

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 has 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 15, 2016 and will be presented to the Annual General Meeting of Data Respons ASA on April 14, 2016 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 is 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. Any remuneration to other senior management beyond the guidelines shall be approved by the Board of Directors. Any share-based incentive plans should always be approved by the Board.

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. The CEO and other senior management are invited to participate in the programme on equal terms as other employees. Employees subscribe to shares at a maximum of 25 % discount to market value at the time of share subscription. The Board of Directors decide

on the on the maximum amount of shares that can be subscribed by employees and the discount.

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 2013. The share option scheme with a duration of three years was established to give the company's management incentives to create value for the shareholders.

The CEO and other senior management are covered by the prevailing defined contribution pension schemes on the same terms as other employees. The company does not have any defined benefit pension or insurance schemes.

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 arrangements.

EXECUTION OF REMUNERATION POLICY IN 2015

The company's remuneration of the CEO and senior management is conducted in accordance with the guidelines presented above. There are no significant new agreements or changes in remuneration agreements that have been signed in 2015.

BINDING GUIDELINES FOR REMUNERATION IN 2016

For 2016, the Board of Director's propose to continue the share savings scheme for employees, with a maximum of 10 000 shares per employee and a discount of 25 % to the market value. The CEO and other senior management are invited to subscribe to shares on equal terms as other employees.

In 2013, the annual general meeting approved a three-year share option scheme, which now has matured. The Board of Directors proposes that the general meeting approve the share option scheme for three new years. The purpose of the share option program is to promote the long-term value creation by establishing incentives for value creation for senior management, and to facilitate mutual interests between management and shareholders through share ownership. The Board of Directors also place importance on being able to offer competitive terms to attract and retain competent and experienced employees in senior management and key positions. The Board of Directors proposes the following resolution:

"The Board of Directors is authorised to establish a share option scheme for key personnel employed by the company by a maximum of 1 440 000 shares, which corresponds to 2.9 % of the number of shares currently outstanding. The share options shall be vested and allocated annually in three equal tranches over a three-year period, and can only be exercised after the three-year period.

The strike price for one third of the share options granted shall be determined annually equal to market value at the beginning of each vesting period. The strike price will be reduced by the amount paid in dividends per share in the period between determination of market value and exercise date. In the event of any changes in the company's share capital through merger, demerger, repayment to shareholders, etc., the number of share options and/or the strike price will be adjusted in accordance with the generally recognised principles for such adjustments.

Market value will be determined as the weighted average share price for the Data Respons share the 20 first trading days after the annual general meeting at the beginning of each of the three allocation years, the first time after the annual general meeting on April 14, 2016. The company may choose to issue new share or purchase own shares to meet the obligation of share options which are exercised."