

The Nomination Committee's proposal to the Annual General Meeting of Kværner ASA to be held on 19 April 2016

1. The Nomination Committee

The Nomination Committee of Kværner ASA consists of the following members:

Arild Støren Frick (Chairman)
Georg Fredrik L. Rabl
Leif Teksum

The Nomination Committee has held five meetings since the Annual General Meeting ("AGM") in 2015. The Nomination Committee has reviewed and evaluated the Board's performance, which included both questionnaires and interviews with Directors and members of the management team. The Nomination Committee has also received feedback from individual shareholders concerning the composition of the Board. In connection with the Annual General Meeting of Kværner ASA on 19 April, the Nomination Committee submits the following unanimous proposal:

2. Appointment of new Directors to the Board of Directors

As per the AGM in 2015, the Board of Directors consisted of nine members, of which six shareholder-elected Directors were all elected for a period of up to two years. During the summer and autumn of 2015, the Directors Trine Sæther Romuld and Birgit Nørgaard submitted their resignations from the Board.

The Nomination Committee proposes to increase the number of shareholder-elected members from today's four, to five. This implies a reduction in shareholder-elected Directors from the AGM in 2015 from six to five. The Nomination Committee believes this may further increase the efficiency of the Board of Directors.

The Nomination Committee proposes to elect Thorhild Widvey and Lone Fønss Schrøder as new Directors to the Board of Directors, each for two years. Director Vibeke Hammer Madsen has requested to resign from the Board of Directors. Further, the Nomination Committee proposes to elect Emil Brustad-Nilsen as deputy Director of the Board of Directors for one year. The deputy Director will participate in Board meetings when called upon by the Chairman of the Board of Directors to do so, due to a Director being absent. The Nomination Committee assumes that the Board of Directors normally will be complete.

Ms Fønss Schrøder previously served as Director on the Board of Kværner ASA from 2011–2013. She has held several management positions in A.P. Møller-Mærsk, was CEO and President of Wallenius Lines AB, and has board experience from eg Aker Solutions ASA, Akastor ASA, Volvo AB, Vattenfall AB, and Ikea group. She is Chair of Saxo Bank and Chair of the Audit Committee in Akastor ASA and Volvo AB. The Nomination Committee believes she will bring valuable commercial and strategic experience to the Board of Directors, as well as relevant experience from Audit Committees.

Ms Widvey has served in the Norwegian Parliament (1989–1997), and has in addition held positions as the Minister of Petroleum and Energy (2004–2005) and as the Minister of Culture (2013–2015). She has experience from serving on the Board of Directors of both privately held and stock listed companies, including e.g. Hitec Vision AS, ENI Norway AS, Aker Drilling ASA and Oslo Havn KF. The Nomination Committee believes she will bring valuable strategic experience to the Board of Directors, as well as an understanding of the framework in which Kvaerner operates.

Mr Brustad-Nilsen previously held the position as a project leader in Rystad Energy AS and is currently working as Investment Manager in Aker ASA.

The majority of the Directors are independent of the company's executive management and major business contacts, and three of the Directors (Tore Torvund, Thorhild Widvey and Lone Fønss Schrøder) are deemed independent of the company's direct main shareholder, Aker Kværner Holding AS, and its indirect main shareholder, Aker ASA.

3. The Nomination Committee

The Nomination Committee has three members. All members were elected in 2015 for a period of two years.

Leif Teksum has informed the Nomination Committee that he has decided to step down from the Committee, with effect from the AGM 2016.

The Nomination Committee proposes to appoint Walter Qvam as new member of the Nomination Committee for a period of up to two years. Walter Qvam started as President and CEO of the Kongsberg Group in the spring of 2008, and will retire from this position in June 2016. Prior to this, Mr Qvam held senior management positions in Det Norske Veritas, NSB, Cap Gemini and Bene Agere.

The Nomination Committee will thereafter consist of Arild Støren Frick (Chairman), Georg Fredrik L. Rabl and Walter Qvam.

4. Proposal for remuneration to the Board, Audit Committee and Remuneration Committee

The Nomination Committee proposes to keep the remuneration for the coming period at the same level as last year, i.e.:

Chairman:	NOK 602 000
Deputy Chairman:	NOK 433 000
Directors of the Board:	NOK 328 000
Chair of the Audit Committee:	NOK 163 000
Members of the Audit Committee:	NOK 84 000
Chairman and members of the Remuneration Committee:	NOK 31 500

For Directors residing outside Scandinavia, it is proposed that the compensation for each meeting they attend personally remains unchanged at NOK 12 700.

The remuneration of the Chairman and Deputy Chairman of the Board of Directors are higher than for the other Directors due to more extensive responsibilities and obligations. According to policies in Aker ASA, senior executives in Aker companies cannot personally receive Board remuneration for holding directorships in other companies within the Aker portfolio. Such Directors' fees should instead be paid directly to the company where the Director is employed.

5. Proposal for remuneration to the members of the Nomination Committee

The Nomination Committee proposes that the remuneration to the Nomination Committee members remains unchanged. The following remuneration is therefore proposed to the members of the Nomination Committee for the period from the AGM in 2015 until the AGM in 2016:

Chairman of the Nomination Committee and members: NOK 32 500

17 March 2016

Arild S. Frick
Chairman

Leif Teksum

Georg Fredrik L. Rabi