



Notice of Annual General Meeting 2024 in Net Insight AB (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 Tuesday, 7 May 2024 at 10.00 CEST, at the company's offices at Smidesvägen 7, Solna, Sweden.

Notification etc.

Shareholders who wish to participate in the meeting must

firstly be registered in the shareholders' register maintained by Euroclear Sweden AB on Friday, 26 April 2024,

secondly notify the company of their participation no later than Monday, 29 April 2024 by post to Net Insight AB, "Annual General Meeting", Box 1200, SE-171 23 Solna, Sweden, or by email to agm@netinsight.net, or by telephone to +46 (0)8 685 04 00 weekdays 09.00-16.00 CEST.

The notification must state the name, personal/corporate identity number, address, telephone number and shareholding and, as applicable, information about representatives, proxies and assistants. Information submitted in connection with registration will be computerized and used exclusively for the meeting. See below for additional information on the processing of personal data.

Nominee registered shares

To be entitled to participate in the meeting, a shareholder whose shares are registered in the name of a nominee must, in addition to providing notification of participation, register its shares in its own name so that the shareholder is recorded in the share register on Friday, 26 April 2024. Such registration may be temporary (so-called voting right registration) and is requested from the nominee in accordance with the nominee's procedures and such time in advance as the nominee determines. Voting right registrations completed by the nominee not later than Tuesday, 30 April 2024, are taken into account when preparing the share register.

Proxies, 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.

Shareholders attends through a representative or proxy are encouraged to submit in advance, as applicable, the power of attorney in original, the registration certificate or other authorization documents to Net Insight AB, "Annual General Meeting", Box 1200, SE-171 23 Solna, Sweden. Authorization documents, voting instructions and other correspondence regarding the meeting may also be sent by email to agm@netinsight.net.

A proxy template is available on the company's web site: <https://netinsight.net/agm>.

Proposed agenda

1. Election of the chair 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 of whether the meeting has been duly convened.
6. Presentation by the Chief Executive Officer and the Chair of the Board.
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 have been followed, as well as the auditor's presentation of the audit work with respect to 2023.
8. Resolutions regarding
 - a. adoption of the income statement and the balance sheet, and of the consolidated income statement and the consolidated balance sheet;
 - b. appropriation of the company's result according to the adopted balance sheet; and
 - c. discharge from liability for the members and deputy member of the Board of Directors and the CEO.
9. Presentation and approval of the Board of Directors' remuneration report.
10. Determination of the numbers of members and deputies of the Board of Directors to be elected by the meeting.
11. Determination of the fees to the Board of Directors.
12. Election of the members and deputies of the Board of Directors.
13. Election of the Chair of the Board of Directors.
14. Determination of the numbers of auditors and deputy auditors.
15. Determination of the fees to the auditor.
16. Election of the auditors.
17. Authorization for the Board of Directors to decide on repurchases and transfers of own shares.
18. Resolution regarding reduction of the share capital with cancellation of shares.
19. Closing of the meeting.

The Nomination Committee's resolution proposals

The Nomination Committee, appointed in accordance with the instruction adopted at the annual general meeting 2023, consists of the chair of the nomination committee Stina Barchan (appointed by Briban Invest), Jesper Bergström (appointed by Handelsbanken fonder), Peter Sjögren (appointed by Edgar Sesemann) and Gunilla Fransson (Chair of the Board).

The Nomination Committee submits the following resolution proposals to the meeting.

Item 1, chair of the meeting – The Nomination Committee proposes that the Chair of the Board Gunilla Fransson is elected to chair the meeting.

Item 10, numbers of members and deputies of the Board of Directors – The Nomination Committee proposes that the number of ordinary board members shall be five, with one deputy.

Item 11, fees to the Board of Directors – The Nomination Committee proposes that fees for board work be as follows:

- SEK 773 000 to the Chair of the Board (*previously SEK 750 000*),
- SEK 283 000 to each of the other board members elected by the meeting (*previously SEK 275 000*),
- SEK 139 000 to the deputy elected by the meeting (*previously SEK 135 000*),
- SEK 105 000 to the Chair of the Audit Committee (*previously SEK 100 000*),
- SEK 55 000 to Audit Committee (*previously SEK 50 000*),
- SEK 50 000 to the Chair of the Remuneration Committee (*unchanged*), and
- SEK 40 000 to a member of the Remuneration Committee (*unchanged*).

If the meeting resolves in accordance with the Nomination Committee's proposal for the board's composition, and if the number of committee members remains the same as previously, the total fees for board work will total SEK 2 294 000 (*previously SEK 2 225 000*).

Item 12, election of members and deputies of the Board of Directors – The Nomination Committee proposes re-election of the board members Jan Barchan, Cecilia de Leeuw, Karl Thedéen and Torbjörn Wingårdh, new election of Anna Söderblom as ordinary board member and re-election of Axel Barchan as personal deputy to Jan Barchan. Gunilla Fransson has declined re-election.

Information regarding the proposed members and deputies of the Board of Directors: Please refer to the annual report for information on the board members proposed to be re-elected.

Anna Söderblom

Proposed as new ordinary board member and chair of the board

Born 1964. Holds a university degree in mathematics from Lund University and a doctoral degree in economics from the Stockholm School of Economics.

Anna Söderblom is a teacher and researcher at the Stockholm School of Economics, chair of the board of Proact IT Group AB, and a board member of Länsförsäkringar Liv AB, BTS Group AB, HAKI Safety AB, Dedicare AB, and Webstep ASA.

Anna has previously served as an investment manager at Industrifonden, as well as support manager and marketing director at Microsoft Nordic.

Holdings* in Net Insight: None.

*Includes both own and related natural or legal person's holdings.

All board members and deputy board members are considered independent in relation to the company and the executive management. Jan Barchan and Axel Barchan are considered dependent in relation to the company's largest shareholder Briban Invest AB.

Item 13, election of the Chair of the Board – The Nomination Committee proposes new election of Anna Söderblom as Chair of the Board.

Item 14, number of auditors and auditor deputies – The Nomination Committee proposes that the number of auditors shall be one without deputies.

Item 15, auditor fees – The Nomination Committee proposes, in accordance with the Audit Committee's recommendation, that the fees to the auditor shall be paid on approved account.

Item 16, election of auditor – The Nomination Committee proposes, in accordance with the Audit Committee's recommendation, re-election of the audit firm KPMG AB as the company's auditor until the end of the annual general meeting 2025. KPMG has informed that Henrik Lind will remain as auditor in charge if the meeting resolves in accordance with the Nomination Committee's proposal.

The Board of Director's resolution proposals

The Board of Directors submit the following resolution proposals to the meeting.

Item 8 b, appropriation of results – The Board of Directors proposes that the company's results shall be carried forward and that no dividend shall be given.

Item 9, remuneration report – The Board of Directors proposes that the Board of Director's remuneration report is approved.

Item 17, authorization for the Board of Directors to decide on repurchases and transfers of own shares – The Board of Directors proposes that the Board of Directors is authorized 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.

It is furthermore proposed that the annual general meeting authorizes 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 authorization 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 long-term share-related incentive programs. 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 program.

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.

Item 18, reduction of share capital with cancellation of shares - The Board of Directors proposes that the annual general meeting resolves to reduce the company's share capital with SEK 431 800 for allocation to unrestricted equity. The reduction shall be made with cancellation of the 10 795 000 own B shares 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.

Processing of personal data

For information on the processing of your personal data, please see www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf.

Shares and votes in the company

There are 1 000 000 A shares with ten votes each and 358 038 009 B shares with one vote each, totaling 359 038 009 shares and 368 038 009 votes, in the company. The company's holding of own shares is 10 795 000 B shares as per the day of this notice.

Information and materials

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 2023, 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 followed 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 www.netinsight.net at the latest three weeks prior to the annual general meeting. The materials will moreover be sent to the shareholders who so request and inform the company of their postal address.

Solna, March 2024

Net Insight AB (publ)

Styrelsen

Attachments

[Notice of Annual General Meeting 2024 in Net Insight AB \(publ\)](#)