

Proposal from the Nomination Committee of Data Respons ASA to the annual general meeting on April 12, 2019

Introduction

The Nomination Committee of Data Respons ASA (“the Company”) currently comprises Bård Brath Ingerø (Committee Chair), Fredrik Thoresen and Christian Dahl.

The Board of Directors currently comprises of:

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)
Morten Thorkildsen	Board member (since April 2018)
Martin Burkhalter	Board member (since April 2018)
Åsa Grübb-Weinberg	Employee-elected Board member (since May 2010)
Marius Westgaard	Employee-elected Board member (since May 2018)

The Nomination Committee’s work

The Nomination Committee has held several meetings and met with representatives from shareholders in the company, the Board of Directors including the Chairman of the Board, and group management. The Nomination Committee emphasise that each year the entire board’s composition must be freely evaluated.

Based on board evaluations and the Company’s positive development in recent time, and in light of the fact that the board had two new members in 2018, the Nomination Committee has concluded that all current board members are proposed for re-election at the annual general meeting in April 2019.

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
Martin Burkhalter	Board member

Remuneration for board work

As remuneration for board work for 2018, 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 has proposed the following changes for 2019:
Chairman of the Board: From NOK 420 000 to NOK 440 000 per year. Shareholder-elected board members: From NOK 200 000 per year to 210 000. Members of the M&A committee: From NOK 25 000 per year to 30 000. Other remunerations are kept unchanged.

The Nomination Committee's assessment is that the remuneration levels are par with comparable companies at Oslo Børs.

Should employee-elected board members participate in committee meetings, compensation is set to half of the remuneration rates above. The remuneration levels set for employee-elected members of the board and board committees reflects that these members shall have the opportunity the make preparations during working 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 2019 comprised of Bård Brath Ingerø (Chairman of the Nomination Committee), Fredrik Thoresen (member) and Christian Dahl (member). It is the opinion of Nomination Committee that the existing members of the Nomination Committee are well rooted among major shareholders of the Company, and the Nomination Committee propose that the composition of the Nomination Committee remain unchanged.

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 2019, until the annual general meeting in 2020, is established as follows:

Chairman of the Board: NOK 440 000 per year.

Shareholder-elected board members: NOK 210 000 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 30 000 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 2019, until the annual general meeting in 2020 is established as follows:

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

Oslo, March 20, 2019

Bård Brath Ingerø

Fredrik Thoresen

Christian Dahl