



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 March 23, 2017 and will be presented to the annual general meeting of Data Respons ASA on April 27, 2017 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 Norway.

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 subscribe to shares at a 25 % discount at market value on the time of share subscription. The share subscription takes place once a year, normally in the month following the annual general meeting. The CEO and other senior management are invited to participate in the programme on equal terms as other employees. The Board of Directors decide, on a yearly basis, the maximum amount of shares that can be subscribed by employees and the discount of the share savings programme. For 2017 the employees can subscribe to a number of shares, limited to a subscription amount of 10 % of their gross yearly fixed salary, with an upper limit of 15 000 shares per employee.

In order to create a long-term incentive for value creation and attract and retain key personnel, the company has a share option scheme for the CEO and other senior management in accordance with the approved framework at the annual general meeting held in 2016. The share options must be earned before any options are granted and the options cannot be exercised before 2019. The scheme provides management with long-term incentives to create value for the shareholders.

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 2016

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 2016.

BINDING GUIDELINES FOR REMUNERATION IN 2017

The Board of Director's propose to continue the share savings programme for employees at the same terms as in 2016. For 2017 the employees can subscribe to a number of shares limited to a subscription amount of 10 % of their gross yearly fixed salary with an upper limit of 15 000 shares per employee. Employees subscribe to shares at a 25 % discount at market value on the time of share subscription.

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