

Proposal from the nomination committee of Aker Solutions ASA to the annual general meeting of Aker Solutions ASA to be held on April 14, 2021

The nomination committee of Aker Solutions ASA comprises Frank O. Reite (chairperson), Ingebret G. Hisdal, Georg Rabl and Ove Andre Taklo.

The nomination committee has held five meetings since last year's annual general meeting. The committee has reviewed and evaluated the board's performance, and such process has included interviews with certain board members and the CEO. 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 14, 2021, the nomination committee submits the following unanimous proposal:

1. Appointment of directors to the board

Aker Solutions' current board of directors has seven shareholder-elected directors and all these positions are up for election at the annual general meeting to be held on April 14, 2021. The nomination committee proposes that all the following directors are re-elected for an appointment period of one or two years as indicated:

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| ■ Leif-Arne Langøy (chairperson): | Re-elected as chairperson for two years |
| ■ Øyvind Eriksen (director): | Re-elected as director for two years |
| ■ Kjell Inge Røkke (director): | Re-elected as director for two years |
| ■ Birgit Aagaard-Svendsen (director): | Re-elected as director for two years |
| ■ Lone Fønss Schrøder (director): | Re-elected as director for one year |
| ■ Thorhild Widvey (director): | Re-elected as director for one year |
| ■ Jan Arve Haugan (director): | Re-elected as director for one year |

The nomination committee has emphasized that the company's board should be diverse in terms of background, competence and experience, and it is the committee's view that the proposed board composition ensures these qualities. The attendance at the board meetings has been high in the current appointment cycle covering the period from the effective date of the merger between Aker Solutions and Kværner on 10 November 2020 to the date of this recommendation.

The majority of the shareholder elected board members are independent of the company's executive management and important business associates. Two of the board members (Kjell Inge Røkke and Øyvind Eriksen) has association to the company's indirect main shareholder, Aker ASA. Leif-Arne Langøy is member of the board for The Resource Group TRG AS which is the main shareholder of Aker ASA. The proposed board composition is compliant with the requirements for independence as set out in the Norwegian Code of Practice for corporate governance (NUES).

2. Appointment of members to the nomination committee

Two of the members of the nomination committee are up for election at the 2021 annual general meeting. The nomination committee proposes that these two members, Frank O. Reite and Georg Rabl, are re-elected as members of the nomination committee for a two-years term, and that Mr. Reite continues as the chairperson of the committee.

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 nomination committee proposes that board remuneration remains at the same level as last year. The nomination committee proposes the following fees for the board members for the period from the annual general meeting held in 2020 to the annual general meeting to be held on April 14, 2021 (split between the pre-merger board and current board in accordance with time of service):

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 the other members of the audit committee	125,000
Additional fee to the members of the remuneration committee (annualized)	36,000

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 fee for the period from the previous annual general meeting until the 2021 annual general meeting applicable to Øyvind Eriksen will be paid to Aker ASA and the fee applicable to Kjell Inge Røkke will be paid to The Resource Group TRG AS.

The annual general meeting of Aker Solutions ASA will also have to approve fees to the directors of the board of Kværner ASA covering the period from the 2020 annual general meeting of Kværner ASA until completion of the merger with Aker Solutions ASA on November 10, 2020. The nomination committee proposes that the same fee level as set out above shall be paid to the directors of Kværner ASA, however, calculated proportionally based on the number of months of service.

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 2021 annual general meeting is proposed to be NOK 36,000 per person. This is the same fee level as last year.

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 Ove Andre Taklo will be paid to Aker ASA.

Fornebu, March 3, 2021

On behalf of the nomination committee of Aker Solutions ASA

Frank O. Reite
Chairperson of the committee