

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, May 8, 2014 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, May 2, 2014, and
- secondly* notify the company of their participation in the annual general meeting no later than 4.00 p.m. on Friday, May 2, 2014. 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 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, May 2, 2014, 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 2013, 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 6, with no deputy members (item 9).
- The number of auditors shall be 1 without deputy auditors (item 9).
- That the fees to the board of directors shall amount to SEK 1,350,000 to be allocated with SEK 425,000 to the chairman of the board of directors and SEK 185,000 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, Cecilia Beck-Friis, Crister Fritzson and Regina Nilsson. For 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 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 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 2014 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, 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 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)

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 and pension benefits. "Senior executives" refers to the ten persons, including the CEO, which constitute the group management and members of the board of directors with whom an employment or consultancy agreement has been entered into. 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 Global Head of Sales and the VP New Segment Sales the annual variable remuneration is capped at 100 per cent and for other senior executives at 20-60 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 a compensation model where the variable remuneration is 100 per cent based on financial targets is applied. Certain senior executives (as invited by the board of directors) participate in a synthetic share program in which up to half of the outcome of the variable compensation is put in escrow and paid out in the fourth year following the vesting period. At the time of payment, a multiplier will be applied to the amount held in escrow to reflect the share price development during these three years. The multiplier is calculated based on the ratio of the average share price for two eight-week periods, where the first period commences on the same day as the year-end report is made public during the year following the first year of the vesting period, and the second period commences on the same day as the year-end report is made public during the year when payment shall occur (i.e. three years between the periods). The average share price is calculated as the average of the daily closing

share prices for each eight-week period. The multiplier is limited to a maximum value of five and minimum value of zero point five.

To the extent a board member conducts work, in addition to the board work, on behalf of the company or another group company, consultancy fee and/or other remuneration could be payable.

Almost the entire personnel have some kind of variable remuneration. 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 30 per cent of the fixed annual salary, excluding variable remuneration. Towards the other group managers the pension liability amounts to between 15 and 25 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 12 monthly salaries is obtained. Any salary or other remuneration that the CEO obtains from employment or other business conducted under the 12 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.

Deviations during 2013

In accordance with the guidelines for remuneration adopted at the annual general meeting in 2013, the board of directors has deviated from the guidelines in relation to remuneration to a board member for consultancy services at a value of SEK 120,000, board fee aside. The reason for the deviation is the board member's profound knowledge within sales and organization and instant availability, which were two of the main criteria for selecting a consultant.

Shareholders representing approximately 33 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 17, 2014 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, April, 2014

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 April 7, 2014 at 10.00 am 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 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 200 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, please visit www.netinsight.net