

## **Net Insight AB's Nomination Committee's proposals and motivated opinion to the annual general meeting 2024, and report on how the nomination committee has conducted its work**

The Nomination Committee ahead of the annual general meeting 2024 has consisted of:

- Stina Barchan, appointed by Briban Invest AB, Chair of the Nomination Committee
- Jesper Bergström, appointed by Handelsbanken fonder
- Peter Sjögren, appointed by Edgar Sesemann
- Gunilla Fransson, Chair 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 2024 regarding the following decisions:

- number of board members
- election of chair of the Board of Directors and other Board members,
- fees for the Board of Directors allocated between the chair 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 six 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 Chair of the Board and the CEO, it has informed itself of the board work evaluation that has been led by the Chair of the Board, it has interviewed the board members and it has received the Audit Committee's recommendation regarding the election of auditor and auditor fees. 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.

Due to Gunilla Fransson's announcement that she will not make herself available for re-election, the nominating committee has focused specifically on finding a new chair of the board. In this work, the Nomination Committee has identified Anna Söderblom as a candidate with extensive experience working both as a leader and investor in IT companies, combined with a strong academic background and extensive board experience in small and medium-sized enterprises. Anna complements the four members proposed for re-election well, and the nominating committee is convinced that Anna will be an excellent chair to lead the board's work forward. The board is hereby proposed to remain unchanged with five board members after the 2024 annual general meeting. 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 nominating committee would like to extend warm thanks to Gunilla Fransson for her many years of valuable contributions as a member and chair of the board of Net Insight.

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 Axel 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, which is justified for reasons of continuity.

The nomination committee has discussed the level and structure of board fees. The proposed fee levels entail a 3% increase, rounded to the nearest thousand SEK, for regular board work, a SEK 5,000 increase for each member of the Audit Committee, and unchanged remuneration levels for the Remuneration Committee. The nominating committee finds the increases in board fees justified based on an evaluation of remuneration levels in companies of similar size and complexity, as well as considering inflation and the increased workload in the audit committee..

## **The Nomination Committee's proposals for resolution**

### ***Election of Chair at the meeting***

The Nomination Committee proposes that the Chair of the Board Gunilla Fransson, is elected to chair the 2024 annual general meeting.

### ***Board fees for the Chair, other Board members and the deputy***

The Nomination Committee proposes fees of SEK 2,225,000 in total, allocated as follows:

- SEK 773,000 to the Chair of the Board,
- SEK 283,000 to each of the other board members elected by the general meeting,
- SEK 139,000 to the deputy elected by the general meeting,
- SEK 105,000 to the Chairman of the Audit Committee,
- SEK 55,000 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 five board members and one deputy.

The Nomination Committee proposes re-election of board members Jan Barchan, Cecilia de Leeuw, Karl Thedéen and Torbjörn Wingårdh. The Nomination Committee proposes new election of Anna Söderblom as board member. Gunilla Fransson has declined re-election.

The Nomination Committee proposes re-election of Axel Barchan as personal deputy for Jan Barchan.

The Nomination Committee proposes election of Anna Söderblom as Chair of the Board.

Information on the board members proposed for re-election 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 proposes that the number of auditors should be one without deputy auditors.

The Nomination Committee proposes that auditor fees shall be paid according to approved invoices.

The Nomination Committee proposes, in accordance with the recommendation from the Audit Committee, that the meeting re-elects the registered public accounting firm KPMG AB as its auditor until the end of the 2025 annual general meeting.

The accounting firm has informed that the public accountant Henrik Lind will continue as auditor in charge if the meeting resolves in accordance with the Nomination Committees proposal.

***Principles for appointment of nomination committee***

The Nomination Committee has reviewed the current instructions for the nomination committee adopted by the 2023 annual general meeting and proposes no changes to these.

---

THE NOMINATION COMMITTEE  
**Net Insight AB (publ)**

## Appendix 1

### **Information on persons proposed for new election**

#### **Anna Söderblom**

*Proposed as new ordinary board member and chair of the board*

Born 1964. Holds a university degree in mathematics from Lund University and a doctoral degree in economics from the Stockholm School of Economics.

Anna Söderblom is a teacher and researcher at the Stockholm School of Economics, chair of the board of Proact IT Group AB, and a board member of Länsförsäkringar Liv AB, BTS Group AB, HAKI Safety AB, Dedicare AB, and Webstep ASA.

Anna has previously served as an investment manager at Industrifonden, as well as support manager and marketing director at Microsoft Nordic.

Holdings\* in Net Insight: None.

\*Includes both own and related natural or legal person's holdings.