

## Notice to attend the Annual General Meeting in Net Insight AB

**The shareholders in NET INSIGHT AB (publ) reg.no. 556533-4397, with registered office in Stockholm, Sweden, are hereby summoned to the annual general meeting on Friday, May 8, 2020 at 10 a.m. at the company's offices, Smidesvägen 7, Solna**

### **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 Saturday, May 2, 2020. Since the record date is on a Saturday, shareholders must make sure to be included in the shareholders' register on Thursday, April 30, 2020, and

*secondly* notify the company of their participation in the annual general meeting no later than Monday, May 4, 2020. The notification shall be in writing to Net Insight AB, Attn: Pelle Bourn, P.O. Box 1200, SE-171 23 Solna, or via e-mail:

[agm@netinsight.net](mailto:agm@netinsight.net). The notification must 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.

Information submitted in connection with registration will be computerised and used exclusively for the annual general meeting. See below for additional 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 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 Thursday, April 30, 2020, 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](http://www.netinsight.net), and will also be sent to shareholders that so request and inform the company of their postal address.

#### **Advance voting**

The shareholders may exercise their voting rights at the general meeting by voting in advance, so called postal voting in accordance with section 3 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations. Net Insight encourages the shareholders to use this opportunity in order to minimise the number of participants attending the general meeting in person and thus reduce the spread of the infection.

A special form shall be used for advance voting. The form is available on [www.netinsight.net](http://www.netinsight.net). A shareholder who is exercising its voting right through advance voting do not need to notify the company of its attendance to the general meeting. The advance voting form is considered as the notification of attendance to the general meeting.

The completed voting form must be submitted to Net Insight no later than on Monday, May 4, 2020. The completed and signed form shall be sent to the address stated under "Notification etc." above. A completed form may also be submitted electronically and is to be sent to [agm@netinsight.net](mailto:agm@netinsight.net). If the shareholder is a legal entity, a certificate of incorporation or a corresponding document shall be enclosed to the form. The same apply for shareholders voting in advance by proxy. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote is invalid.

Further instructions and conditions is included in the form for advance voting.

#### **Information in relation to the Corona virus (Covid-19)**

In view of the recent developments of the spread of the Corona virus (Covid-19), Net Insight has taken certain precautionary measures in relation to the annual general meeting on 8 May 2020. The measures are being taken to reduce the risk of spread of contagion.

- Shareholders should carefully consider the possibility to vote in advance, please see above, as well as the possibility of participating by way of proxy. Shareholders who display symptoms of infection (dry cough, fever, respiratory distress, sore throat, headache, muscle and joint ache), have been in contact with people displaying symptoms, have visited a risk area, or belong to a risk group, are in particular encouraged to utilize such possibility. A form for advance voting and proxy form is available at [www.netinsight.net](http://www.netinsight.net).
- No external guests will be invited.
- No refreshments will be served prior to or after the annual general meeting.
- A speech will be held by the CEO on the annual general meeting. This speech will be recorded and will be made available on the company's website after the closing of the meeting.
- The annual general meeting will be conducted in the shortest possible time without limiting the rights of the shareholders.
- Kindly review the information and recommendations issued by the Swedish Public Health Authority (Sw. *Folkhälsomyndigheten*).

The continued spread of the Corona virus (Covid-19) and its effects are still difficult to assess with certainty and Net Insight is closely following the developments. If any further precautionary measures in relation to the annual general meeting must be taken, information thereof will be published on the company's website [www.netinsight.net](http://www.netinsight.net).

### **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. Preparation and approval of the voting list.
  3. Approval of the agenda.
  4. Election of one or two persons to approve the minutes.
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1. Determination as to whether the meeting has been duly convened.
  2. Presentation by the managing director.
  3. Presentation of the annual accounts and the auditor's report, and the group annual accounts and the auditor's report on the group accounts.
  4. Resolution:

5. regarding the adoption of the income statement and the balance sheet, and of the consolidated income statement and the consolidated balance sheet;
6. regarding appropriation of the company's result according to the adopted balance sheet;
7. 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:
10. the Board of Directors, and
11. the auditors.
12. Election of the members and deputy members of the Board of Directors:
13. Gunilla Fransson,
14. Anders Harrysson,
15. Jan Barchan,
16. Charlotta Falvin,
17. Mathias Berg,
18. Kjell Arvidsson, and
19. Stina Barchan as personally deputy to Jan Barchan
20. Election of the chairman of the Board of Directors.
21. Election of auditors.
22. Resolution regarding guidelines for remuneration and other terms of employment for the group management.
23. The Board of Directors' proposal for resolution regarding incentive programme 2020 and issue of warrants.
24. Resolution regarding authorisation for the Board of Directors to resolve to repurchase and transfer of own shares.
25. 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, 12 and 13)**

The nomination committee, appointed in accordance with the process that was determined at the annual general meeting 2017, consists of Ramsay Brufer, Chairman of the Nomination Committee, (Alecta), Martin Wallin (Lannebo Fonder), Jan Barchan (Briban Invest), Christian Brunlid (Handelsbanken fonder) and Gunilla Fransson (Chairman of the Board of Directors of Net Insight AB). The nomination committee proposes that:

- The Chairman of the Board of Directors Gunilla Fransson, is proposed to chair the annual general meeting (item 1).

- The number of members of the Board of Directors shall be six, with one deputy member (item 9).
- The number of auditors shall be one without any deputy auditors (item 9).
- That the fees to the Board of Directors shall in total amount to SEK 2,225,000 to be allocated with SEK 700,000 to the Chairman of the Board and SEK 240,000 to each other member of the Board of Directors who are not employed by the company and SEK 120,000 to deputy members who are not employed by the company. The remuneration to the chairman of the audit committee should be SEK 75,000 and SEK 40,000 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 (item 10).
- Auditors' fee is proposed to be on approved account (item 10).
- Re-election of the Board members Gunilla Fransson, Anders Harrysson, Jan Barchan, Charlotta Falvin and Mathias Berg. Crister Fritzson has declined re-election since he has been appointed as CEO of the company. Further it is proposed that Stina Barchan is re-elected as personally deputy to Jan Barchan. Kjell Arvidsson is proposed as new board member. For information about the board members proposed for re-election, please refer to the annual report. Gunilla Fransson is proposed to be re-elected as Chairman of the Board (item 11 and 12).

### **Kjell Arvidsson**

Kjell Arvidsson (born 1961) is an engineer and marketing economist with a background including founder and CEO of Ericsson IPX, co-founder and CEO of CLX Networks and CEO of Symsoft. Kjell Arvidsson is a board member of Coach and Capital Nordic 1 AB, Zignsec AB and Picky Investments AB. Kjell Arvidsson owns 195,292 B shares in Net Insight AB through a company. Kjell Arvidsson is independent of the company and its management as well as of larger shareholders.

- Re-election of the auditor Deloitte AB. If re-elected, Deloitte has informed that Therese Kjellberg will continue as auditor in charge (item 13). 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 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.

### **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 2020. 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 case 14 on the following documents on the company's website:

<https://investors.netinsight.net/wp-content/uploads/sites/2/2017/09/Net-Insight-AGM-2018-Kallelse-pressmeddelande.pdf>

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, 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 and the definition of pensionable salary follow the company's Pension and Insurance Policy that has been adopted by the board of directors and is dependent on age, fixed cash salary, year of employment and parts of the variable cash remuneration. The pension premiums for premium defined pension may amount to not more than 25 per cent of the fixed annual cash salary and to not more than 30 per cent of the pensionable salary.

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. The notice period may not exceed twelve months for the CEO and six months for other executives, if notice of termination of employment is made by 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.

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.

#### *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 2020 and are essentially based on earlier guidelines for remuneration to members of the group management but extended to comply with new requirements of the Swedish Companies Act. The guidelines are annually reviewed by the remuneration committee that, in case of amendments, submits it to the board of directors and to the general meeting for comments and decisions.

### **The Board of Directors' proposal for resolution regarding incentive programme 2020 and issue of warrants (item 15)**

The Board of Directors proposes that the annual general meeting resolves to implement a new long-term incentive program for employees within the Net Insight group ("LTI 2020") in accordance with items 15 (a) – 15 (c) below. The resolutions under items 15 (a) – 15 (c) below are proposed to be conditional upon each other and are therefore proposed to be passed as one resolution. LTI 2020 is proposed to include not more than 30 employees within the Net Insight group.

#### **Proposal regarding the adoption of LTI 2020 (item 15 (a))**

##### *Background and motives*

The purpose for the proposal is to enable an increase in retention and motivation among strategic key employees of the group, and to increase the group's ability to attract top talent to strategic positions. The Board of Directors considers that the adoption of the incentive programme as described below connects the shareholders', the group managements' and other key staffs' interests to ensure maximum long-term value creation.

##### *LTI 2020 in short*

LTI 2020 comprises two series, Series 1 and Series 2, which both consists of warrants to be transferred to employees with a vesting period of three years after which the holder is entitled to exercise the warrants to subscribe for B shares during a period of three months.

The Board of Directors proposes the meeting to resolves to issue not more than 7,400,000 warrants and the subsequent transfer of not more than 3,700,000 warrants, of which not more than 3,700,000 may be issued in Series 1 and not more than 3,700,000 may be issued in Series 2.

The right to subscribe for warrants of Series 1 and Series 2 only accrues to the wholly-owned subsidiary Net Insight Consulting AB, which shall transfer the options of both Series 1 and Series 2 to employees of the group. Each warrant entitles the holder to subscribe for one B share. The warrants shall be issued free of charge to Net Insight Consulting AB.

Below is a description of the terms and conditions for each of the option series.

##### *Series 1*

The company is proposed to transfer not more than 3,700,000 warrants in Series 1 at a price corresponding to the market value of the warrant (i.e. the warrant premium). Warrants of Series 1 may be transferred to employees not employed within the company's U.S. or UK operations. Warrants of Series 1 may be transferred to participants, current or new employees, at one or several occasions from and including 8 June 2020 until and including 19 June 2020.

Each warrant of Series 1 shall, during a period from 19 June 2023 until 19 September 2023, entitle the holder to subscribe for one new B share in Net Insight at an exercise price corresponding to 120 per cent of the volume-weighted average price of the company's B share as quoted on Nasdaq Stockholm during the period 25 May 2020 – 5 June 2020.

#### *Series 2*

The company is proposed to transfer not more than 3,700,000 warrants in Series 2 at a price corresponding to the market value of the warrant (i.e. the warrant premium). Warrants of Series 2 may be transferred to employees not employed within the company's U.S. or UK operations. Warrants of Series 2 may be transferred to participants, current or new employees, at one or several occasions from and including 19 November 2020 until and including 2 December 2020.

Each warrant of Series 2 shall, during a period from 2 December 2023 until 2 March 2024, entitle the holder to subscribe for one new B share in Net Insight at an exercise price corresponding to 120 per cent of the volume-weighted average price of the company's B share as quoted on Nasdaq Stockholm during the period 5 November 2020 – 18 November 2020.

Transfer of warrants in accordance with the above may only be made to the extent that the total number of warrants of Series 1 and Series 2 in total does not exceed 3,700,000 warrants.

#### *Subscription etc.*

The issued warrants of Series 1 and Series 2 shall, with deviation from the shareholders' pre-emption rights, only be subscribed for by Net Insight Consulting AB – a wholly owned subsidiary to Net Insight - whereupon this company shall offer warrants of Series 1 and Series 2 to the participants in each program. The transfer of warrants of Series 1 and Series 2 shall be made at a price corresponding to the warrants' market value at the time for transfer (the warrant premium), calculated according to the Black & Scholes formula. The valuation of the warrants shall be made by an independent appraiser or auditor firm. The company shall, in connection with the transfer of warrants of Series 1 and Series 2 to the participants, reserve a pre-emption right regarding the warrants if the participant's employment or assignment within the group is terminated or if the participant wishes to transfer the warrants.

#### *Recalculation due to split, consolidation, new share issue, etc.*

The exercise price for Series 1 and Series 2, determined as set out above, shall be rounded to the nearest SEK 0.10, whereby SEK 0.05 shall be rounded downwards. The exercise price and the number of B shares that each employee stock option entitles to subscription for, shall be recalculated in the event of a split, consolidation, new share issue etc. in accordance with market terms. Upon full exercise of the warrants in Series 1, the share capital will increase by

SEK 148,000 and upon full exercise of the warrants in Series 2, the share capital will increase by SEK 148,000. However, the share capital may in total not increase with more than SEK 148,000 as a result of the exercise of warrants in LTI 2020 since an issue of warrants in one of series reduces the number of warrants in the other series, correspondingly.

#### Allocation of warrants

The right to acquire warrants of Series 1 and Series 2 shall accrue to employees not employed by the company's U.S. or UK operations, which have entered into a pre-emption agreement with Net Insight AB. The maximum allocation within the framework of LTI 2020 amounts to 3,700,000 warrants.

Regardless of which Series, warrants shall be offered in accordance with the following: (i) the CEO shall receive not more than 600,000 warrants; (ii) other members of the group management (approximately eight individuals) shall receive not more than 300,000 warrants per person; and (iii) other key employees (approximately 20 individuals) shall receive not more than 150,000 warrants per person. In case of over-subscription, the number of warrants shall be reduced pro rata, i.e. with the same percentage share for all participants.

In connection with the grant of warrants, the Board of Directors shall have the right to resolve on adjustments in order to fulfil organisational changes, specific rules or market conditions abroad.

Board members shall not be eligible to participate in LTI 2020.

#### Costs

The transfer of warrants in Series 1 and Series 2 shall be made at a price corresponding to the market value of the warrants and therefore no social security contributions are to be paid by the group in relation to the issue and transfer of the warrants. The market value of the warrants is, in accordance with a preliminary valuation made based on a market value on the underlying B share corresponding to SEK 1.80, SEK 0.35 per warrant, assuming an exercise price (rounded off) of SEK 2.20 per B share. The Black & Scholes valuation model has been used for valuing the warrants, assuming a risk-free interest of -0.35 per cent and a volatility of 38 per cent.

To encourage participation in the LTI 2020, the intention is that employees who choose to participate in the program will receive a premium subsidy in the form of extra salary of an amount after tax, calculated by applying a tax rate of 50 percent, equivalent to 50 percent of the option premium paid. The premium subsidy is paid through two identical payments after the second and the third year under the duration of LTI 2020, provided that the participant is employed within the Net Insight Group at the time of payment. Net Insight's costs, including social security costs, of above extra salary payments amount to approximately SEK 1.9 million.

The total costs, excluding other expenses for LTI 2020 related to fees to external advisors and costs for administration of the programme, are estimated to amount to approximately SEK 1.9 million during the term of the programme, under the assumption of a share price of SEK 1.80 at implementation of the programme.

## Implementation

The Board of Directors is entitled to resolve on the detailed conditions for the implementation of LTI 2020. The Board of Directors shall thereby be entitled to make minor adjustments in the annual general meeting's resolution if the board considers there are special reasons thereto.

## Effect on important key ratios

The costs for LTI 2020 amount to approximately 0.4 per cent of Net Insight's revenues for the financial year 2019 and approximately 1.5 per cent of Net Insight's planned salary costs for the financial year 2020.

## Dilution of existing shares and votes

Based on the number of outstanding shares and votes in the company, LTI 2020 implies, upon exercise of all 3,700,000 warrants in LTI 2020, a full dilution corresponding to approximately 0.94 per cent of the total number of shares and 0.92 per cent of the votes in the company. There are no outstanding incentive programmes that can lead to dilution of the number of shares or votes.

Information about Net Insight's current incentive programmes is available in the annual report for the financial year 2019, and on the company's website, [www.netinsight.net](http://www.netinsight.net).

## Preparation of the proposal

The proposal has been prepared in consultation with external advisors and has been reviewed by the remuneration committee and the Board of Directors during February and March 2020.

## Majority Requirement

A resolution to approve LTI 2020 is valid only if supported by shareholders holding not less than nine-tenths of both the votes and shares represented at the annual general meeting.

## **Proposal regarding issue of warrants in Series 1 (item 15 (b))**

The Board of Directors proposes that the annual general meeting resolves to issue of not more than 3,700,000 warrants for subscription of B shares, whereby the company's share capital may be increased by not more than SEK 148,000 at full subscription, corresponding to approximately 0.94 per cent of the total share capital and 0.92 per cent of the total number of votes in Net Insight.

The right to subscribe for warrants for subscription only accrues to the subsidiary Net Insight Consulting AB, with the right and obligation to dispose of the warrants as described above. Each warrant entitles the holder to subscribe for one B share. The warrants shall be issued free of charge to Net Insight AB. There can be no over-allotment.

**Proposal regarding issue of warrants in Series 2 (item 15 (c))**

The Board of Directors proposes that the annual general meeting resolves to issue of not more than 3,700,000 warrants for subscription of B shares, whereby the company's share capital may be increased by not more than SEK 148,000 at full subscription, corresponding to approximately 0.94 per cent of the total share capital and 0.92 per cent of the total number of votes in Net Insight.

The right to subscribe for warrants for subscription only accrues to the subsidiary Net Insight Consulting AB, with the right and obligation to dispose of the warrants as described above. Each warrant entitles the holder to subscribe for one B share. The warrants shall be issued free of charge to Net Insight Consulting AB. There can be no over-allotment.

**Proposal for resolution regarding authorization 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 authorizes 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 two 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](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf).

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Shareholders representing approximately 20 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 15.

Shareholders are reminded of their right to request information in accordance with Chapter 7 Section 32 of the Swedish Companies Act (Sw. *Aktiebolagslagen*).

The annual report for the financial year 2019, the auditor's report, 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 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.

Stockholm in April 2020

**NET INSIGHT AB (publ)**

*The Board of Directors*

## Attachments

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[Notice to attend the Annual General Meeting in Net Insight AB](#)