

Proposal from the nomination committee of Aker Solutions ASA to the annual general meeting of Aker Solutions ASA to be held on April 7, 2016

The nomination committee of Aker Solutions ASA comprises Leif-Arne Langøy (chairman), Gerhard Heiberg, Georg Fredrik Lahelle Rabl and Arild Frick.

The nomination committee has held four meetings since the previous annual general meeting which was held April 9, 2015. The committee has reviewed and evaluated the board's performance, which 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 7, 2016 the nomination committee submits the following unanimous proposal:

1. Appointment of members to the board of directors

The board has five shareholder-elected members. All of them are up for election at this year's annual general meeting. The committee proposes that all members are re-elected for two years.

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.

The nomination committee further proposes that Mr. Frank O. Reite is elected as deputy director for the shareholder-elected directors for a term of one year. The deputy member will take part in board meetings when called upon by the chairman of the board to do so 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.

Frank O. Reite is a Norwegian citizen, born in 1970. He currently serves as the Chief Financial Officer of Aker ASA. He holds a B.A. in business administration from Handelshøyskolen BI in Oslo. Reite has previously held the position of President & CEO of Akastor, as well as a variety of executive positions in the Aker group. Reite also has experience from banking and served as Operating Director at Paine & Partners, a New York-based private equity firm. Reite is chairman of Havfisk ASA and of Akastor ASA.

All board members other than Øyvind Eriksen (chairman), Kjell Inge Røkke (director) and Frank O. Reite (deputy director) are deemed independent from the company's direct main shareholder, Aker Kværner Holding AS, and its 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. Election of members to the nomination committee

Two of the members of the nomination committee are up for election at the 2016 annual general meeting. The nomination committee proposes that these two members, Leif-Arne Langøy (chairman) and Gerhard Heiberg, are re-elected as members of the nomination committee for a two-year term.

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 from the previous annual general meeting until the 2016 annual general meeting:

	Proposal (NOK)*	Change from last year*
Chairman	600,000	0 %
Deputy chairman	440,000	0%
Board members	340,000	0%
Chairperson of audit committee	205,000	0%
Members of audit committee	115,000	0%

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 Aker companies. 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 the previous annual general meeting until the 2016 annual general meeting is proposed to be NOK 35,000 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 Aker companies are paid directly to the company of which the relevant committee member is an employee. Consequently, the fees accruing to Arild Frick will be paid to Aker ASA.

Oslo, March 16, 2016

On behalf of the nomination committee of Aker Solutions ASA

Leif-Arne Langøy
Chairman of the committee