

Proposal from the nomination committee of Solstad Offshore ASA to the annual general meeting to be held on 13 May 2026

The nomination committee of Solstad Offshore ASA (Company) comprises Rune Lande (chair), Owe Høines and Ingebret G. Hisdal.

The nomination committee has held three meetings since the 2025 annual general meeting. The committee has amongst other things reviewed the board's performance for 2025 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 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 Solstad Offshore ASA to be held on 13 May 2026, the nomination committee submits the following unanimous proposal:

1. Election of directors to the board

The board has five shareholder-elected directors, Harald Espedal (chair), Frank O. Reite (director), Ellen Solstad (director), Ingrid Kylstad (director) and Peder Sortland (director). Svein Oskar Stoknes serves as personal deputy director for Frank O. Reite. All directors have had satisfactory attendance at board meetings.

The nomination committee has previously followed the practice of nominating directors for overlapping two-year terms. The committee notes that the Company competes in a rapidly changing marketplace, and that it is important for the nomination committee to retain the flexibility to nominate, and the general assembly, the authority to determine the overall composition of the board on an annual basis. Consequently, the nomination committee will change its practice and, going forward, will propose that directors be elected for one year, i.e., until the next annual general meeting.

Harald Espedal, Frank O. Reite and Ingrid Kylstad's terms of office expire in 2026. The nomination committee proposes that Harald Espedal be re-elected as chair of the board, and that Frank O. Reite and Ingrid Kylstad be re-elected as directors, for the period from the annual general meeting in 2026 until the annual general meeting in 2027.

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 Solstad Offshore ASA. It is the nomination committee's view that the proposed board composition ensures such qualities.

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 proposal, the board of Solstad Offshore ASA will comprise the following shareholder-elected directors:

Board of directors	Election period
• Harald Espedal (chair)	2026-2027
• Frank O. Reite (director)	2026-2027
• Ellen Solstad (director)	2025-2027
• Ingrid Kylstad (director)	2026-2027
• Peder Sortland (director)	2025-2027
• Svein Oskar Stoknes (deputy director for Frank O. Reite)	2025-2027

A presentation of all the directors of the board, including information of which directors are considered to be independent, is provided in the annual report for 2025.

2. Election of members to the nomination committee

The nomination committee has three shareholder-elected members, Rune Lande (chair), Owe Høines (member) and Ingebret G. Hisdal (member).

Rune Lande, Owe Høines and Ingebret G. Hisdal terms of office expire in 2026. The nomination committee proposes that, Rune Lande be re-elected as chair and that Owe Høines and Ingebret G. Hisdal be re-elected as members to the nomination committee.

In line with the revised practice regarding the terms for directors, all members of the nomination committee propose to be re-elected for one-year terms, from the annual general meeting in 2026 until the annual general meeting in 2027.

3. Proposed fees for the board of directors

The general meeting shall determine the remuneration of the board, the board's sub-committees and the nomination committee based on a proposal from the nomination committee. The remuneration survey carried out by the Norwegian Board Members Institute on board fees for 2025 as well as estimated general salary growth in 2026, has been the basis for the committee's assessments.

To align the fees with other comparable Norwegian listed companies, the nomination committee proposes that the fees are increased by approximately 10% for the period from the annual general meeting in 2025 to the annual general meeting in 2026.

Position	Proposed fees 2025-2026 (NOK)	Fees 2024-2025 (NOK)
Chair	750 000	682 000
Directors	392 000	356 000
Additional fee to the chair of the audit committee	166 000	151 600
Additional fees to each of the members of the audit committee	125 000	113 700
Deputy director	65 000 per meeting*	

*Limited upwards to NOK 392 000 for the period

For board members who have attended more than 15 board meetings, an additional remuneration of NOK 15 000 per meeting shall be paid to the chairperson and NOK 9 000 per meeting to other directors.

4. Proposed fees for the nomination committee

To align the fees with other comparable Norwegian listed companies, the nomination committee proposes a fee structure consisting of a fixed annual fee in combination with a fee per meeting. The nomination committee proposes the fees to be set at the following levels for the period from the annual general meeting in 2025 to the annual general meeting in 2026.

Position	Proposed fees 2025-2026 (NOK)
Chair of the nomination committee	59 000
Nomination committee chair, fee per meeting	8 300
Member of the nomination committee	48 000
Nomination committee member, fee per meeting	8 300

As per normal practice of Aker companies, senior executives do generally not 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 fees for the period from the previous annual general meeting until the 2026 annual general meeting applicable to Svein Oskar Stoknes will be paid to Aker ASA.

Fornebu, 21 April 2026

On behalf of the nomination committee of Solstad Offshore ASA

Rune Lande
Chair of the nomination committee