



## **Proposal from the nomination committee of Aker ASA to the annual general meeting of the company to be held on 20 April 2018**

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 2017, 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 20 April 2018, 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 nine board members of which five are elected by the shareholders. Of the shareholder-elected board members, Kjell Inge Røkke (chairman) and Finn Berg Jacobsen (deputy chairman) are up for election this year. The committee proposes that both of them are re-elected for a period of two years.

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

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**

Of the three members of the nomination committee Gerhard Heiberg is up for election this year. The committee proposes that Heiberg is re-elected as a member for a period of two years.

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

### 3. Proposed fees

The following fees are proposed for the period from the annual general meeting 2017 until the annual general meeting 2018:

Chairman:	NOK 600,000
Deputy chairman:	NOK 415,000
Board members:	NOK 365,000
Audit committee chairman:	NOK 185,000
Audit committee members:	NOK 130,000
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, 27 March 2018

On behalf of the nomination committee

Leif-Arne Langøy