

Notice to Attend Annual General Meeting in Net Insight

*The shareholders in **NET INSIGHT AB (publ)** are hereby summoned to the annual general meeting on Thursday, April 26, 2012 at 10 a.m. by the company's offices, Västberga Allé 9, 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 Friday, April 20, 2012, and

secondly notify the company of their participation in the annual general meeting no later than 4.00 p.m. on Friday, April 20, 2012. The notification shall be in writing to Net Insight AB, Attn: Eva Askerlund, Box 42093, 126 14 Stockholm, via telephone: +46 8-685 04 00, via fax: +46 8-685 04 20 or via e-mail: agm@netinsight.net. The notification should state the name, personal/corporate identity number, address, telephone number and shareholding and, when applicable, 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 Friday, April 20, 2012, 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 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 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 and 400.283.009 votes in the company. As of the day of this notice, the company holds no own 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 verify the minutes.
5. Determination as to whether the meeting has been duly convened.
6. Speech 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. Decision:
 - 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.
12. Election of auditors.
13. Proposal for resolution regarding the nomination committee.

NET INSIGHT AB

Box 42093
SE-126 14 Stockholm
Sweden

Phone: +46 8 6850400
Fax: +46 8 6850420
www.netinsight.net

Org.No: 556533-4397
Vat.No: SE556533439701
E-mail: info@netinsight.net

14. Proposal for resolution regarding guidelines for remuneration and other terms of employment for the group management.
15. 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 accumulated profit of the year, SEK 707,863,495 is brought forward.

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 2011, consists of Lars Bergkvist, chairman, (Lannebo Fonder), Clifford H. Friedman (Constellation Growth Capital), Åsa Nisell (Swedbank Robur fonder), Ramsay Brufer (Alecta) and Lars Berg (chairman in Net Insight AB and European Venture Partner for Constellation Growth Capital). 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 7, with no deputy members (item 9).
- The number of auditors shall be one without deputy auditors (item 9).
- That the fees to the board of directors shall amount to SEK 1.275.000 to be allocated with SEK 400.000 to the chairman of the board of directors and SEK 175.000 to each other member of the board of directors who are not employees in the company. No fee shall be paid for work in the committees of the board of directors (item 10).
- Auditors' fee is proposed to be on approved account (item 10).
- Re-election of the board members Lars Berg, Clifford H. Friedman, Bernt Magnusson, Gunilla Fransson, Arne Wessberg, Anders Harrysson and Fredrik Trägårdh as a board member. Lars Berg is proposed to be re-elected as chairman of the board (item 11).
- Re-election of the auditor Öhrlings PricewaterhouseCoopers AB (item 12).

Proposal for resolution regarding the nomination committee (item 13)

The nomination committee proposes that the annual general meeting resolves to approve the nomination committee's proposal for resolution regarding the nomination committee as set forth below.

The chairman of the board of directors shall contact the company's four largest shareholders in terms of voting rights, based on Euroclear Sweden AB's list of shareholders (by groups of owners) on the last banking day in August, and on other reliable information provided to the company at this time, who may each appoint one representative to serve as a member of the nomination committee along with the chairman of the board of directors up until the end of the end of the next annual general meeting or, if necessary, up until a new nomination committee has been appointed. The nomination committee decides among itself who is to be chairman.

If any of the four largest shareholders does not exercise its right to appoint one representative to the nominating committee that right passes to the shareholder who, next to the abovementioned shareholders, is the largest shareholder in terms of voting rights. If a member of the nomination committee resigns prior to the conclusion of the work of the committee, the same shareholder who appointed the resigning member shall, if considered to be required, appoint a successor, or if that shareholder no longer, in terms of voting rights, is one of the four largest shareholders, by the new shareholder of that group. The composition of the committee shall be made public through a separate press release as soon as it has been appointed. In case the ownership structure would change substantially thereafter, the composition of the committee shall change accordingly.

The task of the nomination committee shall be to present the following proposals to the annual general meeting: proposal with respect to the number of members of the board of directors to be elected by the annual general meeting, proposal with respect to the fees for the board of directors allocated between the chairman and the other members of the board of directors and possible fees for work in the committees of the board of directors, the composition of the board of directors, the chairman of the board of directors, chairman of the annual general meeting, appointment of the nomination committee and, when applicable, for the election of auditors and the fees for the auditors.

The nomination committee should in conjunction with its work fulfill other duties that according the Swedish code for corporate governance, should be fulfilled by the nomination committee.

The nomination committee shall have the right to charge the company for expenses such as those incurred in conjunction with the use of recruitment consultants, whose assistance may be required to enable the nomination committee to execute its duties properly. No fees are payable to members of the nomination committee.

Proposal for resolution regarding guidelines for remuneration and other terms of employment for the group management (item 14)

There has been no deviation from the resolution at the annual general meeting 2011 regarding the senior executives' terms and remunerations and general remuneration principles during 2011.

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.

The senior executives' terms and remunerations and general principles for remuneration

The company offers salaries and remunerations in line with market practice, as concerned by external compensation database, based on a fixed and a variable component. Remuneration to the CEO and senior executives consist of base salary, variable remuneration, employee stock options and pension benefits. "Senior executives" refers to the CEO and the other members of the management team, which in addition to the CEO, consists of seven persons. The division between fixed and variable remuneration is in proportion to the respective manager's responsibility and authority. The variable remuneration is based on a combination of revenue, results and activity targets.

For the CEO the annual variable remuneration is capped at 100 per cent and for other senior executives, not including the global head of sales, at 30-60 per cent of the base salary. 70 per cent of the variable remuneration is based on measurable financial targets. For the global head of sales applies a compensation model where the variable remuneration is 100% based on net sales. For certain senior executives, up to half of the outcome of the variable compensation, which is earned in 2012, 2013 and 2014, is put in escrow and paid out in April 2015. A multiplier is applied to the accumulated amount in escrow. The multiplier depends on the fulfilment of strategic objectives set by the board.

Almost the entire personnel have some kind of variable remuneration and all personnel are offered to participate in employee stock option plans, assuming that they are employed when the program is launched.

Reservation of all variable remuneration as well as social charges is made in the accounts.

Pension liability

The company's pension liability towards the CEO amounts to 35 per cent of the fixed annual salary, excluding variable remuneration. Towards the other group managers the pension liability amounts to between 20 to 30 per cent of the annual salary. All contributions to pension plans are defined.

Redundancy payment

The company and the CEO have a reciprocal notice period of six months. Upon termination by the company, a redundancy payment corresponding to 18 monthly salaries is obtained. Any salary or other remuneration that the CEO obtains from employment or other business conducted under the 18 months period following the termination is set off against the redundancy payment. Upon termination by the company, the deputy-CEO obtains a redundancy payment of 3 monthly salaries. Any salary or other remuneration that the deputy-CEO obtains from employment or other business conducted under the 3 months period following the termination is set off against the redundancy payment. The company and the other group managers have a reciprocal notice period of 3-6 month.

The board shall have the right to deviate from these guidelines if special reasons exist.

Shareholders representing approximately 41.3 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 9-13.

The annual report, the auditor's report as well as the auditor's statement whether the board of directors' guidelines for remuneration to key executives have been applied will not later than Thursday, April 5, 2012 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, 2012

NET INSIGHT AB (publ)

The board of directors

Net Insight AB discloses the information provided herein pursuant to the Securities Market Act and/or the Financial Instruments Trading Act. The information was submitted for publication on March 26, 2012 at 11.00 am CET.

For further information, please contact:

Fredrik Trägårdh, CEO of Net Insight, +46 8 685 04 00, fredrik.tragardh@netinsight.net

About Net Insight

Net Insight delivers the world's most efficient and scalable transport solution for Broadcast and IP Media, Digital Terrestrial TV, Mobile TV and IPTV/CATV networks.

Net Insight products truly deliver 100 percent Quality of Service with three times improvement in utilization of bandwidth for a converged transport infrastructure. Net Insight's Nimbra™ platform is the industry solution for video, voice and data, reducing operational costs by 50 percent and enhancing competitiveness in delivery of existing and new media services.

*More than 150 world class customers run mission critical video services over Net Insight products in over 50 countries. Net Insight is quoted on the NASDAQ OMX, Stockholm.
For more information, visit www.netinsight.net*