualify for pension benefits. The pension premiums for premium defined pension shall amount to not more than 30 per cent of the fixed annual cash salary.

For other executives, pension benefits, including health insurance, shall be premium defined. The pension premiums for premium defined pension may amount to not more than 35 per cent of the fixed annual cash salary. However, a senior executive's pension premiums for premium defined pension may amount to not more than 55 per cent of the fixed annual cash salary, in case of a full outcome of variable remuneration since variable remuneration pursuant to the applicable collective bargaining agreement entitles to pension.

Other benefits may include, for example, life insurance, medical insurance (Sw. sjukvårdsförsäkring), accident insurance and company cars. Such benefits may amount to not more than 5 per cent of the fixed annual cash salary.

Termination of employment

When termination is made by the executive, the period of notice may not to exceed six months without any right to severance pay.

When the termination is made by the company, notice period may not exceed twelve months for the CEO and six months for other executives, however, with the exception of senior executives who based on the collective bargaining agreement's criteria as regards to employment and age has 12 months period of notice upon termination of the company. Fixed cash salary during the period of notice and severance pay may together not exceed an amount equivalent to 18 months of fixed cash salary for the CEO and 12 months for the other senior executives. Fixed cash salary and severance pay shall be set-off against other income.

Additionally, remuneration may be paid for non-compete undertakings. Such remuneration shall compensate for loss of income and shall only be paid in so far as the previously employed executive is not entitled to severance pay. The remuneration shall amount to not more than 60 per cent of the fixed cash salary at the time of termination of employment and be paid during the time the non-compete undertaking applies, however not for more than twelve months following termination of employment.

Criteria for awarding variable cash remuneration, etc.

The variable cash remuneration shall be linked to predetermined and measurable criteria which can be financial or non-financial and consist of individualized, quantitative or qualitative objectives. The objectives shall be designed so as to contribute to the company's business

strategy and long-term interests, including its sustainability, by for example being clearly linked to the business strategy. Senior executives' variable remuneration shall be 70 per cent based on measurable financial goals, such as (but not limited to) a combination of revenue and earnings.

To which extent the criteria for awarding variable cash remuneration has been satisfied shall be evaluated/determined when the measurement period has ended. The remuneration committee is responsible for the evaluation of variable remuneration to the CEO and submit to the board of directors for approval. For variable cash remuneration to other executives, the CEO is responsible for the evaluation and the remuneration committee is responsible for approval. For financial objectives, the evaluation shall be based on the latest financial information made public by the company.

Conditions for variable remuneration shall be designed so that the board of directors has a) the right to limit payment in part or in full if exceptional economic conditions prevail and such a measure is considered reasonable; and b) is entitled to withhold or claim back paid variable remuneration to senior executives if such remuneration subsequently has been founded incorrect, due to improper actions or negligence.

The board of directors has the right to limit or refrain from payment of the senior executives' variable remuneration if the executive has violated or disregarded the company's codes of conduct.

Salary and employment conditions for employees

In the preparation of the board of directors' proposal for these remuneration guidelines, salary and employment conditions for employees of the company have been taken into account by including information on the employees' total income, the components of the remuneration and increase and growth rate over time, in the remuneration committee's and the board of directors' basis of decision when evaluating whether the guidelines and the limitations set out herein are reasonable. Collective bargaining agreements shall also be taken into consideration.

The decision-making process to determine, review and implement the guidelines

The board of directors has established a remuneration committee. The committee's tasks include preparing the board of directors' decision to propose guidelines for executive remuneration. The board of directors shall prepare a proposal for new guidelines at least every fourth year and submit it to the general meeting. The guidelines shall be in force until new guidelines are adopted by the general meeting. The remuneration committee shall also monitor and evaluate programs for variable remuneration for the executive management, the application of the guidelines for executive remuneration as well as the current remuneration structures and compensation levels in the company. The CEO and other members of the group management do not participate in the board of directors' processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

Derogation from the guidelines

The board of directors may temporarily resolve to derogate from the guidelines, in whole or in part, if in a specific case there is special cause for the derogation and a derogation is necessary to serve the company's long-term interests, including its sustainability, or to ensure the company's financial viability. As set out above, the remuneration committee's tasks include preparing the board of directors' resolutions in remuneration-related matters. This includes any resolutions to derogate from the guidelines.

Description of material changes to the guidelines and how the views of shareholders' have been taken into consideration

These guidelines have been prepared for the annual general meeting 2021 and are essentially based on earlier guidelines for remuneration to members of the group management, entailing that no material changes have been made to the guidelines. The guidelines are annually reviewed by the remuneration committee that, in case of amendments, submits these to the board of directors and to the general meeting, respectively, for comments and decisions, respectively.

Resolution regarding the nomination committee (item 15)

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.

Resolution regarding authorisation for the Board of Directors to resolve to repurchase and transfer of own shares (item 16)

The Board of Directors proposes that the annual general meeting authorises 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 ten 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 Director'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.

The shareholders are reminded of their right to receive information in accordance with Chapter 7 Section 32 of the Swedish Companies Act.

The annual report for the financial year of 2020, the auditor's report, the Board of Directors' remuneration report and the auditor's statement whether the Board of Directors' guidelines for remuneration to key executives have been applied and the Board of Director's complete proposals and supporting documents in accordance with the Swedish Companies Act 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.

Solna, April 2021

NET INSIGHT AB (publ)

The Board of Directors

Attachments

[The shareholders in NET INSIGHT AB \(publ\)](#)