

PROPOSAL FROM THE NOMINATION COMMITTEE OF DATA RESPONS ASA TO THE ANNUAL GENERAL MEETING ON APRIL 16, 2015

INTRODUCTION

The Nomination Committee of Data Respons ASA currently comprises Haakon Sæter (Committee Chair), Narve Reiten and Andreas Berdal Lorentzen.

The Board of Directors currently comprises:

Ole Jørgen Fredriksen	Chairman of the Board
Kathryn M. Baker	Board member
Ulla-Britt Fräjdin-Hellqvist	Board member
Erik Langaker	Board member
Harald Tøsti	Personal deputy member to Kathryn M. Baker
Åsa Grübb-Weinberg	Employee-elected Board member
Jarl Guntveit	Employee-elected Board member

THE NOMINATION COMMITTEE'S WORK

The Nomination Committee has held several meetings, evaluated a number of candidates and met with the group management, Chairman of the Board and representatives from the largest shareholders in the company. Based on board evaluations and interviews the Nomination Committee proposes some changes to the current board composition.

Kathryn Baker and Harald Tøsti have notified the Nomination Committee that they will not be up for re-election as Board member or personal deputy member respectively. The company's largest shareholder has proposed Narve Reiten as a new Board member, and Morten Viksøy as Personal deputy member for Narve Reiten. Due to conflicts of interest, Narve Reiten withdrew from the work of the Nomination Committee after this proposal was submitted. Due to Narve Reiten's withdrawal, the Nomination Committees evaluation of other candidates to the Board of Directors has been mainly performed by Haakon Sæter and Andreas Berdal Lorentzen.

Erik Langaker has notified the Nomination Committee that he does no longer have time to hold a position in the Board of Directors due to a large workload. The Nomination Committee proposes Janne T. Morstøl as a new Board member.

The Nomination Committee emphasises that each year the entire Board's composition must be evaluated freely and independently of the election period.

ELECTION OF DIRECTORS

The Nomination Committee proposes to the annual general meeting that the following Board members are elected until the annual general meeting in 2016:

Ole Jørgen Fredriksen	Chairman of the Board
Ulla-Britt Fräjdin-Hellqvist	Board member
Janne T. Morstøl	Board member
Narve Reiten	Board member
Morten Viksøy	Personal deputy member to Narve Reiten

In the opinion of The Nomination Committee, the two new Board members and the new personal deputy member have the proper qualifications for the Board of Directors at Data Respons ASA. A short presentation of the new candidates is provided in the following paragraphs:

Janne T. Morstøl

Janne T. Morstøl is the Chief Strategy Officer at Nevion, a company providing products and solutions for media transport. She has served in several corporate management positions in Nevion including managing product development, product management and marketing. Late 2012, Nevion merged with T-VIPS, a company Ms. Morstøl co-founded in 2004 and where she served as COO/CFO. Ms. Morstøl joined T-VIPS from TANDBERG Television, where she held several management positions within engineering and business development. Prior to this, Ms. Morstøl worked as Program Director at Zonavi, a Telenor-owned iTV company. She has been a board member in Vizrt since 2010, a company providing broadcast graphics and asset management tools. Ms. Morstøl holds a Master degree in Electronics from the Norwegian University of Science and Technology (NTH) and an MBA from the Norwegian School of Economics and Business Administration (NHH).

Narve Reiten

Mr Reiten, a Norwegian citizen, founded Reiten & Co in 1992 and established the firm's private equity investment activities in 1996. He has extensive investing and operational experience in the Nordic market. Prior to Reiten & Co, he was employed by I.M. Skaugen, working on project development and M&A. Mr Reiten holds a Master of Business and Economics degree from the Norwegian School of Management and is a Certified Financial Analyst (CFA) from the Norwegian School of Economics and Business Administration. Mr Reiten currently sits on the Board of Directors of NEAS (Chairman), Zalaris and Con-Form. He is a former director of Moss Maritime, Plugging Specialists International, Heimstaden, Ellipse-Klinikken, Notabene, Airlift (Blueway), SPIS Grilstad and Proffice.

Morten Viksøy

Mr Viksøy joined Reiten & Co in 2004. He has a strong strategy and corporate finance background in addition to broad project management experience. Prior to joining Reiten & Co, Mr Viksøy spent three years as Project Director in Telenor Broadcast. His main tasks were to assist top management both in Telenor Broadcast and in Telenor ASA on different strategic and corporate finance related issues. Prior to joining Telenor Broadcast, Mr Viksøy spent over five years as a management consultant at McKinsey & Co in Oslo serving European clients on strategic issues. Mr Viksøy holds a Master of Business and Economics degree from the Norwegian School of Economics and Business Administration (NHH). Mr Viksøy currently sits on the Board of Directors of Malthus, Brubakken and Con-Form. He is a former director of EuroProcessing International and Notabene.

REMUNERATION FOR BOARD WORK

As remuneration for Board work for 2014 the annual general meeting established the following:

Chairman of the Board: NOK 400 000 per year. Shareholder-elected Board members: NOK 190 000 per year. Employee-elected Board members: NOK 30 000 per year. The remuneration for Employee-elected Board members reflects the fact that they should have the opportunity to prepare during work hours. As remuneration for The Audit Committee and Compensation Committee, the remuneration is NOK 10 000 per meeting for the Chair and NOK 5 000 per meeting for ordinary members.

The Nomination Committee proposes unchanged remunerations for the Board of Directors for 2015, as the remuneration is what we believe is par for comparable companies at Oslo Børs (Oslo Stock exchange).

THE NOMINATION COMMITTEE'S STRUCTURE

In the opinion of the Nomination Committee, the Committee has a functional size today with representatives from the shareholders who set the tone in the company.

The Nomination Committee proposes that Haakon Sæter is elected as Chair of the Nomination Committee and that Andreas B. Lorentzen and Bård Brath Ingerø are elected as members of the Nomination Committee.

PROPOSAL

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

1.) That the following Board members are elected:

Ole Jørgen Fredriksen	Chairman of the Board
Ulla-Britt Fräjdin-Hellqvist	Board member
Janne T. Morstøl	Board member
Narve Reiten	Board member
Morten Viksøy	Personal deputy member to Narve Reiten

2.) That remuneration for board work for 2015, until the annual general meeting in 2016 is established as follows:

Chairman of the Board:	NOK 400 000 per year.
Shareholder-elected Board members:	NOK 190 000 per year
Employee Board members:	NOK 30 000 per year.

As remuneration for the Audit Committee and Compensation Committee, the proposed remuneration is NOK 10 000 per meeting for the Chair and NOK 5 000 per meeting for ordinary members. Should Employee-elected Board members participate the rate will be NOK 2 500 per meeting.

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

Haakon Sæter (Chair)
Andreas Berdal Lorentzen
Bård Brath Ingerø

As remuneration for the Chair or member of the Nomination Committee, the proposed remuneration is NOK 25 000 per year for the Chair and NOK 20 000 per year for ordinary members.

Oslo, March 24, 2015

Andreas Berdal Lorentzen
(sign.)

Haakon M. Sæter
(sign.)

Narve Reiten
(sign.)