

Proposal from the nomination committee of Aker Solutions ASA to the annual general meeting of Aker Solutions ASA to be held on April 20, 2017

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

The nomination committee has held 4 meetings since the previous annual general meeting which was held April 7, 2016. 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 20, 2017, the nomination committee submits the following unanimous proposal:

1. Appointment of members to the board of directors

The board has five shareholder-elected members. None of them are up for election at this year's annual general meeting. Board member Stuart Ferguson has, however, tendered his resignation, effective as from the date of the general meeting.

After due considerations, the nomination committee recommends that Mr. Ferguson, for the time being, is not replaced by the election of a new director. This implies the number of shareholder elected directors is reduced from five to four. Assuming this is endorsed by the general meeting, the committee will going forward closely monitor the board composition and as a starting point aim to increase the number of shareholder elected directors back to five no later than in connection with the annual general meeting to be held next year (2018). These considerations will be based on ensuring the board at all times comprises of directors holding relevant and sufficient diverse qualities in terms of background, competence and experience, given the challenges and opportunities facing the company.

Nomination committee member Rabl underlines the importance of finding a new director to replace Mr. Ferguson given the challenges and opportunities facing Aker Solutions, and regrets that this has not been possible at this time.

Frank O. Reite's term as deputy director expires at the upcoming annual general meeting. The nomination committee proposes that Mr. Haakon Berg (see resume attached) is elected as new 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 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), Kjell Inge Røkke (director) and Haakon Berg (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).

Assuming the general meeting adopts the above recommendations, the board of directors of Aker Solutions ASA will comprise of the following shareholder elected members, all of whom are up for election at the annual general meeting to be held next year (2018):

- Øyvind Eriksen (chairman)
- Anne Drinkwater (deputy chair)
- Kjell Inge Røkke (director)
- Kosuam Kalyan (director)
- Haakon Berg (deputy director – NEW)

2. Election of members to the nomination committee

Two of the members of the nomination committee are up for election at the 2017 annual general meeting. The nomination committee proposes that these two members, Georg Rabl and Arild S. Frick, 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 2017 annual general meeting:

Position	Proposal (NOK)
Chairman	600,000
Deputy chairman	440,000
Board members	340,000
Chairperson of audit committee	205,000
Members of audit committee	115,000

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 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 the previous annual general meeting until the 2017 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 companies within Aker are paid directly to the company of which the relevant committee member is an employee. Consequently, fees accruing to Arild S. Frick will be paid to Aker ASA.

Oslo, March 31, 2017

On behalf of the nomination committee of Aker Solutions ASA

Leif-Arne Langøy
Chairman of the committee

Attachment

CV for HAAKON BERG (43)

EDUCATION

- 1995 - 1999 **Norwegian School of Economics** (Norges Handelshøyskole), Bergen
- Major in strategy, finance and accounting
 - Exchange student one semester at Stern School of Business, New York

WORK EXPERIENCE

- Summer 1998/1999
- 1999 - 2000 **Morgan Stanley**, London - Analyst
- 2000 – 2002 **Kistefos Venture Capital**, Oslo – Senior Associate
- 2002 – 2005 **Bravida**, Stockholm/Oslo – Finance Director, Group
Primary areas of responsibility included M&A, funding/leasing, liquidity and insurance
- 2005 – 2007 **Ability Group (AGR)**, Bergen/Oslo – Chief Financial Officer, Group
- 2007 – 2014 **Aker Solutions** – Head of M&A, Chief Financial Officer Well Intervention Services
- 2014 – 2016 **Circle Group AS** – Partner / Chief Financial Officer
- 2016 – present **Aker ASA** – Investment Director