

Proposal from the nomination committee of Aker Solutions ASA to the annual general meeting of Aker Solutions ASA to be held on April 18, 2018

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 18, 2018, the nomination committee submits the following unanimous proposal:

1. Appointment of directors to the board

The company's board of directors has four shareholder-elected directors and all these positions are up for election at the annual general meeting to be held on April 18, 2018. Director Anne Drinkwater has informed the board she will not be available for re-election for a new term.

The nomination committee recommends that the number of shareholder elected directors is increased from four to five and proposes that the following candidates are elected for an appointment period of two years:

- Øyvind Eriksen (chairperson – re-elected)
- Koosum Kalyan (director – re-elected)
- Birgit Aagaard-Svendsen (director – new)
- Henrik O. Madsen (director – new)
- Kristian Røkke (director – new)

Øyvind Eriksen and Koosum Kalyan have been directors of the board of Aker Solutions ASA since the establishment of the company in 2014. During the current appointment term of two years which ends at the general meeting to be held on April 18, 2018, they have participated in all board meetings, except for Eriksen who had a leave of absence for one meeting.

Birgit Aagaard-Svendsen (b. 1956) has more than 35 years of international business experience, including 25 years of shipping experience and 10 years within the offshore industry. She served as CFO of J. Lauritzen shipping company for 18 years and has also been the chairperson of the Danish committee on Corporate governance. Aagaard-Svendsen is a board professional with extensive board experience. Her current directorships include the boards of DNV GL, Prosafe and West of England, for all of which she serves as the chairperson of the audit committee. Aagaard-Svendsen has a Bachelor in Science of Engineering degree from the Technical University of Denmark and a Graduate Diploma in Business Administration from the Copenhagen Business School. Aagaard-Svendsen is a Danish citizen. She holds 25,000 shares, but no stock options of Aker Solutions ASA.

Henrik O. Madsen (b 1953) has extensive knowledge and insight of safe and sustainable business, research and innovation. Madsen has worked more than 25 years for DNV/DNV GL in a number of scientific research and management positions, and he served as the President & CEO of the company from 2006 to 2015. Madsen holds a PhD in civil and structural engineering from the Technical University of Denmark, where he also serves as adjunct Professor. Madsen was elected into the United States Offshore Energy Center Technology Hall of Fame as a technology pioneer in 2002. He is currently a member of the board of UN Global Compact and the chairperson of the Norwegian Research Council. Madsen has published several books and papers on structural safety and reliability. Madsen is a Danish citizen. He holds no shares or stock options of Aker Solutions ASA.

Kristian Røkke (b. 1983) has experience in offshore service and shipbuilding from several companies in the Aker group. Prior to assuming his current position as Chief Investment Officer of Aker ASA, Kristian Røkke served as CEO of Akastor ASA, a publicly listed oil service investment company, and before that spent several years in Philly Shipyard serving various operational and executive roles. Kristian Røkke holds an MBA from The Wharton School, University of Pennsylvania and is both a Norwegian and United States citizen. Kristian Røkke holds no shares or stock options of Aker Solutions ASA.

Compared to the current board composition, the committee's proposal means Anne Drinkwater and Kjell Inge Røkke will not continue as directors.

The nomination committee emphasizes 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.

Haakon Berg's term as deputy director expires at the upcoming annual general meeting. The nomination committee proposes that Kjell Inge Røkke is elected as new 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 chairperson 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 (chairperson), 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 2018 annual general meeting. The nomination committee proposes that these two members, Leif-Arne Langøy and Gerhard Heiberg, are re-elected as members of the nomination committee for a two-year term, and that Mr. Langøy continues as the chairperson of the committee.

3. Proposed fees for the board of directors

The nomination committee proposes that board remuneration is slightly increased for 2018 compared to last year. The nomination committee consequently proposes the following fees for the directors for the period from the previous annual general meeting until the 2018 annual general meeting:

Position	Proposal (NOK)
Chairperson	610,000
Deputy chairperson	450,000
Each of the other directors	350,000
Additional fee to the chairperson of the audit committee	210,000
Additional fee to the other member of the audit committee	120,000

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 fee for the period from the previous annual general meeting until the 2018 annual general meeting applicable to Øyvind Eriksen will be paid to Aker ASA and the fee applicable to Kjell Inge Røkke will be paid to The Resource Group TRG AS.

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 2018 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 22, 2018

On behalf of the nomination committee of Aker Solutions ASA

Leif-Arne Langøy
Chairperson of the committee