

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, on Thursday April 16, 2015 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. Approval of the annual report for 2014 for Data Respons ASA and the group, including the resolution on the distribution of profits**

The annual report for 2014 containing the financial statements with notes, the Board of Directors' report and auditors' report is available on our website: www.datarespons.com/investors

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

"The board's proposed annual financial statements for 2014 for Data Respons ASA and the group, including the proposed income statement and balance sheet including notes, and the proposed Board of Directors' report 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 1.00 per share, with record date April 16, 2015. The share will be traded ex dividend on Friday April 17, 2015."

- 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/investors

The proposed auditor's fees for 2014 are disclosed in the financial statements. The board proposes that the auditor's fees are approved.

- 06. 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/investors
- 07. Election of the members of the Nomination Committee**
Proposals for the election of members to the Nomination Com-

mittee can be found in the committee's report, available on our website: www.datarespons.com/investors

- 08. Authorisation for the Board of Directors to increase the share-capital through a share issue**

At the annual general meeting in 2014, the Board of Directors received authorisation to implement share capital increases of up to NOK 1 000 000 over a period of one year, corresponding to 2 000 000 shares.

The authorisation was valid until the annual general meeting in 2015, and the Board of Directors are requesting renewed authorisation to implement a share capital increase of up to NOK 2 000 000, corresponding to 4 000 000 shares.

The authorisation will be used for share capital increases for the following purposes:

- Acquisition of new companies as part of the company's core business and strategy
- Share savings scheme for employees
- Raising capital by issuing shares

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 2 000 000, allocated to a maximum of 4 000 000 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 16, 2015 until the date of the 2016 annual general meeting."

09. Authorisation for the Board of Directors to purchase treasury shares

At the annual general meeting in 2014, the Board of Directors received authorisation to purchase up to 2 000 000 treasury shares with an equivalent par value of NOK 1 000 000. The authorisation was valid until the annual general meeting in 2015. The Board of Directors are requesting renewed authorisation to purchase up to 800 000 treasury shares with an equivalent nominal value of NOK 400 000.

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 schemes for employees.

10. 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 400 000 allocated to a maximum of 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 16, 2015 until the date of the annual general meeting in 2016."

11. The Board of Directors' declaration on remuneration of senior management

In accordance with the Public Limited Companies Act § 6-16a, the annual general meeting shall vote on the Board of Directors' declaration on remuneration of senior management. The Board of Directors' declaration shall include guidelines and main principles for stipulation of salaries and other remuneration for the CEO and other senior management. The declaration is available on our website: www.datarespons.com/investors

**Høvik, March 19, 2015
The Board of Directors of Data Respons ASA**

Data Respons has 48 553 794 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 Norwegian Central Securities Depository (VPS) that belongs to the shareholder at the time of the annual general meeting. If a shareholder has acquired shares that have not been registered on the date of the annual 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 annual 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 Tuesday April 14, 2015 at 4 p.m. by returning the attached registration form to the company by post, e-mail 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.

APPENDICES:

Appendix 1: Registration form/proxy form

The annual report for 2014, the Nomination Committee's report and the Board of Directors' declaration on remuneration of senior management are available on our website: www.datarespons.com/investors



REGISTRATION FORM FOR THE ANNUAL GENERAL MEETING IN DATA RESPONS ASA

Undersigned will attend the annual general meeting at Data Respons ASA on Thursday April 16, 2015 at 2 p.m., at the premises of Data Respons in Sandviksveien 26, Høvik, Norway to vote on:

..... own shares, and other shares by proxy.

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 Tuesday April 14, 2015 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 / Fax: [+47 947 70 895](tel:+4794770895)

.....
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 in Data Respons, can by proxy be represented by others.

Undersigned shareholder hereby provides (please indicate by check mark)

Chairman of the Board Ole Jørgen Fredriksen (or whomever he authorises)

.....
Name of proxy holder (in capital letters)

to attend and vote for my/our shares at the annual general meeting of Data Respons ASA on 16 April 2015. If the name of the proxy holder is not stated, the authorisation will be deemed granted to the Chairman of the Board or whomever he authorises.

Undersigned shareholder owns shares.

NAME:

ADDRESS:

CITY/COUNTRY:

The Proxy form must be received by Data Respons ASA at the latest on Tuesday April 14, 2015 at 4 p.m. Postal address: Data Respons ASA, attn.: Haakon Flaaten, Sandviksveien 26, NO-1363 Høvik, Norway. E-mail: hfa@datarespons.no / Fax: +47 947 70 895

.....
Place/date

.....
Shareholder's signature

TO GRANT A PROXY WITH VOTING INSTRUCTIONS, PLEASE USE THE TABLE BELOW.

| ITEM | FOR | AGAINST | ABSTAIN |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|--------------------------|--------------------------|
| 2. Election of the Chairman of the meeting and a person to co-sign the minutes with the Chairman of the meeting | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Approval of the notice of the meeting and the proposed agenda | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. Approval of the annual report for 2014 for Data Respons ASA and the group, including the distribution of profits | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. Establishment of the Board of Directors' remuneration and Nomination Committee's fees (for/against the Nomination Committee's proposal) and auditors' fees | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. Election of the members of the Board of Directors (for/against the Nomination Committee's proposal) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. Election of the members of the Nomination Committee (for/against the Nomination Committee's proposal) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. Authorisation for the Board of Directors to increase the share capital through a share issue | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. Authorisation for the Board of Directors to purchase treasury shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. The Board of Directors' declaration on remuneration of senior management (binding guidelines) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. The Board of Directors' declaration on remuneration of senior management (advisory guidelines) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |