

Proposal from the nomination committee of Aker Solutions ASA to the annual general meeting of Aker Solutions ASA to be held on April 10, 2019

The nomination committee of Aker Solutions ASA comprises Leif-Arne Langøy (chairperson), Gerhard Heiberg, Georg Rabl and Arild S. Frick.

The nomination committee has held four meetings since last year's annual general meeting. The committee has reviewed and evaluated the board's performance, and such process has included both questionnaires and interviews with board members and certain members of the management team. The nomination committee has also received feedback from individual shareholders concerning the composition of the board.

In connection with the annual general meeting of Aker Solutions ASA to be held on April 10, 2019, the nomination committee submits the following unanimous proposal:

1. Appointment of directors to the board

None of the shareholder elected directors are up for election on the 2019 annual general meeting. The nomination committee considers the current board to have composition that covers such fields of competence and functions that are relevant for Aker Solutions going forward. Hence, the committee proposes no amendments of the board composition.

2. Appointment of members to the nomination committee

Two of the members of the nomination committee are up for election at the 2019 annual general meeting. The nomination committee proposes that these two members, Georg Rabl and Arild S. Frick, are re-elected as members of the nomination committee for a term of two years.

3. Proposed fees for the board of directors

The nomination committee shall make a proposal for remuneration of the board of directors, to be finally determined by the annual general meeting.

The committee proposes the following board fees for the period from the annual general meeting held in 2018 to the annual general meeting to be held on April 10, 2019, such fees being slightly increased compared to the remuneration level for the preceding period:

Position	Proposal (NOK)
Chairperson	620,000
Each of the other directors	360,000
Additional fee to the chairperson of the audit committee	215,000
Additional fee to each of the other members of the audit committee	125,000

Furthermore, it is proposed that directors residing outside of the Nordic countries, with a significant travel burden, receive an additional fee of NOK 12,500 per meeting with physical attendance (unchanged fee level).

As per normal practise of Aker companies, senior executives are not personally permitted to receive directors' fees from other companies within Aker. The directors' fees are in such cases paid directly to the company of which the relevant director is an employee. Consequently, the fees for the period from the previous annual general meeting until the 2019 annual general meeting applicable to both Øyvind Eriksen (chairperson) and Kristian Røkke (director and member of the audit committee) will be paid to Aker ASA.

4. Proposed fees for the nomination committee

The fee for the chairperson and members of the nomination committee for the period since the previous annual general meeting until the 2019 annual general meeting is proposed to be NOK 36,000 per person. This is an increase of NOK 1,000 compared to the preceding period.

As per normal practise of Aker companies referred to above, the nomination committee fees to senior executives from other companies within Aker are paid directly to the company of which the relevant committee member is an employee. Consequently, fees accruing to Arild S. Frick will be paid to Aker ASA.

Oslo, March 12, 2019

On behalf of the nomination committee of Aker Solutions ASA

Leif-Arne Langøy
Chairperson of the committee