

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

The nomination committee of Aker Horizons ASA is comprised of Svein Oskar Stoknes (chair) and Ingebret G. Hisdal. Charlotte Håkonsen serves as deputy member to the committee. The members of the nomination committee were elected by the annual general meeting in 2023 for up to two years, until 2025. The election committee's proposal to this year's annual general meeting therefore only covers the election of members of the board of directors.

The nomination committee has held six meetings since the 2023 annual general meeting. The committee has, among other things reviewed the board's performance in 2023 and the board composition. As a basis for its assessments, the committee has conducted individual meetings with the chair of the board, other shareholder elected directors of the board and the CEO. The committee has also received feedback from individual shareholders concerning the composition of the board.

In connection with the annual general meeting of Aker Horizons 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 of directors of Aker Horizons ASA consists of four shareholder-elected directors, Øyvind Eriksen (chair), Lone Fønss Schrøder (director), Kimberly Mathisen (director) and Trond Brandsrud (director). In addition, Kjell Inge Røkke and Lene Landøy are deputy directors. Attendance at board meetings has been satisfactory from all members. Kimberly Mathisen, Trond Brandsrud and Lene Landøy's terms end in 2024. The nomination committee proposes that Kimberly Mathisen and Trond Brandsrud are re-elected in their positions for a period of two years. Further, the committee proposes that Lene Landøy continues as a deputy director for a period of two years.

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 good manner, and to be well suited to deal with opportunities and challenges facing Aker Horizons 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. The board composition is compliant with the requirements for independence as set out in the Norwegian Code of Practice for corporate governance (NUES).

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

Board of directors:	Election period:
• Øyvind Eriksen (chair)	2023-2025
• Lone Fønss Schrøder (director)	2023-2025
• Kimberly Mathisen (director)	2024-2026
• Trond Brandsrud (director)	2024-2026
• Kjell Inge Røkke (deputy director)	2023-2025
• Lene Landøy (deputy director)	2024-2026

A presentation of the directors of the board, including information on which directors are considered to be independent, is to be found on page 25 in the annual report for 2023.

2. Proposed fees for the board of directors

The general meeting shall determine the remuneration of the board, the board's sub-committees and the nomination committee based on a proposal from the nomination committee. The remuneration survey carried out by the Norwegian Board Members Institute on board fees for 2023 as well as estimated general salary growth in 2023, has been the basis for the committee's assessments.

The nomination committee proposes that the fees for the board of directors and to members of the sub-committees are increased with approximately 5% for the period 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	662 000	630 000
Each of the other directors	341 000	325 000
Additional fee to the chair of the audit committee	200 000	190 000
Additional fee to the other members of the audit committee	116 000	110 000
Deputy directors	55 500 per meeting with physical attendance*	53 000 per meeting with physical attendance*

*Limited upwards to NOK 341 000 for the period

3. Proposed fees for the nomination committee

The fees for the nomination committee are proposed increased with approximately 5% for the period 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 of the nomination committee	55 000	52 000
Member of the nomination committee	44 000	42 000

As per normal practice of Aker companies, senior executives are not personally permitted to receive directors' fees from other companies within Aker. The directors' fees are in such cases paid directly to the company of which the relevant director is an employee. Consequently, the fee for the period from the annual general meeting in 2023 until the annual general meeting in 2024 applicable to Øyvind Eriksen, Lene Landøy and Svein Oskar Stoknes will be paid to Aker ASA.

Fornebu, 21 March 2024

On behalf of the nomination committee of Aker Horizons ASA

Svein Oskar Stoknes
Chair of the nomination committee