

To the shareholders in Itera ASA

Recommendations from the 2014 Nomination Committee

The Nomination Committee was elected on 23 May 2013. The committee has consisted of Olav Werner Pedersen, Gisle Evensen and Erik Sandersen. The latter has served chair. The committee has convened six meetings, while the rest of the work has been conducted by telephone and e-mail.

Election of Board of Directors

The Election Committee recommends that the Board of Directors continues to consist of four persons of which two members are replaced by election, while two remain in their posts. The objectives of the changes are to increase the Board's branch expertise and at the same reflect changes on the shareholders' side. The proposal for the Board of Directors is as follows:

- Morten Thorkildsen, Chairman (new)
- Mimi K. Berdal, member (re-elected)
- Jan-Erik Karlsson, member (re-elected)
- Wenche Holen, member (new)

Morten Thorkildsen (52) has a broad background in IT through his 27 years in IBM, the last ten years as CEO of IBM's Norwegian operations. He is currently Managing Director of the engineering company Rejlers Norge. He has served on boards of directors with amongst others EDB-Gruppen, Tromsø Telemedicine Laboratory, IKT Norge and a number of IBM companies. He has served as Chairman of the Board of Directors of The Norwegian Computer Society (Den Norske Dataforening) for the past four years.

Wenche Holen (49) is Group CEO of BAMA Gruppen with responsibility for strategy and business development. She has previously worked for Findexa/Telenor Media and has held the position as Managing Director of Eniro Norge. She has wide experience in boardroom activities from amongst others Intelcom Group, Norske Skog, BirdStep and 1880.

The nomination committee would hereby like to thank Ole Jørgen Fredriksen for his performance as the Chairman on the Board and Trude Svartdal Husebø for her contribution as board member, and wish them all the success in the future.

Board remuneration

The nomination committee has chosen to continue the remuneration structures decided upon in previous general meetings, the last being on 23 May 2013. Upon this basis, the nomination committee proposes the following remuneration packages for 2013/2014:

- Chair, NOK 300 000
- Member, NOK 175 000

The nomination committee proposes that remunerations remain unchanged for the upcoming period. In the event that there is a need for the chair of the Board or any individual members to perform more active duties on behalf of the company, these shall be remunerated on an hourly basis. Where these extra duties have been approved by the board, they shall be rewarded with a remuneration in addition to that allocated to the chair/member. The nomination committee proposes a continuation of the remuneration regime for extraordinary duties by the Board's members at the rate of NOK 900/hour.

Remuneration for the Board's subcommittee

The establishment of an audit committee was decided upon at the AGM in 2010. During 2013/14, the audit committee has consisted of Ole Jørgen Fredriksen and Mimi K. Berdal (chair). In 2011/2012, the Board established a remuneration committee. During 2013/2014 the remuneration committee has consisted of Jan-Erik Karlsson and Trude Svartdal Husebø (chair).

The nomination committee proposes that the chairs of the two committees each receive NOK 15 000 in addition to their regular Board remuneration.

Election of the nomination committee and remuneration

In accordance to § 6 of the Articles of Association and the nomination committee's mandate, its composition shall be decided upon by the largest shareholders. The nomination committee has consulted the company's major shareholders and proposes the following candidates:

- Erik Sandersen, chair (re-elected)
- Olav Werner Pedersen (re-elected)
- Geir Moe (new)

Furthermore, the nomination committee recommends that remuneration of the nomination committee's members remains unchanged at NOK 30 000 for the chair, and NOK 15 000 for the other members.

Oslo, 24 april 2014

Erik Sandersen sign.

Chair of the Nomination Committee