

# Proposal from the Nomination Committee of Data Respons ASA to the annual general meeting on April 14, 2016

## INTRODUCTION

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

The Board of Directors currently comprises:

Ole Jørgen Fredriksen	Chairman of the Board (since April 2009)
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
Jarl Guntveit	Employee-elected Board member

## 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. Based on board evaluations, meetings with shareholders and interviews, the Nomination Committee has concluded that the current board members should stay on to ensure continuity in the work of the board. The committee also proposes to add one board member to the current board composition, and that Erik Langaker, who served as a board member of Data Respons from November 2011 until April 2015, should be re-elected.

The Nomination Committee emphasises that each year the entire Board's composition must be evaluated freely.

### 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 2017:

Ole Jørgen Fredriksen	Chairman of the Board
Ulla-Britt Fräjdin-Hellqvist	Board member
Erik Langaker	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, Erik Langaker has the proper qualifications for the Board of Directors at Data Respons ASA. A short presentation of the candidate is provided below:

Erik Langaker (born 1963) was a member of the Board of Data Respons from November 2011 to April 2015. He has over 20 years of experience of from Finance, Venture Capital and M&A from international markets. Langaker has founded/co-founded more than 10 successful technology companies. He has extensive board experience from companies such as StormGeo Group, GeoKnowledge and Viken Fibernet.

### **Remuneration for Board work**

As remuneration for Board work for 2016 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 can prepare for meetings during work hours. 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 2016, as the remuneration is what we believe to be par for comparable companies at Oslo Børs (Oslo Stock exchange).

### **THE NOMINATION COMMITTEE'S STRUCTURE**

The members of the Nomination Committee should be selected to take into account the interests of shareholders in general. Accordingly, the Nomination Committee seeks representation from the shareholders who set the tone in the company. In the opinion of the Nomination Committee, the Committee has a functional size today with three representatives.

Haakon Sæter has announced that he is not up for re-election. The Nomination Committee proposes that Bård Brath Ingerø from Reiten & Co, the advisor to the company's largest shareholder Custom Holding AS, is elected as chair of the committee. Furthermore, the Nomination Committee proposes that Andreas Berdal Lorentzen continues as a committee member and that Lars Martin Lunde from the company's second largest shareholder, MP Pensjon, is elected as a new committee member.

As remuneration for the Chair or member of the Nomination Committee, the committee proposes unchanged remuneration at NOK 25 000 per year for the Chair and NOK 20 000 per year for ordinary members.

## **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
Erik Langaker	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 2016, until the annual general meeting in 2017 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:**

Bård Brath Ingerø (Chair)  
Andreas Berdal Lorentzen  
Lars Martin Lunde

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 15, 2016

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Andreas Berdal Lorentzen  
(sign.)

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Haakon M. Sæter  
(sign.)

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Bård Brath Ingerø  
(sign.)