

## NOMINATION COMMITTEE RECOMMENDATIONS

The Kværner ASA Nomination Committee comprises the following members:

- Øyvind Eriksen, Chairman
- Mette I. Wikborg
- Thomas Thune Andersen

Since the Annual General Meeting in 2012, the Nomination Committee has held two physical meetings. The committee has evaluated the Board's performance, the annual Board evaluation survey and received input from the administration, Directors and shareholders as to the composition of the Board.

For Kværner ASA's Annual General Meeting 10 April 2013, the Nomination Committee makes the following unanimous recommendations:

### Item 6 Election of members to the Board of Directors

Pursuant to the company's articles of association, the Board shall comprise from six to ten members of which one third shall be elected by and amongst the employees. The Board now comprises eight Directors of which five are shareholder-elected. Out of the five shareholder-elected Directors, all are up for election in 2013.

The Nomination Committee recommends that Tore Torvund and Vibeke Hammer Madsen are re-elected and that the following new Directors are appointed by the General Meeting: Leif-Arne Langøy (Chairman), Kjell-Inge Røkke and Live Haukvik Aker. The Board will thus then comprise the following five shareholder-elected Directors: Leif-Arne Langøy (Chairman), Kjell Inge Røkke, Tore Torvund, Vibeke Hammer Madsen and Live Haukvik Aker.

In its work, the Nomination Committee has emphasised that the Board's composition should reflect a variety of experience, knowledge and qualifications. This is intended to contribute to a balanced view on priorities with regards to different issues and to enable constructive discussions, with beneficial and developing decisions for the company and the shareholders. It further strengthens the Board's ability to complement, challenge and control the management of the company. The recommendation of the Nomination Committee is based on the need for a Board that reflects the industrial challenges facing Kvaerner going forward. Live Haukvik Aker meets the requirements set out in the Norwegian Public Limited Liability Companies Act § 6-42, second paragraph, in terms of qualifications for the Board's Audit Committee.

To comply with the above mentioned criteria, the Nomination Committee suggests that the General Meeting makes a joint voting for the recommended Board.

The Nomination Committee proposes that the General Meeting passes the following resolution:

*"The Board of Directors will comprise the following shareholder elected members for a period not exceeding two years:*

*Leif-Arne Langøy (Chairman)*

*Tore Torvund (Deputy Chairman)*

*Kjell Inge Røkke (former Chairman)*

*Vibeke Hammer Madsen*

*Live Haukvik Aker (proposed new Director)"*

All Directors and proposed candidates are independent of the company's executive personnel and material business contacts. None of the executive personnel of the company are Directors thereof. The composition of the Board of Directors aims to enable the Board to attend to the common interests of all shareholders and meet the company's need for expertise, capacity and diversity. Among the five shareholder elected Directors, four (Leif-Arne Langøy, Tore Torvund, Vibeke Hammer Madsen and Live Haukvik Aker) are deemed independent from the company's largest indirect shareholder; Aker ASA. However, Leif-Arne Langøy has an indirect link to Aker ASA through being Deputy Chairman in the Board of Directors and as a minority shareholder of TRG AS; Aker ASA's largest shareholder.

The Board meeting participation and the CVs of the proposed Directors are included as Attachment 1 hereto.

#### **Item 7 Election of members to the Nomination Committee**

It is proposed that the General Meeting passes the following resolution:

*"The Nomination Committee will comprise the following members until the Annual General Meeting 2015:*

*Kjetil Kristiansen (Chairman)*

*Mette Wikborg*

*Leif Teksum"*

Further information on Kjetil Kristiansen and Leif Teksum is included in Attachment 1 below.

All of the members of the Nomination Committee are external parties, independent of the Board of Directors and executive management of the company, and none of the members of the Nomination Committee are members of the executive management or the Board of Directors.

#### **Item 8 Stipulation of remuneration to members of the Board of Directors**

The Nomination Committee proposes that the General Meeting passes the following resolution:

*"In accordance with the proposal from the Nomination Committee, the remuneration rates for the period from the Annual General Meeting 2013 until the Annual General Meeting 2014 shall be as follows:*

*NOK 593 000 to the Chairman of the Board*

*NOK 427 000 to the Deputy Chairman of the Board*

*NOK 323 000 to each of the other Directors*

*NOK 31 000 to each of the members of the Remuneration Committee*

*NOK 161 000 to the Chair of the Audit Committee*

*NOK 83 000 to the each of the other members of the Audit Committee"*

The remuneration amounts for the Board Chairman and Deputy Chairman are higher than that of other Board members because of the additional responsibilities and obligations inherent in the former offices.

Furthermore, the Nomination Committee proposes that the Directors resident outside Scandinavia receives an additional fee of NOK 12 500 per meeting where the Directors have been physically present in the meeting, in order to compensate such Directors for extra travel time incurred.

According to Aker ASA's 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 Director is employed.

#### **Item 9 Stipulation of remuneration to the members of the Nomination Committee**

It is proposed that the General Meeting passes the following resolution:

*"In accordance with the proposal from the Nomination Committee, the remuneration rates for the period from the Annual General Meeting 2012 until the Annual General Meeting 2013 shall be set as follows*

- *NOK 32 000 for each member"*

Oslo, 8 April 2013

Øyvind Eriksen

Nomination Committee Chairman

## Attachment 1 – CVs

### **Leif-Arne Langøy, *Chairman***

Leif-Arne Langøy (born 1956) is today Chairman of the Board for Det Norske Veritas and Sparebanken Møre. Mr Langøy has gained senior executive experience from several companies, including as President & CEO of Aker Yards and later President & CEO of Aker ASA. Mr Langøy has extensive experience as the Chairman of non-executive boards from a number of different industrial companies. Mr Langøy holds M.Sc in Economics from NHH in Bergen, Norway. He holds no shares in Kværner ASA, and has no stock options. Mr Langøy is a Norwegian citizen.

### **Tore Torvund, *Deputy Chairman***

Tore Torvund (born 1952) has held the position as Executive Vice President of the solar technology company REC Silicon Renewable Energy Corporation since 2009. Mr Torvund has senior executive experience from more than twenty years in the oil and gas industry, including as Executive Vice President of Exploration & Production Norway at the oil company StatoilHydro, and Executive Vice President of Oil and Energy at Norsk Hydro. He has held several management positions related to drilling operations, field development and technology projects. Mr Torvund holds a M.Sc. in petroleum engineering from the Norwegian University of Science and Technology. He holds no shares in Kværner ASA, and has no stock options. Mr Torvund is a Norwegian citizen. Mr Torvund attended 12 out of 13 Board meetings in 2012.

### **Kjell Inge Røkke, *Director***

Kjell Inge Røkke (born 1958) is an entrepreneur and industrialist, and has been a driving force in the development of Aker since the 1990s. Mr Røkke owns 67.8 percent of Aker ASA through The Resource Group TRG AS and subsidiaries which he co-owns with his wife. He is Chairman of Aker ASA and Aker BioMarine ASA, board member of Aker Solutions ASA and deputy board member of Det norske oljeselskap ASA. He holds no shares in Kværner ASA, and has no stock options. Mr Røkke is a Norwegian citizen. Mr Røkke attended 12 out of 13 Board meetings in 2012.

### **Vibeke Hammer Madsen, *Director***

Vibeke Hammer Madsen (born 1955) has been the CEO of Virke (The Enterprise Federation of Norway) since 2002. Prior to this, she was a partner in the PA Consulting Group also working for international companies. From 1993 to 1999 she was a vice president, holding various positions in Statoil. Ms Madsen holds a number of board positions, including chairperson of the Board of Innovation and board member of the Research Council of Norway, as well as the chair of Junior Achievement Young Enterprise. She was a board member of Aker Floating Production from 2006 to 2010 and a board member of Aker Solutions ASA from 2008 until May 2011. Ms Madsen is a graduate of the Norwegian School of Radiography. She holds no shares in Kværner ASA, and has no stock options. Ms Madsen is a Norwegian citizen. Ms Madsen attended all Board meetings in 2012

### **Live Haukvik Aker, *Director***

Live Haukvik Aker (born 1963) is today CFO in Komplet AS. She has CFO experience also from other companies like Grenland Group ASA and Tandberg Data ASA. She was the CEO in Goodtech ASA between 2000 and 2005, and prior to that she worked as a manager in KPMG.

Live Haukvik Aker holds a Diploma in Finance from the University of Fribourg and a M.Sc in Service Management from the Norwegian Business School. Mrs Aker is a Norwegian citizen.

**Kjetil Kristiansen**, *Chairman of the Nomination Committee*

Kjetil Kristiansen (born 1969) is the Head of HR in Aker ASA. He has 15 years of HR experience from the Aker system. Prior to his latest Aker ASA assignment, he was head of HR in the Subsea business area in Aker Solutions for 4 years. He has a psychologist education, and also holds a B.SC degree in Philosophy & Intellectual history from the University of Oslo. Mr Kristiansen is a Norwegian citizen.

**Leif Teksum**, *member of the Nomination Committee*

Leif Teksum (born 1952) is Group Executive vice president Relations in the DNB group. Teksum assumed the position as head of Relations in January 2013, leaving his position as head of Large Corporates and International. He was previously head of Corporate Banking and Payment Services. Teksum has experience from the petroleum industry and from various executive positions in DnB NOR, DnB and Bergen Bank. Teksum is a graduate of the Norwegian School of Economics. Mr Teksum is a Norwegian citizen.