

## **Proposal from the nomination committee of Aker ASA to the annual general meeting to be held on 17 April 2024**

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

The nomination committee has held two meetings since the 2023 annual general meeting. The committee has, among other things reviewed the board's performance in 2023 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 17 April 2024, the nomination committee submits the following unanimous proposal.

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

The board has four shareholder-elected directors, Kjell Inge Røkke (chair), Frank O. Reite (deputy chair), Karen Simon (director) and Kristin Krohn Devold (director). The term for Kjell Inge Røkke, Karen Simon, and Kristin Krohn Devold ends in 2024. The committee proposes that Kjell Inge Røkke is re-elected as chair for a period of two years and that Karen Simon and Kristin Krohn Devold are re-elected as directors for a period of one year.

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:

	Election period:
• Kjell Inge Røkke (chair)	2024-2026
• Frank O. Reite (deputy chair)	2023-2025
• Karen Simon (director)	2024-2025
• Kristin Krohn Devold (director)	2024-2025

A presentation of all the directors of the board, is to be found on pages 138-139 in the Aker ASA annual report for 2023.

## 2. Proposed fees for the board of directors

The nomination committee proposes that the fees are increased by approximately 5%, from the annual general meeting in 2023 to the annual general meeting in 2024.

Position	Proposed fees 2023 - 2024 (NOK)	Fees 2022 - 2023 (NOK)
Chair	704 000	670 000
Deputy chair	483 000	460 000
Each of the other directors	431 000	410 000
Additional fee to the chairperson of the audit committee	215 000	205 000
Additional fee to the other members of the audit committee	152 000	145 000

## 3. Proposed fees for the nomination committee

Fees for the chair and member of the nomination committee are proposed increased from NOK 52 000 to NOK 55 000 per member, from the annual general meeting in 2023 to the annual general meeting in 2024.

Fornebu, 22 March 2024

On behalf of the nomination committee of Aker ASA

Leif-Arne Langøy

Member of the nomination committee