

The shareholders in  
**NET INSIGHT AB (publ)**

are hereby summoned to the annual general meeting on Thursday, April 29, 2010 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 (previously VPC AB) as of Friday, April 23, 2010, and
- secondly* notify the company of their participation in the annual general meeting no later than on Friday, April 23, 2010. The notification shall be in writing to Net Insight AB, Attn: Susanne Fagerberg, 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, April 23, 2010, 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 a legal entity, a certified copy of a registration certificate or a corresponding document shall be appended. The power of attorney and the registration certificate may not be older than one year. 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.

***Number of shares and votes***

There are 389,933,009 shares and 400,283,009 votes in the company.

***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.
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. Proposal for resolution regarding the nomination committee.
13. Proposal for resolution regarding guidelines for remuneration and other terms of employment for the group management.
14. 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 accumulated profit of the year, SEK 196,607,785, is brought forward.

***Election of chairman of the meeting, determination of the number of members and deputy members of the board of directors, fees to the board of directors and election of members of the board of directors (items 1, 9, 10, and 11)***

The nomination committee, appointed in accordance with the process that was determined at the annual general meeting 2009, consists of Clifford H. Friedman (Constellation Growth Capital), Lars Bergkvist (Lannebo Fonder), Ingemar Syrén (Swedbank Robur Fonder), Peter Lindell, AMF Försäkring och fonder, and Lars Berg (chairman of the board of directors in Net Insight AB and European Venture Partner for Constellation Growth Capital). The nomination committee proposes that:

- The chairman of the board of directors, Lars Berg, is proposed to chair the annual general meeting (item 1).
- The number of members of the board of directors shall be 7, with no deputy members (item 9).
- That the fees to the board of directors shall amount to SEK 1,250,000 to be allocated with SEK 350,000 to the chairman of the board of directors and SEK 150,000 to each other member of the board of directors. No fee shall be paid for work in the committees of the board of directors (item 10).
- Auditors' fee is proposed to be on current account (item 10).
- Re-election of the board members Lars Berg, Clifford H. Friedman, Bernt Magnusson, Ragnar Bäck, Gunilla Fransson and Arne Wessberg as well as new-election of Anders Harrysson as a board member. Lars Berg is proposed to be re-elected as chairman of the board (item 11).

Anders Harrysson has more than 20 years of international experience in senior positions in the IT industry, including 14 years at IBM with several years at the European Headquarters in Paris and the group's headquarters in the United States. Between 1998 and 2010 Anders Harrysson was Vice President at Sun Microsystems with responsibility for the group's

activities in Northern Europe. Anders Harrysson holds a Master of Science in Engineering Physics from Linköping Institute of Technology.

Please note that the annual general meeting 2007 elected Öhrlings PricewaterhouseCoopers AB to be the company's auditor for the time up to the annual general meeting 2011.

***Proposal for resolution regarding the nomination committee (item 12)***

The nomination committee proposes that the annual general meeting resolves to approve the nomination committee's proposal for resolution regarding the nomination committee as set forth below.

The chairman of the board of directors shall contact the company's four largest shareholders in terms of voting rights, who may each appoint one representative to serve as a member of the nomination committee along with the chairman of the board of directors up until the end of the end of the next annual general meeting or, if necessary, up until a new nomination committee has been appointed. If any of the four largest shareholders does not exercise its right to appoint one representative to the nominating committee that right passes to the shareholder who, next to the abovementioned shareholders, is the largest shareholder in terms of voting rights. If a member of the nomination committee resigns prior to the conclusion of the work of the committee, the same shareholder who appointed the resigning member shall, if considered to be required, appoint a successor, or if that shareholder no longer, in terms of voting rights, is one of the four largest shareholders, by the new shareholder of that group. The composition of the committee shall be made public through a separate press release as soon as it has been appointed. In case the ownership structure would change substantially there after, the composition of the committee shall change accordingly.

The task of the nomination committee shall be to present the following proposals to the annual general meeting: proposal with respect to the number of members of the board of directors to be elected by the annual general meeting, proposal with respect to the fees for the board of directors allocated between the chairman and the other members of the board of directors and possible fees for work in the committees of the board of directors, the composition of the board of directors, the chairman of the board of directors, chairman of the annual general meeting and, when applicable, for the election of auditors and the fees for the auditors.

***Proposal for resolution regarding guidelines for remuneration and other terms of employment for the group management (item 13)***

There has been no deviation from the resolution at the annual general meeting 2009 regarding the senior executives' terms and remunerations and general remuneration principles during 2009 except for the Global head of Sales who has a compensation model where the variable remuneration is entirely based on net sales.

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 concerned by external compensation expertise, based on a fixed and a variable component. Remuneration to the CEO and senior executives consist of base salary, variable remuneration, employee stock

options and pension benefits. "Senior executives" refers to the six persons who together with the CEO constitute the management team. The division between fixed and variable remuneration is in proportion to the respective manager's responsibility and authority. The variable remuneration is based on a combination of revenue, results and activity targets.

For the CEO the annual variable remuneration is capped at 100 per cent and for other senior executives, not including the global head of sales, at 30-60 per cent of the base salary. 70 per cent of the variable remuneration is based on measurable financial targets. For the global head of sales applies a compensation model where the variable remuneration is entirely based on net sales.

For certain senior executives, the agreed base salary is fixed during 2009, 2010 and 2011. Half of the outcome of the variable remuneration during 2009, 2010 and 2011 is put in escrow and paid out in April 2012, after applying a multiplier on the accumulated amount in escrow. The multiplier is dependant on the increase of the company's market capitalization compared to the average market capital during the 6 months, from and including October 2011 up to and including March 2012. This variable remuneration is paid out if the company's market capitalization as above corresponds to a share price of not lower than SEK 6 and with a cap determined at SEK 12.50. Any outcome of the employee stock option plans 2007 and 2009 is set off from the resulting amount.

Almost the entire personnel have some kind of variable remuneration and the entire personnel participate in employee stock option plans.

Reservation of all variable remuneration as well as social charges is made in the accounts.

### **Pension liability**

The company's pension liability towards the CEO amounts to 35 per cent of the fixed annual salary, excluding variable remuneration. Towards the other group managers the pension liability amounts to between 12 to 35 per cent of the annual salary. All contributions to pension plans are defined. The retirement age for the CEO and the other group managers is 65 years

### **Redundancy payment**

The company and the CEO have a reciprocal notice period of six months. Upon termination by the company, a redundancy payment corresponding to 18 monthly salaries is obtained. Any salary or other remuneration that the CEO obtains from employment or other business conducted under the 18 months period following the termination is set off against the redundancy payment. Upon termination by the company, the deputy-CEO obtains a redundancy payment of 3 monthly salaries. Any salary or other remuneration that the deputy-CEO obtains from recruitment or other business conducted during the 3 months period following the termination shall be set off against the redundancy payment. The company and the other group managers have a reciprocal notice period of 3-6 month

The Board shall have the right to deviate from these guidelines if special reasons exist.

Shareholders representing approximately 37.5 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 9-12.

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 15, 2010 be held available at the company's office at Västberga Allé 9, Hägersten, Sweden, and will be sent to the shareholders who so request and inform the company of their postal address.

Stockholm, March, 2010  
**NET INSIGHT AB (publ)**  
*The board of directors*