



## Notice of Annual General Meeting 2022 in Net Insight (publ)

*The shareholders in Net Insight AB (publ), reg. no. 556533-4397, with registered office in Solna, Sweden, are hereby summoned to the annual general meeting to be held on Friday, 13 May 2022 at 10.00, at the company's premises at Smidesvägen 7, Solna, Sweden.*

### **Notification etc.**

Shareholders who wish to participate in the annual general meeting must

*firstly* be registered in the shareholders' register maintained by Euroclear Sweden AB on Thursday, 5 May 2022,

*secondly* notify the company of their participation in the annual general meeting no later than Monday, 9 May 2022. The notification shall be sent by post to Net Insight AB, "Annual General Meeting", P.O. Box 1200, SE-171 23 Solna, Sweden, or by e-mail to [agm@netinsight.net](mailto:agm@netinsight.net), or via telephone to +46 (0)8 685 04 00 weekdays 9:00 am - 4 pm. 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 authorisation 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 Monday, 9 May 2022, 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 authorization documents, evidencing the authority to issue the proxy, shall be enclosed.

It is desirable that the power of attorney in original and, where applicable, the registration certificate or other authorization documents are sent to the company by post to Net Insight AB, "Annual General Meeting", P.O. Box 1200, SE-171 23 Solna, Sweden well in advance of the annual general meeting. Authorization document and other correspondence regarding the annual general meeting may also be sent via email to [agm@netinsight.net](mailto:agm@netinsight.net).

A proxy template is available on the company's website for corporate governance matters: <https://netinsight.net/AGM>.

## **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 21,175,000 own B-shares.

## **Proposed agenda**

1. Election of a Chairman of the meeting.
2. Election of one or two persons to approve the minutes.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Determination as to whether the meeting has been duly convened.
6. Presentation by the Chief Executive Officer.
7. Presentation of the annual accounts and the auditor's report, the group annual accounts and the auditor's report on the group accounts and the auditor's statement on whether the guidelines for remuneration to senior executives that have applied since the previous annual general meeting have been followed.
8. Resolution:
  - 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 and deputy member 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:
  - a. the Board of Directors, and
  - b. the auditors.
11. Election of the members and deputy members of the Board of Directors.
12. Election of the Chairman of the Board of Directors.
13. Election of auditors.
14. Resolution regarding guidelines for remuneration and other terms of employment for the group management.
15. Presentation of the Board's remuneration report for approval.
16. Resolution regarding authorisation for the Board of Directors to resolve to repurchase and transfer of own shares.
17. Resolution regarding authorisation for the Board of Directors to resolve to reduce the share capital.
18. The Board of Directors' proposal for resolution regarding incentive programme 2022 and issue of warrants.
19. Resolution on adoption of changes in the Articles of Association.
20. Closing of the meeting.

**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 instructions adopted at the annual general meeting 2021, consists of Jan Barchan (appointed by Briban Invest), chairman of the nomination committee, Lars Bergkvist (appointed by Johanna Lindner), Lars Gauffin 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 2,315,000 to be allocated with SEK 700,000 to the Chairman of the Board and SEK 250,000 to each other member of the Board of Directors who are not employed by the company and SEK 125,000 to deputy members who are not employed by the company. The remuneration to the chairman of the audit committee should be SEK 100,000 and SEK 50,000 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, Jan Barchan, Mathias Berg and Charlotta Falvin. Noted that Kjell Arvidsson and Anders Harrysson has declined re-election. Further it is proposed that Stina Barchan is re-elected as personally deputy to

Jan Barchan, Cecilia de Leeuw and Torbjörn Wingårdh are 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).

### **Cecilia de Leeuw**

*Proposed as new board member*

Born: 1968

Education: Master of Science in Industrial Engineering and Management, The Institute of Technology at Linköping University.

Current positions and other significant duties: Vice President and Head of Industry Telecom & Consumer, Tietoevry. Board member and chairman of the Remuneration Committee for Kambi.

Work experience: Cecilia joined Tietoevry from Ericsson in 2018. With Ericsson, she held various senior leadership positions, most recently as VP Sales in Canada. Cecilia has more than 25 years experience from complex system sales, global product management, including postings for Ericsson in Asia and North America.

Holdings\* in Net Insight AB: 0

### **Torbjörn Wingårdh**

*Proposed as new board member*

Born: 1964

Education: Degree of Master of Science in Business and Economics, Stockholm School of Economics

Current position and other significant duties: CFO, RaySearch Laboratories AB (publ)

Work experience: CFO at Mycronic AB, CFO business area Saab SDS and senior positions within Investor AB in Sweden and USA

Holdings\* in Net Insight AB: 0

*\* includes closely associated persons or entities as of March 15, 2022.*

- New election of the auditor KPMG AB. KPMG has informed that Henrik Lind will be appointed auditor in charge (item 13). The proposal is in accordance with the Board of Directors' proposal and the audit committee's recommendation.

### **Resolution 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.

## **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' guidelines for determination of remuneration and other terms of employment for senior executives in accordance with the following. The guidelines correspond in all material respects with those adopted by the annual general meeting 2021, with the only change being that the senior executives' variable remuneration shall be "at least" 70 per cent based on measurable financial goals.

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 2022. 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 the company's website:

<https://netinsight.net/investors/corporate-governance/incentive-programs-and-remuneration/>

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 and the president of global sales, 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 may amount to not more than 35 per cent of the fixed annual cash salary. However, a senior executive's pension premiums for premium defined pension may amount to not more than 55 per cent of the fixed annual cash salary, in case of a full outcome of variable remuneration since variable remuneration pursuant to the applicable collective bargaining agreement entitles to pension.

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.

When the termination is made by the company, notice period may not exceed twelve months for the CEO and six months for other executives, however, with the exception of senior executives who based on the collective bargaining agreement's criteria as regards to employment and age has 12 months period of notice upon termination of 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 for the CEO and 12 months for the other senior executives. Fixed cash salary and severance pay shall be set-off against other income.

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 at least 70 percent 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. Collective bargaining agreements shall also be taken into consideration.

### *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 2022 and are essentially based on earlier guidelines for remuneration to members of the group management, entailing that no material changes have been made to the guidelines. The guidelines are annually reviewed by the remuneration committee that, in case of amendments, submits these to the board of directors and to the general meeting, respectively, for comments and decisions, respectively.

#### **Resolution regarding authorisation 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 authorises 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 ten 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.

### **Resolution regarding authorisation for the Board of Directors to resolve to reduce the share capital by way of cancellation of own shares (item 17)**

The board proposes that the annual general meeting resolves to reduce the company's share capital with SEK 847,000 for allocation to unrestricted equity. The reduction shall be made by cancellation of acquired own shares that are held by the company on the day of the notice to the annual general meeting.

A resolution in accordance with the board's proposal shall only be valid where supported by not less than two-thirds of both the votes cast and the shares represented at the annual meeting.

### **The Board of Directors' proposal for resolution regarding incentive programme 2022 and issue of warrants (item 18)**

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 2022") in accordance with items 18 (a) – 18 (c) below. The resolutions under items 18 (a) – 18 (c) below are proposed to be conditional upon each other and are therefore proposed to be passed as one resolution. LTI 2022 is proposed to include not more than [25] employees within the Net Insight group.

#### **Proposal regarding the adoption of LTI 2022 (item 18 (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 2022 in short

LTI 2022 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 6 June 2022 until and including 17 June 2022.

Each warrant of Series 1 shall, during a period from 17 June 2025 until 17 September 2025, 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 20 May – 3 June 2022.

#### 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 23 November 2022 until and including 7 December 2022.

Each warrant of Series 2 shall, during a period from 7 December 2025 until 7 March 2026, 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 9 November 2022 – 22 November 2022.

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, at most, 3,700,000 warrants to be transferred in total in Series 1 and Series 2, the share capital will increase by SEK 148,000.

#### 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 2022 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 five individuals) shall receive not more than 300,000 warrants per person; and (iii) other key employees (approximately 19 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 2022.

#### 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 3.90, SEK 0.91 per warrant, assuming an exercise price (rounded off) of SEK 4.60 per B share. The Black & Scholes valuation model has been used for valuing the warrants, assuming a risk-free interest of 0.74 per cent and a volatility of 42 per cent.

To encourage participation in LTI 2022, 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 2022, 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 5 million.

The total costs, excluding other expenses for LTI 2022 related to fees to external advisors and costs for administration of the programme, are estimated to amount to approximately SEK 5.1 million during the term of the programme, under the assumption of a share price of SEK 3.80 at implementation of the programme.

#### Implementation

The Board of Directors is entitled to resolve on the detailed conditions for the implementation of LTI 2022. 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 2022 amount to approximately 1.3 per cent of Net Insight's revenues for the financial year 2021 and approximately 2.5 per cent of Net Insight's planned salary costs for the financial year 2022.

#### Dilution of existing shares and votes

Based on the number of outstanding shares and votes in the company, LTI 2022 implies, upon exercise of all 3,700,000 warrants in LTI 2022, 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 2021, 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 2022.

#### Majority Requirement

A resolution to approve LTI 2022 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 18 (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 18 (c))**

The Board of Directors proposes that the annual general meeting resolves to issue 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.

**Resolution on adoption of changes in the Articles of Association (item 19)**

The Board of Directors proposes a new 9 § of the Articles of Association, and, as a result thereof, the numbering of the subsequent articles is adjusted. The proposal to adopt a new 9 § is proposed to enable the Board of Directors to collect powers of attorneys in accordance with the procedure described in Chapter 7, Section 4 of the Swedish Companies Act and to authorise the Board of Directors to decide that the shareholders shall be entitled to exercise their voting rights by post prior to a general meeting.

9 §

*The Board of Directors may collect powers of attorney in accordance with the procedure described in Chapter 7, Section 4, second paragraph 2 of the Swedish Companies Act (2005:551).*

*The board of directors has the right before a shareholders' meeting to decide that shareholders shall be able to exercise their right to vote by post before the shareholders' meeting.*

For a resolution to be adopted in accordance with the Board of Directors' proposal, 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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The shareholders are reminded of their right to receive information in accordance with Chapter 7 Section 32 of the Swedish Companies Act.

The annual report for the financial year of 2021, the auditor's report, the Board of Directors' remuneration report and 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 in accordance with the Swedish Companies Act 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.

Solna, April 2022

**Net Insight AB (publ)**

*The Board of Directors*

### **Attachments**

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[Notice of Annual General Meeting 2022 in Net Insight \(publ\)](#)