

Appendix to item 8

TECHSTEP ASA

THE BOARD'S DECLARATION ON DETERMINATION OF SALARIES AND OTHER REMUNERATION TO THE EXECUTIVE MANAGEMENT

General

This statement has been prepared by the Board of Directors (“**Board**”) of Techstep ASA (“**Techstep**” or the “**Company**”) in accordance with Section 6-16a of the Norwegian Public Limited Liability Companies Act (the “**Act**”) for consideration in the Annual General Meeting 22 June 2020. The principles defined for the salary and other compensation in this statement apply from the Annual General Meeting 2020 and until Annual General Meeting in 2021.

Guidelines for determining the remuneration of senior executives

The main principle in the Company's policy for executive compensation is that the executive team shall be offered competitive salary terms, with performance-based compensation tied to business results and shareholder value, in order to achieve the desired competence and incentives within the executive management team.

The Board has appointed a remuneration committee under management of a Board member which provides recommendations regarding salary and other benefits to the Company's executive management. The CEO's total compensation and any adjustments thereto, is first reviewed by the remuneration committee and then approved by the Board. The Board considers CEO compensation each year. The compensation of the other members of the executive management, including adjustments of these, are agreed between the CEO and the respective manager in consultation with the chairman of the Board.

Fixed salary and cash bonus

The Company will offer executive management competitive terms and offers a fixed salary and a variable part. The fixed part will reflect the individual manager's responsibilities and performance. The variable component will be capped at 50 % of the fixed salary and the assessment is based on the Company's and individual's achievement.

Share options and Share Purchase Program

Share Purchase Program

The Board proposes to establish a Share Purchase Program in which all employees of the Techstep group and the board members of Techstep may be offered to purchase or subscribe for shares in the Company with a 20% discount on the market price at the time of establishing the program. For 2020-2021, the Board proposes that the Share Purchase Program may amount to minimum NOK 1 million and maximum NOK 10 million. The minimum subscription amount for each employee/board member is NOK 10,000 and maximum NOK 200,000. The shares will be subject to a two-year holding period. The Board's intention is to propose the adoption of a similar Share Purchase Program biennially.

Share options

The Company established one share option scheme in 2017 and one share option scheme in 2018. The share option schemes are subject to the same terms and conditions (except for different grant dates and therefore also different vesting and expiry dates). The 2017 share option scheme has expired. 6,600,000 share options are currently issued under the 2018 share option scheme, of which 5,200,000 share options are issued to certain members of the Executive Management.

The Board proposes to terminate 5,200,000 share options granted to certain members of the Executive Management under the 2018 scheme, and to replace these share options (and the 2017 scheme) with a new long-term share option scheme for all of the members of the Executive Management.

The Board proposes that 4,069,883 share options (2.5% of existing shares) may be granted under the program in 2020-2021. The share options will become exercisable (vest) on 22 June 2021 and must be exercised within 22 June 2024. The exercise price will be the market price of the Techstep share on 22 June 2020 plus 10%. The exercise price will be adjusted for any dividends paid before exercise and similar. Each option holder's aggregated gross profit from exercising the options shall be limited to the amount equal to 3 years' gross base salary at the time of exercising the options. The Company is entitled to settle the exercise of share options in cash, and/or with new or existing treasury shares. The Board's intention is to propose the adoption of a similar option program in 2021 and 2022.

Finally, the Board proposes that it may terminate the remaining 1,400,000 share options issued under the 2018 share option scheme to the non-executive managers subject to payment by the Company of the fair market value of such share options at the termination date.

Pension scheme

The pension scheme for the CEO and remaining senior executives is accounted for in Note 29 to the 2019 annual accounts. The agreed notice for the CEO is 6 months. In the event of a dismissal by the Company, the CEO is entitled to a severance pay of 6 months from the end of the notice period. For other senior executives, the agreed termination notice period is from 3 to 6 months.

Report on remuneration policy and the effects of compensation agreements in the preceding financial year

The policy of remuneration in the Company for fiscal year 2019 has been completed in accordance with the guidelines for determining salaries and other remuneration that were considered and approved by the Annual General Meeting in April 2019.

Oslo, 28 May 2020

For the board of directors of Techstep ASA

Jens Rugseth