

Valgkomiteens innstilling til generalforsamlingen i Hiddn Solutions ASA vedrørende styrets sammensetning

Valgkomiteen i Hiddn Solutions ASA ("Hiddn" eller "Selskapet") består av Truls Foss, Line Sanderud Bakkevig og Ove Steinar Larsen med sistnevnte som valgkomiteens leder.

Det sittende styret ble valgt på de ekstraordinære generalforsamlingene den 14.11.2016 og den 13.1. 2017.

Valgkomiteen ser det som sin viktigste oppgave å påse at styret har nødvendig kompetanse og kapasitet til å utføre de oppgaver styret er pålagt. Komiteen har også hatt som et mål at styret bør sammensettes av personer med vilje og evne til å samarbeide. Komiteen har i sine vurderinger lagt vekt på de endringer som gjennomføres i selskapets virksomhetsområder og de tilpasninger til nye produkter og markeder dette medfører. Overtakelsen og integreringen av virksomheten i Finn Clausen AS vil også ha fordel av et styre med erfaring og kompetanse på disse nye områder.

Valgkomiteen har gjennom sitt arbeid hatt kontakt med ulike aksjonærer, styret og administrasjonen.

Komiteens arbeid er for øvrig regulert av retningslinjer for valgkomiteen i Hiddn Solutions ASA, vedtatt på generalforsamlingen 26. juni 2013.

Etter Selskapets vedtekter skal styret bestå av tre til syv medlemmer.

Komiteen foreslår på denne bakgrunn følgende styre:

Øystein Tvenge, styreleder

Jan Opsahl, ny

Jeanette Dyhre Kvisvik, ny

Svein Yngve Willassen, ny

Cecilie Grue

CV for Øystein Tvenge og Cecilie Grue ble fremlagt da de ble valgt hhv den 13.1.2017 og den 14.11.2016.

CV for Jeanette Dyhre Kvisvik og Svein Yngve Willassen følger denne innstillingen fra valgkomiteen.

Valgkomiteen takker de utredende styremedlemmer Ola Røthe og Hege Anfindsen for deres arbeid for selskapet i den tid de har vært tillitsvalgte til styret.

Valgkomiteens innstilling til generalforsamlingen i Hiddn ASA vedrørende godtgjørelse til styremedlemmer og medlemmer av valgkomiteen.

Ettersom selskapets virksomhet har blitt endret herunder produkter, markeder og omsetningsstørrelse etc. siden valgkomiteen sist innstilte på godtgjørelser, har det vært nødvendig for valgkomiteen å fristille seg fra tiden før selskapet ble kjøpt opp og endret virksomhet. Valgkomiteen har rådført seg med aksjonærer og styret

samt søkt å finne et nivå på godtgjørelsene som er markedsmessig tilpasset. På dette grunnlag og til en viss grad en konkret vurdering av antall møter og arbeidsbelastning i styret innstiller valgkomiteen på følgende godtgjørelse til styremedlemmer og medlemmer av valgkomiteen.

Styrets leder godtgjøres med kr 300.000,- .

Styremedlemmer godtgjøres med kr 200.000,- .

Valgkomiteen godtgjøres med kr 40.000,- til leder og kr 30.000,- til medlemmer.

Godtgjørelsen forutsetter full funksjonstid fra ordinær generalforsamling til neste. Ved kortere funksjonstid avregnes godtgjørelsen forholdsvis. De forholdsmessige beregninger er antall dager i vervet/360 dager.

Dersom generalforsamlingen følger valgkomiteens innstilling vil godtgjørelsene bli som følger:

Styreleder Øystein Tvenge	–	13.01.17- 22.6.17	–	kr 132.500,-
Styreleder Ola Røhte	–	14.11.16 -13.1.17	–	kr 49.167,-
Styremedlem Ola Røthe	–	13.01.17- 22.6.17	–	kr 88.333,-
Styremedlem Cecilie Grue	–	14.11.16- 22.6.17	–	kr 121.111,-
Styremedlem Hege Anfinsen	–	14.11.16 – 22.6.17	–	kr 50.000,-

Hege Anfinsen har vært innleid konsulent i perioden og hennes arbeid er fakturert løpende gjennom perioden. Godtgjørelsen er vurdert som ansvarsdelen av hennes godtgjørelse som styremedlem.

Valgkomiteen har full funksjonstid og det innstilles på full godtgjørelse iht innstillingen.

Oslo, 13.juni 2017

Ove Steinar Larsen (sign.) leder av valgkomiteen

Denne opplysningen er informasjonspliktig etter verdipapirhandelloven §5-12.



RESUME: JEANETTE DYHRE KVISVIK

JEANETTEDK@ICLOUD.COM, +4791584847, ELMHOLTV. 16, 0281 OSLO, NORWAY

PROFESSIONAL EXPERIENCE

2015- PRESENT VILLOID AS – CEO & Co-Founder (OSLO/NY/LONDON)

*SELECTED BY APPLE AS BEST NEW APP IN THE US AND 100 + COUNTRIES in 2016

- VILLOID cofounded by influencer Alexa Chung, has become a fast-growing SoMe mobile platform on iOS and web
- Villoid is marketing 1000+ high-end and high street brands from Topshop to Gucci.
- Launched in NY in 2015, VILLOID is an iOS app and a mobile responsive website
- 450 000 users of the app and is LIVE in 200+ countries
- Built digital tech team of 10 in Norway, UK and the US
- Branding: 15 000 news articles on the launch, including being voted “BEST APP of 2015” of Sunday Times, best apps of VOGUE US, launched in the UK with Elle
- Part of 500 Start ups and team participated in accelerator 500 Start Ups, Mountain, View, CA, USA.

2012- 2015 TELNOR MOBILE MEDIA- CEO (OSLO, NORWAY)

- Took over as the CEO of Telenor Mobile Media with the goal of monetizing 150 million subscribers of Telenor with mobile marketing.
- Got the mandate to create “an engaging B2C business” for Telenor, regardless of footprint, based on scalable ecommerce models and new media models (influencers)
- Created a ecommerce service on an iOS app and web and launched a BETA version of Villoid (then Sobazaar) in August 2014 in Norway
- Built a team of engineers, social gamers and ecommerce experts, in addition to signing fashion influencer Alexa Chung as co founder (4mn followers on social media channels)
- Reached 20% market penetration in target group in Norway and launched globally
- Was offered to do a Management Buy Out when Telenor changed CEO & strategy 2015

2012 – 2016 SIXBONDSTREET.NO – CO-FOUNDER (OSLO)

- Co-Founder of interior and furniture ecommerce site sixbondstreet.no.
- Sat up company with Ole Sandberg, CEO VOSS Water, and raised \$1 Million.
- Acted as a Board Member and shareholder from 2013-2016
- Company acquired by Nordic ecommerce player Komplet in 2016

2008-2013 LIQUID BARCODES - CEO & CO-FOUNDER (OSLO/NEW YORK)

- Launched the internet gaming company Interactive Advertising (B2B) in the US in 2008 and commercialized the business with key partners as MySpace in SF.
- Financial crisis in the US Sep 2008 led to moving operations back to Scandinavia
- Signed a long term contract with 7-Eleven Nordics
- Fundraised \$2MNOK incl. industrial Swedish company DLF/Kuponginløsen

- Acquired Liquid Barcodes with patented technology on mobile barcode scanning
- Integrated mobile scanning technology in to larger Nordic companies as Reitan Group (7Eleven, Narvesen, Pressbyrå, Hydro) and Gresvig (Fashion and Sport retailers)
- Built annual revenue from -1 to 2 Million USD in 1.5 year
- The mission was integrating mobile payment solutions at our POS distribution
- Acquired by Telenor in 2013

2006-2008 BURSON-MARSTELLER – DIRECTOR (OSLO/NEW YORK)

- Built 7 key clients in New York and a retainer revenue of \$3 million a year.
- Was the strategic advisor of the largest client Reitan Group
- Was promoted Director in the HQ in New York and built a Nordic client base with an annual revenue of 2.5 MUSD alone in New York in how to establish, market and build businesses in the US (Clients as Glitnir, Hafslund)
- Ran the CEO Reputation Survey with top 30 CEOs in the Nordics

2004-2005 MCKINSEY & COMPANY – MANAGEMENT CONSULTANT (OSLO)

- Worked as an Management Consultant with the goal of learning business and business strategy in an operative way (MBA)
- Worked with Private Equity and Venture Funds in Norway, Sweden & Italy

2002-2004 BA-HR LAW FIRM (OSLO, NORWAY)

- Worked as a lawyer for 2 years and specialized in real estate and media
- Got the Admission to the Norwegian Bar Association after 2 years
- Led 3 court cases during the 2 years (settled 1 and won 2), one on real estate and two on international tax in Sweden, Britain and Switzerland

1996-2002 TV2, COMMERCIAL TV STATION IN NORWAY

- 2000-2002: Created a TRAVEL show in prime time about 5 girls sailing from North to South in The Caribbean for 3 months (“THE GIRL PIRATES”)
- Held the roles as TV hostess, skipper of the 45 ft sailing boat and project manager
- The show was a success and watched by 40% of the population
- 1996-2000: Worked as a TV hostess for TV shows and travel shows.

EDUCATION

1993-2000 – MASTER IN LAW, UNIVERSITY OF BERGEN

Received the highest honors of Master in Law (Laudable 2.45)

1990-1993- COLLEGE OF GREAAKER

Main subjects: English, economy

1989-1990- SENIOR HIGH SCHOOL, ALABAMA, US

Main subjects: Physics and advanced math

BOARD MEMBER POSITIONS

- 1) **PANDOX** (Listed company NASDAQ, Stockholm. Value GBP 3 billion). Digital advisor to the hotel industry and interpret Pandox’ role in a changing digital world led by Airbnb and OTA’s.

http://www.pandox.se/globalassets/releases/2017/foreslagna_ledamoter_2017-sv.pdf

- 2) **UNITED INFLUENCERS** 2015- Present. (Influencer marketing agency.) Digital advisor on influencer trends & social media ecosystems in the Nordics, UK and US.

ACCOMPLISHMENTS

- 1) 1 of 50 Most Inspiring Women in Tech (Nordics) by Business Insider 2016
<http://nordic.businessinsider.com/these-are-the-50-most-inspiring-women-in-nordic-tech-2016-6>
- 2) 1 of 100 Female Entrepreneurs in Europe 2016 <http://www.the-hundert.com/startups/jeanette-dyhre-kvisvik-of-villoid-learning-to-adjust-the-sails-along-the-journey/>

NETWORKS

- 1) **Founders Forum member** - a global community for the best global entrepreneurs, select inspiring CEOs and key investors, in media and technology.
<http://foundersforum.eu>
- 2) **ICE list member** - ICE is an intrepid non-profit group of 150 founders, investors & start-up leaders, who step out of their day jobs to disrupt the industry, share breakthrough hacks, meet leaders and forge friendships. <http://icelist.eu/>

INTERESTS

Cross- country skiing (Marcilonga 2015), running (NY MARATHON 2001), sailing, daughter (5)

SVEIN WILLASSEN

ph.d.

📍 OSLO, NORWAY 📞 +47 92449678 ✉ SVEIN@WILLASSEN.NO



WORK EXPERIENCE

FOUNDER AND CEO

CONFREER AS

2017-03 -

Currently exploring new opportunities in video conferencing at the new startup Confrer AS.

VP, HEAD OF APPEAR.IN

APPEAR.IN, TELENOR DIGITAL AS

2013-08 - 2017-03

I had the privilege of leading the great team developing the service appear.in in Telenor Digital, based on an idea I conceived in 2013.

SENIOR SOFTWARE ENGINEER, TECH LEAD

TELENOR DIGITAL AS

2011-04 - 2013-08

Full time position managing a team of Software Developers developing communication products. Led the development of the products Sms+ and Talk+

ASSOCIATE PROFESSOR

NORWEGIAN UNIVERSITY OF SCIENCE AND TECHNOLOGY

2009-08 - 2014-12

Part time position as Associate Professor at the Department of Telematics. Responsible for teaching the course "Advanced Information Security"

INVESTIGATOR AND CEO

SVEIN WILLASSEN AS

2005-01 - 2011-04

Private business run as a side project while doing PhD research, became full-time in the period 2008-2011. Did a large number of civil digital investigations in this period, many of which involved court appearance as expert witness. Served as expert judge in a high profile case. Also worked extensively with development of forensic tools.

RESEARCHER

NORWEGIAN UNIVERSITY OF SCIENCE AND TECHNOLOGY

2004-10 - 2008-01

Full time research, resulting in a PhD thesis published in 2008. Running at the Department of Telematics, it was funded from the Norwegian Research Council.

INVESTIGATION MANAGER

IBAS AS

2002-08 - 2004-10

Investigation Manager at Ibas AS 2002. Built up the Computer Forensics department in Scandinavia to become a profitable business. Lead a large number of investigations across Scandinavia, including Digital Forensics in high profile cases such as the Knutby homicide case in Sweden and the Rocknes ship accident in Norway.

SPECIAL INVESTIGATOR

ØKOKRIM, COMPUTER CRIME CENTRE

1999-12 - 2002-07

Worked at the computer crime center, which had the national responsibility for computer crime investigations in Norway. Worked with investigation of computer intrusion cases and computer forensics in all types of criminal investigations. Among these were several high profile cases.



PHD DOCTORATE
**NORWEGIAN UNIVERSITY OF SCIENCE AND
TECHNOLOGY**
2005 - 2008

The dissertation titled "Methods for Enhancement of Timestamps in Digital Forensics", has been presented worldwide, and has earned the author reputation as an internationally recognized expert in this field. It was the first PhD to be completed within the field of Digital Forensics in Norway.

LAW
UNIVERSITY OF OSLO
2005 - 2006

Studied the two first years of the Master degree in Law as extra curriculum to strengthen the Law perspective on Digital Forensics.

SIVILINGENIØR
**NORWEGIAN UNIVERSITY OF SCIENCE AND
TECHNOLOGY**
1994 - 1998

Sivilingeniør in Telematics, with specialization in Computer Security. The Master's thesis, titled "Mobile Station Location in GSM", studied the implementation of mobile phone location for Emergency and Law Enforcement applications.