

Proposal from the nomination committee of Aker ASA to the annual general meeting of the company to be held on 27 April 2020

The nomination committee of Aker ASA comprises the following individuals:

Kjell Inge Røkke, chairman
Leif-Arne Langøy
Gerhard Heiberg

Since the annual general meeting in April 2019, the nomination committee has held three meetings. The committee has evaluated the board's performance and received input from shareholders as to the composition of the board.

In connection with the annual general meeting of Aker ASA to be held on 27 April 2020, the nomination committee submits the following unanimous proposal:

1. Election of members to the board of directors

Pursuant to the company's articles of association, the board shall consist of six to twelve board members of which one third are to be elected by and amongst the employees. The board now consists of seven board members of which four are elected by the shareholders. Of the shareholder-elected board members, Kjell Inge Røkke (chairman), Finn Berg Jacobsen (deputy chairman) and Kristin Krohn Devold are up for election this year. Of those, the committee proposes that Kjell Inge Røkke is re-elected for a period of two years and Finn Berg Jacobsen and Kristin Krohn Devold are re-elected for a period of one year, all of them in their same positions.

The board will thus consist of the following four shareholder-elected members: Kjell Inge Røkke (chairman), Finn Berg Jacobsen (deputy chairman), Kristin Krohn Devold and Karen Simon.

All board members are independent of the company's executive management, major business contacts and the company's majority shareholder, with the exception of Kjell Inge Røkke, whom is the company's majority shareholder.

The nomination committee has emphasised that the company's board should have a diverse background in terms of experience, knowledge and competence. This provides for a balanced prioritising of various considerations and good decisions for the development of the company. To secure such considerations, the nomination committee proposes that the annual general meeting makes a joint vote over the entire proposed board composition.

2. Election of members to the nomination committee

Nomination committee member Gerhard Heiberg have requested to step down. Assuming that the annual general meeting resolves to amend the company's articles of association in respect of the minimum number of members in the Nomination Committee as proposed by

the Board of Directors, the nomination committee proposes that no replacement is made for Gerhard Heiberg.

The nomination committee will thus consist of: Kjell Inge Røkke (chairman) and Leif-Arne Langøy.

3. Proposed fees

The nomination committee propose that board remuneration is maintained as per the previous year. The following fees are proposed to the members of the board and the audit committee for the period from the annual general meeting 2019 until the annual general meeting 2020

Chairman:	NOK 620,000
Deputy chairman:	NOK 425,000
Board members:	NOK 375,000
Audit committee chairman:	NOK 190,000
Audit committee members:	NOK 135,000
Members of the nomination committee	NOK 45,000

According to Aker's internal policies, leading personnel employed in Aker companies may not personally receive board remuneration from other Aker companies. Instead, board remuneration will be paid directly to the company in which the board member is employed.

Fornebu, 1 April 2019

On behalf of the nomination committee

Leif-Arne Langøy
Chairman