

BOARD OF DIRECTOR'S GUIDELINES AND MAIN PRINCIPLES FOR THE STIPULATION OF SALARIES AND OTHER REMUNERATION TO SENIOR MANAGEMENT

INTRODUCTION

In accordance with the Public Limited Companies Act § 6-16a, the Board of Directors have prepared the following declaration on guidelines and main principles for the stipulation of salaries and other remuneration for the CEO and other senior management. The declaration was approved by the Board of Directors on 19 March 2019 and will be presented to the annual general meeting of Data Respons ASA on 12 April 2019 for an advisory vote.

OBJECTIVE

The objective of the remuneration policy for the CEO and other senior management is to provide a competitive compensation that contains incentives to work for profitable growth and long-term value creation for the shareholders within the scope of the company's adopted values and strategies. The Board of Directors are in general positive to compensation that ensures convergence of the financial interests of the executive personnel and the shareholders.

AUTHORITY

The board shall determine the salary and other remuneration to the CEO. The CEO shall determine the salaries and other remuneration for other senior management. The board shall establish guidelines for remuneration to other senior management. The Board of Directors shall approve any remuneration to other senior management beyond the guidelines. The board should always approve any share-based incentive plans.

GUIDELINES AND PRINCIPLES FOR REMUNERATION

The CEO and other senior management shall be paid a competitive fixed basic salary and other administrative benefits in line with similar positions in comparable companies.

In addition to the fixed salary, the CEO and other senior management have annual variable salaries through bonus agreements in which payments are dependent on achieving goals for profitability improvement, growth and cash flow targets for the company. For the CEO and other senior management the variable salary shall be a maximum of 50 % of the fixed base salary.

The company has established a share savings programme for employees in order to create dedication for value creation and ensure convergence of the financial interests of the employees and the shareholders. Employees can subscribe to shares at a 25 % discount of market value on the time of share subscription. Maximum subscription amount, after discount, is NOK 40 000. The shares are subject to a lock-up period of two years, and given that the employee is still employed in Data Respons, he or she will receive one bonus share for every fifth share purchased at the end of the lock-up period. The share subscription takes place once a year and the employees are offered the option to finance the purchase through payroll deduction the following 7 months. The CEO and other senior management are invited to participate in the programme on the same terms as other employees. A maximum of 400 000 shares can be subscribed per annum for all employees in total.

In addition to the programme for all employees described above, Data Respons has a share savings programme for the senior management in the company. This programme offer senior management personnel to subscribe additional shares in accordance with further guidelines for allocation from the board at the same terms as the programme offered to all employees, however with no financing offered. A maximum of 180 000 shares can be subscribed per annum under the share saving programme for senior management.

In order to create a long-term incentive for value creation and attract and retain key personnel, the company has a long-term share option scheme for the CEO and other senior management. The share option scheme has a maturity of minimum 3 years, and the strike price is set corresponding to the market price at the time of allocation. Participants in the share option scheme must own a number of Data Respons shares corresponding to a minimum of 10% of the number of options granted. The total number of share options in the share option scheme shall amount to less than 4 per cent of the outstanding shares in the company.

The CEO and other senior management are covered by the prevailing defined contribution pension scheme on the same terms as other employees. The company does not have a defined benefit pension or insurance scheme.

The CEO is entitled to 12 months' salary after termination or amendment of his position/employment. Other senior management have a mutual notice period of up to six months and no special agreements.

EXECUTION OF REMUNERATION POLICY IN 2018

The company's remuneration of the CEO and senior management is conducted according to the guidelines presented above. There are no significant new agreements or changes in remuneration agreements that have been signed in 2018.

BINDING GUIDELINES FOR REMUNERATION IN 2019

The Board of Directors propose to continue the share savings programme for employees to provide employees with incentives for long-term value creation and facilitate coinciding interests between employees and shareholders. For 2019, the employees can subscribe to shares corresponding to a maximum amount of NOK 40 000. The shares are subject to a lock-up period of two years, and are subscribed at a 25 % discount at market value on the time of share subscription, and the employee will receive one bonus share for every fifth share purchased at the end of the lock-up period. The CEO and other senior management are invited to participate in the programme on the same terms as other employees, and are in addition offered a share saving programme, which offer them to subscribe additional shares in accordance with further guidelines for allocation from the board, at the same terms as the programme offered to all employees. The maximum of shares to be subscribed in the two programmes are 400 000 and 180 000, respectively.

In 2016, the general meeting approved a three-year share option programme that has now ended. The board proposes that the general meeting approves a new long-term share option programme. The purpose of the share option programme is to create incentives for long-term value creation and to retain and attract key personnel in the group. The share options in the programme have a maturity of minimum 3 years, and the strike price is set corresponding to the market price at the time of allocation. Participants in the share option scheme must own a number of Data Respons shares corresponding to a minimum of 10% of the number of options granted. The total number of options in the share option scheme shall be less than 4 per cent of the outstanding shares in the company.