

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 25, 2013 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 19, 2013, and

secondly notify the company of their participation in the annual general meeting no later than 4.00 p.m. on Friday, April 19, 2013. The notification shall be in writing to Net Insight AB, Attn: Susanne Jonasson, 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 to 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 19, 2013, 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 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.
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 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 2012, consists of Lars Bergkvist, chairman, (Lannebo Fonder), Clifford H. Friedman (Constellation Growth Capital), Annika Andersson (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. Following a separate agreement with the company, a board member may invoice the fees for the board work, together with statutory social security contributions and value added tax, through a company owned by the board member, subject to the precondition that such payment is cost neutral to the company (item 10).
- Auditors' fee is proposed to be on approved account (item 10).
- Re-election of the board members Lars Berg, Gunilla Fransson, Anders Harrysson and Fredrik Trägårdh and new election of Cecilia Beck-Friis, Crister Fritzson and Regina Nilsson, presented below. Bernt Magnusson, Arne Wessberg and Clifford H. Friedman have declined re-election. Through nomination via the nomination committee, Constellation Growth Capital continues to have

representation on the Net Insight board through Lars Berg, European Venture Partner for Constellation Growth Capital. For more information about the board members proposed for re-election, please see the annual report. 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).

Cecilia Beck-Friis, born 1973. Manager at Digitala medier TV4 AB and board member of MMS AB (Mediamätning i Skandinavien). Cecilia Beck-Friis has studied at IFL Handelshögskolan, the Executive Management Program, and within marketing and sales at Berghs School of communication. Cecilia Beck-Friis previous employments include positions as business division manager at Nischkanaler TV4 AB, deputy CEO at TV4 Vision AB and business division manager at Licens och Förlag TV4 AB. Cecilia Beck-Friis holds no shares in Net Insight. Cecilia Beck-Friis is considered to be independent of the company and its executive management and is also to be considered independent in relation to the company's major shareholders.

Crister Fritzson, born 1961. CEO and President at SJ AB and board member of Systembolaget. Diploma in Market Economy and former CEO and President at Teracom Group and Boxer, Executive VP Global Marketing & Sales Allgon Systems and has held a number of executive positions within Motorola. Crister Fritzson holds no shares in Net Insight. Crister Fritzson is considered to be independent of the company and its executive management and is also to be considered independent in relation to the company's major shareholders.

Regina Nilsson, born 1961. Senior Industry Consultant at Teradata Corp, USA. Regina Nilsson holds a Bachelor of Science from University of California, Irvine, USA and a MBA in corporate strategy from Pepperdine University, Malibu, USA. Regina Nilsson previous employments include positions as Principal Consultant at Nokia Siemens Networks, CEO at Namastech AB, Managing Principal at Ericsson Business Consulting, Associate Partner at IBM Business Consulting Services and Management Consultant at Gemini Consulting. Regina Nilsson holds no shares in Net Insight. Regina Nilsson is considered to be independent of the company and its executive management and is also to be considered independent in relation to the company's major shareholders.

Proposal for resolution regarding the nomination committee (item 13)

The Nomination Committee proposes that the Annual General Meeting resolves to approve the committee's proposal for a decision regarding the nomination committee as set out below.

The Chairman of the Board shall convene the four largest shareholders in the company based on Euroclear Sweden AB's list of shareholders (grouped) on the last business day in August and on other reliable information provided by the company at that time, who shall each appoint a representative 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.

If one of the four largest shareholders waives their right to appoint a member shall the next largest shareholder, based on the number of votes, 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 four 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 ownership is then substantially changed the composition of the Committee changed accordingly.

The Nomination Committee shall prepare the following proposals to submit to the Annual General Meeting for resolution: the number of Board members to be appointed by the Meeting, the Board fees and distribution between the Chairman of the Board and the other Board members and remuneration for committee work, proposal of Board members, proposal of the Chairman of the Board, the Chairman of the Annual General Meeting, nomination process and, where appropriate, a proposal for election of auditors and proposals for remuneration of the auditors.

The Nomination Committee shall, in connection with its duties meet the information, according to the Swedish Code of Corporate Governance for Nominating Committees.

The Nomination Committee shall have the right to 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.

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 2012 regarding the senior executives' terms and remunerations and general remuneration principles during 2012.

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 verified 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 six 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 36,6 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 4, 2013 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, 2013

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 25, 2013 at 10.00 CET.

For further information, please contact:

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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 175 world class customers run mission critical video services over Net Insight products in over 60 countries. Net Insight is quoted on the NASDAQ OMX, Stockholm.
For more information, visit www.netinsight.net*