

**PROPOSAL FROM THE NOMINATION COMMITTEE OF SOLSTAD FARSTAD ASA TO THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 9 MAY 2018**

The nomination committee of Solstad Farstad ASA comprises the following individuals:

Rune Lande, chairperson  
Anders Onarheim  
Owe Høines

The nomination committee has evaluated and received input from shareholders as to the composition of the board, and has held discussions with the board and executive personnel of Solstad Farstad ASA.

In connection with the annual general meeting of Solstad Farstad ASA to be held on 9 May 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 three to seven board members. The board now consists of six board members, all elected by the shareholders. The chairperson Terje Vareberg has asked the nomination committee to find a replacement. Sverre Andreas Farstad has withdrawn from the board. Merete Haugli, Toril Eidesvik and Harald Thorstein were elected for two years in 2017 and are not up for election this year.

The nomination committee propose Harald Espedal to be elected as a new member of the board. Harald Espedal is an investor, operating through Espedal & Co AS. Espedal was CEO of the SKAGEN Fund Management in the period from 2002 to 2014 and investment director from 2011 to 2014. He is chairperson of the board in the Lyse Group and Sandnes Sparebank. In addition, he is board member in Aspelin Ramm, Den norske Opera & Ballet and Stavanger Konserthus. Espedal has a Bachelor and a one-year Master degree in Economics and Business Administration as well as The Advanced Auditing Program, all from NHH Norwegian School of Economics.

Ellen Solstad and Frank Reite were elected to the board in 2016 and the nomination committee suggests reelection for a new two-year period.

The board will thus consist of the following members:

Harald Espedal  
Merete Haugli  
Toril Eidesvik  
Ellen Solstad  
Frank Reite  
Harald Thorstein

A new chairperson of the board will be elected by and among the board of directors.

It is the opinion of the committee that the composition of the board ensures that the board can attend the common interests of all shareholders, meets the company's need for expertise, capacity and diversity and ensures that the board can function effectively as a collegiate body.

**2. Election of members to the nomination committee**

The three members of the nomination committee were elected in 2017, and the members are not up for election in 2018.

### 3. Proposed fees

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

Chairperson: NOK 288,600

Board members: NOK 157,600

Audit committee members: NOK 52,500

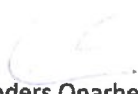
Members of the nomination committee NOK 25,000

Skudeneshavn, 16 April 2018

The nomination committee of Solstad Farstad ASA



Rune Lande



Anders Onarheim



Owe Høines