

Proposal from the nomination committee of Aker Solutions ASA to the annual general meeting to be held on 7 April 2022

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

The nomination committee has held four meetings since the 2021 annual general meeting. The committee has, among other things reviewed the board's performance in 2021 and the board composition. As a basis for its assessments, the committee has conducted individual meetings with the chair of the board, certain individual directors of the board and the CEO. The 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 7 April 2022, the nomination committee submits the following unanimous proposal:

1. Election of directors to the board of directors

The board has seven shareholder-elected directors. Leif-Arne Langøy (chair), Øyvind Eriksen (deputy chair), Birgit Aagaard-Svendsen (director), Kjell Inge Røkke (director), Thorhild Widvey (director), Jan Arve Haugan (director) and Lone Fønss Schrøder (director). All have had satisfactory attendance at board meetings. Thorhild Widvey's, Jan Arve Haugan's and Lone Fønss Schrøder's terms end in 2022. Thorhild Widvey has announced that she will not be available for re-election. The nomination committee proposes that Lone Fønss Schrøder and Jan Arve Haugan are re-elected for a period of two years. Further the committee proposes that Elisabeth Heggelund Tørstad is elected as a new director to the board for a period of two years.

Elisabeth Heggelund Tørstad (born 1965) is CEO of Asplan Viak AS since March 2019. Prior to this she has more than 15 years' experience from leadership positions in DNV GL, where she also was part of the Executive Board and Council in DNV GL from 2010 to 2019. Tørstad has a Cand Scient degree in Structural Physics from University of Oslo, and she also holds degrees in Civil Engineering from Oslo Ingeniørhøyskole and in Business Administration from Norwegian School of Management. She has served on several boards and committees, including;

- Underwriters Laboratories Inc, trustee since 2020
- Norsk Hydro ASA, member of the corporate assembly since 2017
- Hexagon Composites, non-executive director of the board 2017-2020
- SINTEF, member of the council 2018-2020

In its deliberations, the nomination committee has emphasized that a well-functioning board should have a composition that covers all relevant fields of competence and experience to discharge its oversight responsibilities in a good manner, and to be well suited to deal with opportunities and challenges facing Aker Solutions ASA. It is the nomination committee's view that the proposed board composition ensures such qualities. For the same reasons, the nomination committee proposes that the annual general meeting makes a joint vote over the entire proposed board composition.

The proposed board composition is compliant with the requirements for independence as set out in the Norwegian Code of Practice for corporate governance (NUES).

If the general meeting adopts the above proposals, the board of Aker Solutions ASA will comprise the following shareholder-elected directors:

Election period:	
• Leif-Arne Langøy (chair)	2021-2023
• Øyvind Eriksen (deputy chair)	2021-2023
• Kjell Inge Røkke (director)	2021-2023
• Birgit Aagaard-Svendsen (director)	2021-2023
• Jan Arve Haugan (director)	2022-2024

- Lone Fønss Schrøder (director) 2022-2024
- Elisabeth Heggelund Tørstad (director) 2022-2024

2. Election of members to the nomination committee

The nomination committee has four members, Frank O. Reite (chairperson), Ingebret G. Hisdal, Ove A. Taklo and Georg F. Rabl. Two of the members of the committee, Ove A. Taklo and Ingebret G. Hisdal are up for election at the 2022 annual general meeting, in addition Frank O. Reite and Georg F. Rabl have announced that they will resign from their positions. Further Ove A. Taklo has announced that he will not be available for re-election.

The nomination committee proposes that Ingebret G. Hisdal is re-elected as chairperson and that Kjetil E. Stensland and Charlotte Håkonsen are elected as new members of the nomination committee, all for a period of two years. The nomination committee will then consist of three shareholder-elected members.

Kjetil E. Stensland (born 1969) is special advisor in the Ownership Department in the Ministry of Trade, Industry and Fisheries. Prior to joining the ministry in 2015 he served in Deloitte Norway for 21 years, whereof the last 10 as partner within the Financial Advisory practice. Stensland is civil economist (in Norwegian: siviløkonom) from NHH Norwegian School of Economics and he is also certified financial analyst.

Charlotte Håkonsen (born 1979) is General Counsel in Aker ASA. Håkonsen came to Aker from a partner position in the Norwegian law firm BAHR. From 2014 to 2018 Håkonsen held the position as Head of Legal and Compliance at Akastor ASA. Håkonsen holds a Cand.jur. degree from the University of Oslo.

3. Proposed fees for the board of directors

The nomination committee proposes that the fees are increased with approximately 3% for the period from the ordinary general meeting in 2021 to the ordinary general meeting in 2022.

Position	Proposal (NOK)	Last year's fees
Chair	640 000	620 000
Each of the other directors	370 000	360 000
Additional fee to the chair of the audit committee	220 000	215 000
Additional fee to each of the other members of the audit committee	130 000	125 000
Additional fees to each of the members of the remuneration committee	37 000	36 000

Furthermore, it is proposed that directors and deputy directors residing outside of the Nordic countries, with a significant travel burden, receive an additional fee of NOK 31 000 per meeting with physical attendance.

4. Proposed fees for the nomination committee

Fees for the chairperson and members of the nomination committee are proposed increased with approximately 3% from 36 000 to NOK 37 000 per member.

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As per normal practise of Aker companies, senior executives are not personally permitted to receive directors' or nomination committee fees from other companies within Aker. The fees are in such cases paid directly to the company

of which the relevant director or nomination committee member is an employee. Consequently, the fee for the period from the previous annual general meeting until the 2022 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.

Fornebu, 8 March 2022

On behalf of the nomination committee of Aker Solutions ASA

Frank O. Reite
Chairperson of the committee