

Proposal from the Nomination Committee to the Annual General Meeting of Techstep ASA to be held on 26 April 2018

The Nomination Committee in Techstep ASA currently consists of the following members:

- Harald Arnet
- Kjetil Skorstad

The Nomination Committee recommends the candidates for the Board of Directors and makes proposals for the remuneration of the Board of Directors. The Nomination Committee has held several meetings prior to publication of the notice of the Annual General Meeting to be held on 26 April 2018.

The Nomination Committee makes the following proposals to the Annual General Meeting:

1 Election of Board of Directors

The Nomination Committee proposes the following board members are re-elected:

- Einar J. Greve as chairman of the Board of Directors
- Kristian Lundkvist, as Board member
- Stein Erik Moe, as Board member
- Ingrid Leisner, as Board member

As previously described, Einar J. Greve is an experienced lawyer/investment banker/investor with extensive experience as chairman/board member in other listed companies with similar growth strategy as Techstep.

Kristian Lundkvist represents a large shareholder in the company. Stein Erik Moe is the CEO and co-founder of the digital services company Gture AS and has previously 27 years of experience with Accenture, and Ingrid Leisner has a background as a trader of different oil and gas products in her 15 years in Statoil ASA and has extensive board experience.

The Nomination Committee proposes to replace Camilla Magnus and strengthen the board with the following persons; Anders Brandt has 20 years of experience in international entrepreneurship, technology, venture capital and digital services. He is managing partner in the venture capital fund Idekapiital. Toril Nag is Group Executive Vice President, Lysekonsernet. She holds extensive experience in telecom and digital service and is amongst other chairman of the board of Altibox AS. Siri Børsum is Leader of Digital Transformation at Google in Norway.

Further, the Nomination Committee proposes to appoint Jan Haudemann-Andersen as deputy board member. Mr. Haudemann-Andersen owns Datum AS which is the largest owner of Techstep ASA.

Based on the above, the Nomination Committee proposes that the Board shall have the following composition after the Annual General Meeting:

- Einar J. Greve, chairman of the Board of Directors
- Kristian Lundkvist, as Board member

- Stein Erik Moe, as Board member
- Ingrid Leisner, as Board member
- Anders Brandt, as Board member
- Toril Nag, as Board Member
- Siri Børsum, as Board Member

The proposals set out above are supported by the largest shareholders in Techstep ASA.

2 Remuneration of the Board of Directors

The Nomination Committee proposes that the new Board of Directors are entitled to a remuneration in accordance with the following:

- Chairman NOK 500,000 per year and Board member NOK 250,000 per year.

The Nomination Committee recommends that the remuneration will be paid in advance each quarter.

The Nomination Committee has based its work on remuneration on a review of comparable companies' remuneration levels for their Boards of Directors.

The Nomination Committee believes the current level is similar to that of comparable listed companies in Norway, the Nomination Committee therefore believes that the proposal represents a competitive level of remuneration, corresponding to responsibilities, competence requirements and workload.

3 Remuneration of the Audit Committee

The Nomination Committee proposes that the Audit Committee are entitled to a remuneration in accordance with the following:

- Chairman NOK 50,000 per year and Board member NOK 35,000 per year