

Revised proposal from the nomination committee of Aker Carbon Capture ASA to the annual general meeting to be held on 29 April 2024

The nomination committee of Aker Carbon Capture ASA is comprised of Ingebret G. Hisdal (chair) and Svein Oskar Stoknes. 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 nomination 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 ten 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, all other shareholder elected directors of the board, one of the employee elected directors of the board and the CEO. The committee has also received feedback from individual shareholders concerning the composition of the board.

Reference is made to the proposal from the nomination committee dated 26 March 2024 in connection with the annual general meeting of Aker Carbon Capture ASA originally announced to be held on 16 April 2024. Considering the agreement announced 27 March 2024 between Aker Carbon Capture ASA and SLB to combine their respective carbon capture businesses, the nomination committee has decided to submit a revised proposal to replace its proposal dated 26 March 2024.

In connection with the annual general meeting of Aker Carbon Capture ASA rescheduled to be held on 29 April 2024, the nomination committee submits the following unanimous proposal.

1. Election of directors to the board

The board has six shareholder-elected directors: Kristian Røkke (chair), Bent Christensen (director), Oscar Fredrik Graff (director), Nina Kristine Jensen (director), Liv Monica Stubholt (director) and Linda Litlekalsøy Aase (director). Attendance at board meetings has been satisfactory from all members. Kristian Røkke and Bent Christensen's terms end in 2024.

The nomination committee has assessed the composition of the board considering the agreement between Aker Carbon Capture ASA and SLB to combine their respective carbon capture businesses. Following the transaction, it is agreed that SLB will own 80 % of the combined business and Aker Carbon Capture ASA will own 20 %. Due to Aker Carbon Capture ASA's ownership share of the combined business, the nomination committee proposes to reduce the number of shareholder-elected directors from six to three members. The nomination committee proposes that Kristian Røkke is re-elected as chair of the board. In order to reduce the number of shareholder-elected members, the nomination committee proposes that Bent Christensen is not re-elected and that Nina Kristine Jensen's and Linda Litlekalsøy Aase's terms end in 2024. The nomination committee would like to take this opportunity to thank Christensen, Jensen and Litlekalsøy Aase for their valuable contributions to the board.

Further, the committee proposes that Karl Erik Kjelstad is elected as a deputy director for a period of two years. Kjelstad joined Akastor as CEO in 2014, and he has been part of the Aker group since 1998 and has held numerous key positions including various CEO positions. Kjelstad has held several board positions in different industries, including oil service, offshore drilling, offshore and merchant shipping, shipbuilding, IT services, real estate and construction industry. Kjelstad holds an MSc in Marine Engineering from the Norwegian University of Science and Technology (NTNU) and an AMP from Harvard Business School.

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 Carbon Capture 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 proposed 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 Carbon Capture ASA will comprise the following shareholder-elected directors:

Board of directors:	Election period:
• Kristian Røkke (chair)	2024-2026
• Liv Monica Stubholt (director)	2023-2025
• Oscar Fredrik Graff (director)	2023-2025
• Karl Erik Kjelstad (deputy director)	2024-2026

A presentation of all the directors of the board, including information on which directors are considered to be independent, is to be found on pages 21-24 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

The nomination committee also proposes to pay an additional NOK 150 000 to each of the directors Liv Monica Bargem Stubholt and Bent Christensen for extraordinary work in connection with the SLB transaction.

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 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 Kristian Røkke will be paid to Aker Horizons Holding AS and the fee to Svein Oskar Stoknes will be paid to Aker ASA.

Fornebu, 8 April 2024

On behalf of the nomination committee of Aker Carbon Capture ASA

Ingebret G. Hisdal

Chair of the nomination committee