



NOTICE OF ANNUAL GENERAL MEETING

To the shareholders of Data Respons ASA

The shareholders of Data Respons ASA are hereby given notice of the annual general meeting to be held at the company's premises at Sandviksveien 26, Høvik, Bærum, on Thursday April 25, 2013 at 2 p.m.

AGENDA:

- 01. Opening of the meeting by the Chairman of the Board and registration of the shareholders present**
- 02. Election of the Chairman of the meeting and a person to co-sign the minutes with the Chairman of the meeting**
- 03. Approval of the notice of the meeting and the proposed agenda**
- 04. Adoption of the annual financial statements and the report of the board of directors for 2012 for Data Respons ASA and the group, including the resolution on the distribution of profits**

The annual report for 2012 containing the financial statements, report of the Board of Directors and auditors' report is available on our website: www.datarespons.com/investor. The board proposes that the annual general meeting adopt the following resolution:

"The board's proposed annual financial statements for 2012 for Data Respons ASA and the group, including the proposed income statement and balance sheet including notes, and the proposed report of the board of directors for Data Respons ASA and the group, and the board's proposed distribution of the profits for the year, be adopted. Dividend shall be paid with NOK 0.25 per share."
- 05. Establishment of the Board of Directors' remuneration and Nomination Committee's and auditors' fees**

The proposed establishment of remuneration for members of the Board of Directors and fees for the Nomination Committee can be found in the Nominations Committee's report, which is available on our website: www.datarespons.com/investor. The proposed auditor's fees for 2012 are disclosed in the financial statements. The Board proposes that the auditor's fees are approved.
- 06. Authorisation to increase share capital by issuing shares to key employees through a share option scheme - incentive program.**

The Board proposes that the general meeting approve a new share option scheme. The purpose of the share option program is to promote the long-term value creation by establishing incentives for key personnel in the group, and to facilitate mutual interests between management and shareholders through share ownership.

The board proposes the following resolution:

"The board is authorised to establish a share option scheme for key personnel employed by the company up to a total framework of

1 200 000 shares, which corresponds to 2 % of the number of shares currently outstanding. The share options shall be vested and allocated annually in three equal tranches over a three-year period, and can only be redeemed after a period of three years. The exercise price is established each year as the market rate at the start of each earnings year for one-third of the option framework. The market rate is calculated as equal to the weighted average market rate ten trading days before and ten trading days after the date of the annual general meeting at the start of each of the three allocation years, the first time at the annual general meeting on April 25, 2013."

- 07. The Board of Directors' declaration on executive pay**

In accordance with the provisions of Allmennaksjeloven [Norwegian Public Limited Companies Act], the general meeting must hold an advisory vote on the Board of Directors' declaration on executive pay. The Board of Directors' declaration on executive pay must contain guidelines and main principles on establishing pay and other allowances to senior employees. The declaration appears in note 15 of the Annual Financial Statements."
- 08. Election of the members of the Board of Directors**

Proposals for the election of members to the Board of Directors can be found in the Nomination Committee's report, which is available on our website: www.datarespons.com/investor.
- 09. Election of the members of the Nomination Committee**

Proposals for the election of members to the Nomination Committee can be found in the committee's report, available on our website: www.datarespons.com/investor.
- 10. Authorisation for the Board of Directors to increase the share-capital through a share issue**

At the Annual General Meeting in 2012, the Board of Directors received authorisation to implement share capital increases of up to NOK 2 400 000 over a period of one year, corresponding to 4 800 000 shares.

The authorisation expires at April 25, 2013 and the Board of Directors are requesting renewed authorisation to implement a share capital increase of up to NOK 900 000, corresponding to 1 800 000 shares. The authorisation will be valid until the annual general meeting in 2012 and must be able to be used for share capital increases for the following purposes:

- Acquisition of new companies as part of the company's strategy
- Share savings scheme for employees
- Cash issues

The purpose of the authorisation means that it will be necessary for the board of directors to have authorisation to depart from the shareholders' general right of pre-emption. The board proposes that the annual general meeting adopt the following resolution:

"The board shall be authorised to increase the share capital through new subscription of shares with a total par value of up to NOK 900 000 allocated up to 1 800 000 shares, each with a par value of NOK 0.50. This authority can be exercised in one or several issues.

The board can decide to depart from the shareholders' general right of the pre-emption on the shares in accordance with §10-4 of the Norwegian Public Limited Liability Companies Act. The board may decide that the share deposit shall take the form of assets other than cash or rights to incur particular obligations for the company pursuant to §10-2 of the Norwegian Public Limited Liability Companies Act. This authority shall apply from April 25, 2013 until the date of the 2014 annual general meeting."

11. Authorisation for the board of directors to purchase treasury shares

At the annual general meeting in 2011, the Board of Directors received authorisation to purchase up to 2 000 000 treasury shares with an equivalent par value of NOK 2 000 000. The authorisation applied until the annual general meeting in 2012. The Board of Directors is requesting authorisation to purchase up to 1 800 000 treasury shares with an equivalent nominal value of NOK 900 000

The purpose of the authorisation is to give the company the facility to implement the buy-back of shares with subsequent cancellation, in order to optimise the company's capital structure. Furthermore, the company wishes to be able to use such authorisation to purchase and sell treasury shares in connection with the whole or partial settlement for acquired companies, or in connection with general share savings scheme for employees.

The board proposes that the annual general meeting adopt the following resolution:

"The board shall be authorised to acquire treasury shares with a par value of up to NOK 900 000 allocated to up to 1 800 000 shares, each with a par value of NOK 0.50. The amount that can be paid per share shall be a minimum of NOK 1.00 and a maximum of NOK 20.00. The board shall be free to determine the manner in which shares may be acquired or sold. This authorisation shall apply from and including April 25, 2013 until the date of the annual general meeting in 2014."

Data Respons has 48 284 794 shares outstanding. Every share carries one vote and all shares have equal rights.

A shareholder is entitled to vote for the number of shares they own and which are registered in an account in the Central Depository (VPS) that belongs to the shareholder at the time of the AGM. If a shareholder has acquired shares that have not been registered on the date of the general meeting, the right to vote for the acquired shares may only be exercised if the acquisition is reported to VPS and documented at the general meeting.

Shareholders are entitled to have a proposal considered at the general meeting if the proposal has been submitted in writing to the Board of Directors at least 28 days before the meeting.

Shareholders are entitled to propose resolutions to matters that are treated by the general meeting.

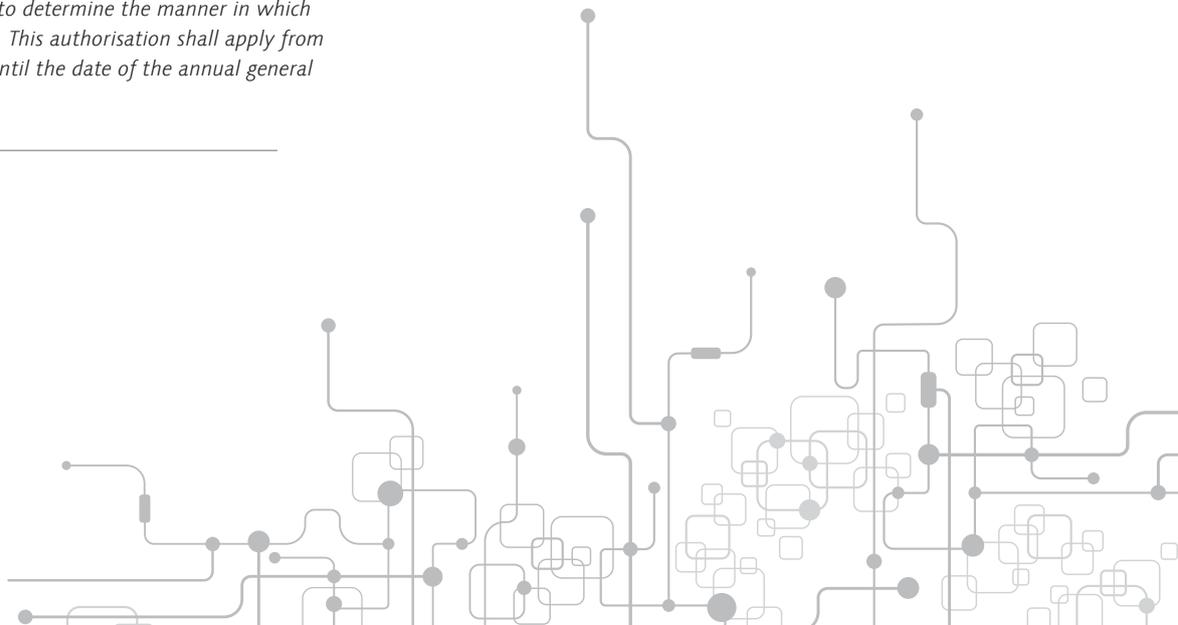
A shareholder may request that the Chairman of the Board and Managing Director on the General Meeting shall make available information about matters that could affect the approval of the financial statements and Board of Director's report; matters submitted to shareholders for approval, the company's financial position, including information on other companies in which the Company has interests and other matters which the general meeting shall consider, unless the requested information cannot be disclosed without causing disproportionate harm to the company.

Shareholders that wish to participate are requested to give notice of this as soon as possible and at the latest by Wednesday April 24, 2012 at 4 p.m. by returning the attached registration form to the company by post or fax. Those who wish to participate by proxy should fill in the attached proxy form and return this to the company within the same deadline.

Høvik, March 22, 2013
The Board of Directors of Data Respons ASA

APPENDICES:

Appendix 1: Registration form/proxy form



REGISTRATION FORM FOR THE ANNUAL GENERAL MEETING IN DATA RESPONS ASA

Undersigned will attend the annual general meeting (AGM) at Data Respons ASA on Thursday April 25, 2013 at 2 p.m., at the premises of Data Respons in Sandviksveien 26, Høvik, Norway to vote on:

..... own shares, and..... other shares cf. enclosed proxy(s).

NAME:

ADDRESS:

CITY/COUNTRY:

If you are meeting with proxies from other shareholders, please include these with the registration form. The registration form must be received by Data Respons ASA at the latest on Wednesday April 24, 2013 at 4 p.m. Postal address: Data Respons ASA, attn.: Haakon Flaaten, Sandviksveien 26, NO-1363 Høvik, Norway. Alternatively by e-mail to: hfa@datarespons.no

.....
Place/date

.....
Shareholder's signature

PROXY FORM FOR THE ANNUAL GENERAL MEETING IN DATA RESPONS ASA

Shareholders who are not attending the Annual General Meeting (AGM) in Data Respons, can by proxy be represented by others.

Undersigned shareholder hereby provides the power of authority to represent, meet and vote at the annual general meeting (AGM) in Data Respons ASA on April 25, 2013.

Undersigned shareholder owns shares.

NAME:

ADDRESS:

CITY/COUNTRY:

If you are meeting with proxies from other shareholders, please include these with the registration form. The registration form must be received by Data Respons ASA at the latest on Wednesday April 24, 2013 at 4 p.m. Postal address: Data Respons ASA, attn.: Haakon Flaaten, Sandviksveien 26, NO-1363 Høvik, Norway. Alternatively by e-mail to: hfa@datarespons.no

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Place/date

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Shareholder's signature