

Proposal from the nomination committee of Aker Solutions ASA to the annual general meeting of Aker Solutions ASA to be held on April 21, 2020

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 21, 2020, the nomination committee submits the following unanimous proposal:

1. Appointment of directors to the board

The company's board of directors has five shareholder-elected directors and all these positions are up for election at the annual general meeting to be held on April 21, 2020. The committee proposes that all the following members are re-elected as directors for a period of two years:

- Øyvind Eriksen (chairman – re-elected)
- Kosuum Kalyan (director – re-elected)
- Kristian Røkke (director – re-elected)
- Birgit Aagaard Svendsen (director – re-elected)
- Henrik O. Madsen (director – re-elected)

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. All directors have attended a majority of the board meetings of the current appointment cycle covering the period from the AGM held in 2018 to the AGM to be held this year (84-100 % attendance).

The nomination committee further proposes that Kjell Inge Røkke is re-elected as deputy director for the shareholder-elected directors for a term of two years. The deputy member will take part in board meetings when called upon by the chairman of the board due to a board member being absent. It is the nomination committee's expectation that the regular board members normally will be present in the meetings.

All board members other than Øyvind Eriksen (chairman), Kristian Røkke (director) and Kjell Inge Røkke (deputy director) are deemed independent from the company's direct main shareholder, Aker Kværner Holding AS, and Aker Solutions' indirect main shareholder, 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 2020 annual general meeting. The nomination committee proposes that Leif-Arne Langøy is re-elected as member of the nomination committee for a term of two years and that Mr. Langøy continues as chairperson of the committee.

Gerhard Heiberg has informed the nomination committee that he will not be available for re-election for a new term. Hence, the nomination committee proposes that Ingebret G. Hisdal is elected as new member of the nomination committee for a term of two years.

Ingebret G. Hisdal is a Norwegian citizen, born in 1949. He is a certified public accountant. Hisdal served as CEO for Deloitte Norway from 1991 – 2011 and partner in the same company from 2011 – 2017. He served as a board director of Deloitte's global board from 1998 – 2002 and is a former director of the Norwegian Accounting Foundation and IFRS Advisory Council. Hisdal has also held the position as chair of the Norwegian

Accounting Association. From 2019 he has chaired the nomination committee of Entra and he has been a member of the nomination committee of DNB since 2018.

Further, Arild S. Frick has requested to step down. The committee proposes that Frick is replaced by Ove Andre Taklo and that he is elected as member of the committee for a term of two years. Mr. Taklo has held the position as corporate controller in Aker ASA since 2013. Prior to joining Aker, Taklo was a director with PWC, where he was employed from 2002 – 2013. Taklo is a state-authorized public accountant.

Following this, the nomination committee comprise of the following members: Leif-Arne Langøy (chairman - re-elected), Ingebret G. Hisdal (member - new), Ove AndreTaklo (member - new) and Georg Rabl (member).

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.

Due to the market situation, 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 2019 to the annual general meeting to be held on April 21, 2020:

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

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 2020 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 2020 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, the fee applicable to Arild S. Frick will be paid to Aker ASA.

Oslo, March 26, 2020

On behalf of the nomination committee of Aker Solutions ASA

Leif-Arne Langøy
Chairperson of the committee