

Proposal from the nomination committee of Aker Solutions ASA to the annual general meeting to be held on 13 April 2023

The nomination committee of Aker Solutions ASA comprises Ingebret G. Hisdal (chair), Kjetil E. Stensland and Charlotte Håkonsen.

The nomination committee has held nine meetings since the 2022 annual general meeting. The committee has, among other things reviewed the board's performance in 2022 and the board composition. As a basis for its assessments, the committee has conducted individual meetings with the chair of the board, all other shareholder elected directors of the board, one of the employee elected 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 13 April 2023, 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), Kjell Inge Røkke (director), Birgit Aagaard-Svendsen (director), Jan Arve Haugan (director), Lone Fønss Schrøder (director) and Elisabeth Heggelund Tørstad (director). All have had satisfactory attendance at board meetings. Leif-Arne Langøy, Øyvind Eriksen, Kjell Inge Røkke and Birgit Aagaard-Svendsen's terms end in 2023. The nomination committee proposes that Leif-Arne Langøy, Øyvind Eriksen, Kjell Inge Røkke and Birgit Aagaard-Svendsen are all re-elected in their positions for a period of two years.

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)	2023-2025
• Øyvind Eriksen (deputy chair)	2023-2025
• Kjell Inge Røkke (director)	2023-2025
• Birgit Aagaard-Svendsen (director)	2023-2025
• Jan Arve Haugan (director)	2022-2024
• Lone Fønss Schrøder (director)	2022-2024
• Elisabeth Heggelund Tørstad (director)	2022-2024

A presentation of all the directors of the board, including information of which directors are considered to be independent, is to be found on pages 136-139 in the annual report for 2022.

2. Election of deputy member to the nomination committee

The nomination committee has three shareholder-elected members, Ingebret G. Hisdal (chair), Kjetil E. Stensland and Charlotte Håkonsen. They were at the annual general meeting for 2022 elected for the period up to 2024. The nomination committee proposes that the nomination committee is increased with one deputy member and that Svein Oskar Stoknes is elected in this role for a period of two years.

Svein Oskar Stoknes (born 1970) has been CFO at Aker ASA since August 2019. Prior to this, Stoknes served as CFO at Aker Solutions, where he joined in 2007 and was named CFO in 2014. Previously, Stoknes held a range of senior positions within finance and advisory for organizations like Tandberg, Citigroup and ABB. He graduated from the Norwegian School of Management and has an MBA from Columbia Business School in New York. Stoknes is a director of Akastor ASA.

3. Proposed fees for the board of directors

The nomination committee proposes that the fees are increased with approximately 4,5% for the period from the annual general meeting in 2022 to the annual general meeting in 2023.

Position	Proposal 2022-2023 (NOK)	Fees 2021 – 2022 (NOK)
Chair	670 000	640 000
Each of the other directors	390 000	370 000
Additional fee to the chair of the audit committee	230 000	220 000
Additional fee to each of the other members of the audit committee	135 000	130 000
Additional fee to the chair of the remuneration committee	44 000	37 000
Additional fees to each of the other members of the remuneration committee	39 000	37 000

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 33 000 per meeting with physical attendance.

4. Proposed fees for the nomination committee

The workload for the nomination committee has increased over the last few years. The fees for the chair and members of the nomination committee are proposed increased from NOK 37 000 to NOK 52 000 for the chair of the committee and to NOK 42 000 per members for the period from the annual general meeting in 2022 to the annual general meeting in 2023. This increase will bring the fees in line with median fees to nomination committees according to the last remuneration survey carried out by the Norwegian Board Members Institute.

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 2023 annual general meeting applicable to Øyvind Eriksen and Charlotte Håkonsen will be paid to Aker ASA and the fee applicable to Kjell Inge Røkke will be paid to The Resource Group TRG AS.

Fornebu, 15 March 2023

On behalf of the nomination committee of Aker Solutions ASA

Ingebret G. Hisdal
Chair of the nomination committee