

## **Proposal from the nomination committee of Aker ASA to the annual general meeting to be held on 30 April 2025**

The nomination committee of Aker ASA comprises Kjell Inge Røkke (chair) and Leif-Arne Langøy. Olav Revhaug is a deputy member of the committee.

The nomination committee has held two meetings since the 2024 annual general meeting. The committee has, among other things reviewed the board's performance in 2024 and the board composition, conducted individual meetings with certain directors of the board and the President and CEO. The committee also received feedback from individual shareholders about the board's composition.

In connection with the annual general meeting of Aker ASA to be held on 30 April 2025, the nomination committee submits the following unanimous proposal.

### **1. Election of directors to the board**

The board consists of four shareholder-elected directors: Kjell Inge Røkke (chair), Frank O. Reite (deputy chair), Karen Simon (director) and Kristin Krohn Devold (director). Frank O. Reite, Karen Simon, and Kristin Krohn Devold's terms end in 2025. The committee proposes that Frank O. Reite is re-elected for a period of two years and that Karen Simon and Kristin Krohn Devold are re-elected for a period of one year, all continuing in their current roles.

In its deliberations, the nomination committee has emphasized that a well-functioning board should have a composition that covers all relevant fields of competence and experience to discharge its oversight responsibilities in a satisfactory manner, and to be well suited to deal with opportunities and challenges facing Aker ASA. It is the nomination committee's view that the proposed board composition ensures such qualities. For the same reasons, the nomination committee proposes that the annual general meeting makes a joint vote over the entire proposed board composition.

While Kjell Inge Røkke represents the company's main shareholder TRG Holding AS, the other three board members will be independent of major shareholders in line with the requirements for independence as set out in the Norwegian Code of Practice for corporate governance (NUES). In addition, Karen Simon and Kristin Krohn Devold are independent of the company's executive personnel and material business contacts.

If the general meeting adopts the above proposals, the board of Aker ASA will comprise the following shareholder-elected directors:

### Board of directors:

- Kjell Inge Røkke (chair)
- Frank O. Reite (deputy chair)
- Karen Simon (director)
- Kristin Krohn Devold (director)

### Election period:

2024-2026  
2025-2027  
2025-2026  
2025-2026

A presentation of all the directors of the board, is to be found on pages 161-162 in the Aker ASA annual report for 2024.

## 2. Election of members to the nomination committee

The nomination committee consists of Kjell Inge Røkke (chair) and Leif-Arne Langøy. Olav Revhaug is a deputy member of the committee. Kjell Inge Røkke, Leif-Arne Langøy and Olav Revhaug's terms end in 2025. The nomination committee proposes that Kjell Inge Røkke, Leif-Arne Langøy and Olav Revhaug are re-elected for a period of two years, all continuing in their current roles

## 3. Proposed fees for the board of directors

The nomination committee proposes that the fees are increased by approximately 4.5%, from the annual general meeting in 2024 to the annual general meeting in 2025.

Position	Proposed fees 2024 - 2025 (NOK)	Fees 2023 - 2024 (NOK)
Chair	736 000	704 000
Deputy chair	505 000	483 000
Each of the other directors	450 000	431 000
Additional fee to the chairperson of the audit committee	225 000	215 000
Additional fee to the other members of the audit committee	159 000	152 000

## 4. Proposed fees for the nomination committee

Fees for the chair and member of the nomination committee are proposed increased with approximately 4.5%, from NOK 55 000 to NOK 57 000 per member, from the annual general meeting in 2024 to the annual general meeting in 2025.

Fornebu, 4 April 2024

On behalf of the nomination committee of Aker ASA

Leif-Arne Langøy

Member of the nomination committee