

Proposal from the nomination committee of Aker Solutions ASA to the annual general meeting of Aker Solutions ASA to be held on April 9, 2015

The nomination committee of Aker Solutions ASA comprises Leif-Arne Langøy (Chairman), Gerhard Heiberg, Mette I. Wikborg and Trond Brandsrud.

The nomination committee has held three meetings since listing of the company September 29, 2014 following completion of the demerger of the former Aker Solutions group. The committee has, among other things, been presented to a review of the board's performance and planned an evaluation process for next year's general meeting when all the shareholder elected director positions are up for election.

In connection with the annual general meeting of Aker Solutions ASA to be held on April 9, 2015 the nomination committee submits the following unanimous proposal:

1. The board of directors

None of the shareholder elected directors are up for election on the 2015 annual general meeting, and the committee proposes no amendments of the board composition.

All board members other than Øyvind Eriksen (chairman) and Kjell Inge Røkke are deemed independent from the company's direct main shareholder, Aker Kværner Holding AS, and its indirect main shareholder Aker ASA.

2. The nomination committee

None of the members of the nomination committee are up for election on the 2015 annual general meeting. However, the nomination committee proposes that Georg Fredrik Lahelle Rabl replaces Mette I. Wikborg as a member of the nomination committee for a two-year term.

Georg Rabl is 39 years of age, a Norwegian citizen and is a director in the Ownership Department in the Ministry of Trade, Industry and Fisheries. Rabl holds a PhD in economics from the Norwegian School of Economics.

Further, the nomination committee proposes that Arild S. Frick replaces Trond Brandsrud as a member of the nomination committee for a two-year term.

Arild S. Frick is 35 years of age, a Norwegian citizen and holds a Cand. Jur. (Master of Law equivalent) degree from the University of Oslo (2005). Frick has held the position as General Counsel of Aker ASA since September 2014. He has a background as attorney in BA-HR lawfirm (2006-2009), management consultant in McKinsey & Company (2009-2010) and as attorney in Aker Solutions (2010-2014).

3. Proposed fees for the board of directors

Due to the market conditions, the nomination committee proposes that board remuneration remains at the same levels as last year. The nomination committee proposes the following fees for the board members for the period September 29, 2014 (listing) until the 2015 annual general meeting:

	Proposal (NOK)*	Change from last year*
Chairman	300,000	Minus 90%**
Deputy chairman	220,000	0%

Board members	170,000	0%
Chairperson of audit committee	102,500	32%***
Members of audit committee	57,500	35%***

*NOTE: The fees cover a serving period of approximately six months. The equivalent annual fee levels (12 months) would be the proposed fees multiplied by 2.

**NOTE: Last year's fee to the chairman (of the former Aker Solutions) comprised the role as executive chairman. As Aker Solutions now has a separate CEO, the fee covers the function as chairman only.

***NOTE: The board risk committee of the former Aker Solutions was discontinued as of the split and listing on September 29, 2014 and the risk committee's responsibilities were included in the mandate for the audit committee. The increase in the fees for the chairperson and other members of the audit committee from September 29 is thus based on the more extensive responsibility and tasks for the audit committee following from the listing. For the period after the listing, the fees to the audit committee are nevertheless reduced with 21% compared to the total remuneration to the audit committee and the risk committee last year in Aker Solutions.

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 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 board member is an employee. Consequently, the directors' fees accruing to Øyvind Eriksen will be paid to Aker ASA. The directors' fees accruing to board member Kjell Inge Røkke will be paid to The Resource Group TRG AS.

4. Proposed fees for the nomination committee

The fee for the chairman and members of the nomination committee for the period since listing of the company until the 2015 annual general meeting is proposed to be NOK 17,500 per person. This is the same fee level as last year (the equivalent annual – 12 months – fee is NOK 35,000).

As per normal the 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 fees accruing to Trond Brandsrud will be paid to Aker ASA.

Oslo, 12 March 2015

On behalf of the nomination committee of Aker Solutions ASA

Leif-Arne Langøy
Chairman of the committee