

## 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 25 April 2019. The principles defined for the salary and other compensation in this statement apply from the Annual General Meeting 2019 and until Annual General Meeting in 2020.

##### 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

Secondly, performance based compensation is granted by share options to the executive management and certain other employees. The share option grants additional incentives toward creating long-term shareholder value. As a general rule, the share option grants vest over a period of three years, with one-third of the options vesting after each year, and the options must be exercised within a certain period following the expiry of the last vesting year. The exercise price of the options will generally take into account the market price at the time of the grant. The exercise price will be adjusted for any dividends paid before exercise and similar. The Company is entitled to settle the exercise of share options in cash, and/or with new or existing treasury shares. The Company has currently issued 10 million share options to Company's executive management and 2 million share options to other employees. The Board of Directors proposes that the

Company may issue 3 million share options to the executive management and key employees from the Annual General Meeting 2019 and until Annual General Meeting in 2020.

The pension scheme for the CEO and remaining senior executives is accounted for in Note 27 to the 2018 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 2018 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 2018.

Oslo, 2 April 2019  
For the board of directors of Techstep ASA

Einar J. Greve