

Proposal from the Nomination Committee of Data Respons ASA to the annual general meeting on April 19, 2018

Introduction

The Nomination Committee of Data Respons ASA ("the Company") currently comprises Bård Brath Ingerø (Committee Chair), Lars Martin Lunde and Andreas Berdal Lorentzen.

The Board of Directors currently comprises:

Erik Langaker	Chairman of the Board (since April 2016 and previously from November 2011 – April 2015)
Ulla-Britt Fräjdin-Hellqvist	Board member (since November 2011)
Janne T. Morstøl	Board member (since April 2015)
Narve Reiten	Board member (since April 2015)
Morten Viksøy	Personal deputy member to Narve Reiten (since 2015)
Åsa Grübb-Weinberg	Employee-elected Board member (since May 2010)
Henrik Kai Eriksen	Employee-elected Board member (since September 2017)

The Nomination Committee's work

The Nomination Committee has held several meetings and met with representatives from the largest shareholders in the company, the Board of Directors and group management. The Nomination Committee has also interviewed potential new candidates for the Board of Directors of the Company. The Nomination Committee emphasise that each year the entire board's composition must be freely evaluated.

Narve Reiten has notified the Nomination Committee that he will not stand for re-election and will withdraw from the board at the forthcoming annual general meeting. Consequently, Morten Viksøy, personal deputy member to Narve Reiten will also withdraw from the board.

Based on board evaluations, meetings with shareholders and group management, the Nomination Committee has concluded that the other current board members should stay on to ensure continuity in the work of the board. The Nomination Committee has also concluded it expedient to increase the number of shareholder elected board members from four to five members to accommodate a better breadth in experience within the board. Data Respons has had considerable growth both organic and through acquisitions in later years and have become a considerably sizable group. Most of the Groups revenues come from outside of Norway. Sweden is the Groups largest market with nearly half of the Groups revenues. The German market has had the strongest growth and accounted for a fourth of the Groups revenues at the end of 2017. Based on

the latter it has been desirable that new board members have broad managerial experience in international companies.

Election of the Board of Directors

The Nomination Committee propose to the annual general meeting that the following Board members are elected until the annual general meeting in 2019:

Erik Langaker	Chairman of the Board
Ulla-Britt Fräjdin-Hellqvist	Board member
Janne T. Morstøl	Board member
Morten Thorkildsen	Board member (New)
Martin Burkhalter	Board member (New)

Morten Thorkildsen, (born 1961) is - according to the Nomination Committee - highly skilled and has relevant experience as board member in Data Respons. Thorkildsen has 27 year's experience for various roles at IBM (most recently as Country Manager for IBM Norway) and since then CEO in the Nordic engineering company Rejlers Norge AS. Thorkildsen has board experience from several companies and is currently Chairman of the Board in the listed IT Company, Itera ASA, and engaged by Health Region South East as Chairman of the board in Sykehuspartner.

Martin Burkhalter (born 1952) lives in Switzerland and has - according to the Nomination Committee - a solid and relevant experience as board member in Data Respons. Burkhalter started in listed company Vizrt ASA in 2006 and was CEO in the company from 2010 to 2016. Burkhalter has previously held multiple management positions in German speaking countries and large international companies such as Intersport International and Reebok. Burkhalter was sports director at Lillehammer Olympic Organization in 1994 and has board experience from Listed company Amer Sports.

Remuneration for board work

As remuneration for board work for 2017, the annual general meeting established the following:

Chairman of the Board: NOK 420 000 per year. Shareholder-elected board members: NOK 200 000 per year. Employee-elected board members: NOK 50 000 per year.

NOK 30 000 per year for the Audit Committee Chair
NOK 20 000 per year for Audit Committee members
NOK 20 000 per year for the Compensation Committee chair
NOK 10 000 per year for Compensation Committee members
NOK 25 000 per year for the M&A committee members

The Nomination Committee's assessment is that the current remuneration rates are par

with comparable companies at Oslo Børs and that the current remunerations remain unchanged for 2018:

Should employee-elected board members participate in committee meetings, compensation is set to half of the remuneration rates above. Board and committee compensation for employee-elected board members reflect the fact that they can prepare for meetings during work hours.

The Nomination Committee's composition and remuneration

The composition of Nomination Committee should take into account the interests of shareholders in general. Accordingly, the Nomination Committee seeks representation from large and influential shareholders who set the tone in the company. The majority of the members in the Nomination Committee should be independent of both the board and group management. In the opinion of the Nomination Committee, the committee currently has a functional size with three representatives. The Nomination Committee has in 2017 comprised of Bård Brath Ingerø (Chairman of the Nomination Committee), Lars Martin Lunde (member) and Andreas Berdal Lorentzen (member).

MP Pensjon, the Company's second largest shareholder, has notified the Nomination Committee that they would like Ingerø to continue as Nomination Committee Chair and that Lars Martin Lunde will not stand for re-election. Andreas Berdal Lorentzen has also notified the Nomination Committee that he will not stand for re-election. The Nomination Committee propose that Fredrik Thoresen from Storebrand Asset Management is elected as a member of the Nomination Committee. The Nomination Committee has further nominated Christian Dahl from Handelsbanken Capital Markets in Norway as the third member of the Nomination Committee in 2018. Dahl was proposed by Handelsbanken Fonder AB, which is the largest shareholder in the company.

The nominated committee members are proposed by and acknowledged among major shareholders in the Group and the majority of the members in the Nomination Committee are independent of the board and management in the Group.

The Nomination Committee propose that the remuneration of NOK 25 000 per year for the Chair and NOK 20 000 for committee members remain unchanged.

Proposal

The Nomination Committee hereafter forwards the following proposal to the annual general meeting:

1.) That the following Board members are elected:

Erik Langaker	Chairman of the Board
Ulla-Britt Fräjdin-Hellqvist	Board member

Janne T. Morstøl	Board member
Morten Thorkildsen	Board member
Martin Burkhalter	Board member

2.) That remuneration for board work for 2018, until the annual general meeting in 2019, is established as follows:

Chairman of the Board: NOK 420 000 per year.
Shareholder-elected board members: NOK 200 000 per year
Employee-elected board members: NOK 50 000 per year.

Audit Committee Chair NOK 30 000 per year
Audit Committee members NOK 20 000 per year
Compensation Committee chair NOK 20 000 per year
Compensation Committee members NOK 10 000 per year
M&A Committee member NOK 25 000 per year

Should employee-elected board members participate in committee meetings, compensation is set to half of the remuneration rates above.

3.) That the following members of the Nomination Committee are elected:

Bård Brath Ingerø (Chair)
Fredrik Thoresen
Christian Dahl

4.) That remuneration for Nomination Committee work for 2018, until the annual general meeting in 2019 is established as follows:

Nomination Committee Chair NOK 25 000 per year
Nomination Committee members NOK 20 000 per year

Oslo, March 28, 2018

Bård Brath Ingerø
(sign.)

Andreas Berdal Lorentzen
(sign.)

Lars Martin Lunde
(sign.)