

PROPOSAL FROM THE NOMINATION COMMITTEE OF SOLSTAD OFFSHORE ASA TO THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 15 MAY 2025

The Nomination Committee of Solstad Offshore ASA (the “**Company**”) comprises the following individuals:

Rune Lande, chairperson
Ingebret Hisdal
Owe Høines

The committee has held discussions with the members of the board and the chief executive officer and has consulted representatives for the relevant shareholders as to the composition of, and remuneration to, the Board of Directors (the “**Board**”).

The Nomination Committee submits the following unanimous proposal to the annual general meeting of Solstad Offshore ASA, to be held on 15 May 2025:

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 presently consists of Harald Espedal (chairperson), Frank Ove Reite, Peder Sortland, Ingrid Kylstad and Ellen Solstad, all elected by the shareholders.

Peder Sortland and Ellen Solstad are up for election this year. The Nomination Committee propose re-election for two years for Peder Sortland and Ellen Solstad. Further, the committee proposes that Svein Oskar Stoknes is elected as a personal deputy director for Frank Ove Reite for two years.

Svein Oskar Stoknes has been the Chief Financial Officer (CFO) of Aker ASA since 2019. Prior to this, he served as CFO of Aker Solutions ASA, where he joined in 2007 and was named CFO in 2014. Stoknes has also held a range of senior positions within finance and advisory for organizations like Tandberg, Citigroup, Norwegian Trade Council and ABB. He graduated from the Norwegian School of Management with a master’s degree in business and economics, and has an MBA from Columbia Business School in New York. Stoknes is a director of Akastor ASA, Aker Capital AS and several other companies where Aker is the largest shareholder.

The Board will thus consist of the following members (election period in parenthesis):

Harald Espedal, chairperson) (2024-26)
Frank Ove Reite (2024-26)
Ingrid Kylstad (2024-26)
Peder Sortland (2025-27)
Ellen Solstad (2025-27)

Svein Oskar Stoknes (deputy director for Frank Reite) (2025-2027)

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 members of the nomination committee, Rune Lande, Ingebret Hisdal and Owe Høines, were all elected for a two-year period in 2024 and are not up for election this year.

3. Proposed fees

The following fees to the board are proposed for the period from the annual general meeting 2024 until annual general meeting 2025 (2023-2024 fees in parenthesis):

Chairperson:	NOK 682,000 (NOK 652,500)
Board members:	NOK 356,000 (NOK 340,750)
Audit committee chairperson:	NOK 151,600 (NOK 121,275)
Audit committee members:	NOK 113,700 (NOK 90,950)

For the number of board meetings exceeding fifteen (15), additional remuneration is paid as follows:

Member:	NOK 8,640 (8,270) per board meeting
Chair:	NOK 14,400 (13,780) per board meeting

The following fees are proposed for the nomination committee for the period from the annual general meeting 2024 until the annual general meeting 2025 (2023-2024 fees in parenthesis):

Chairperson of the nomination committee:	NOK 29,600 (NOK 38,350)
Members of the nomination committee:	NOK 29,600 (NOK 28,350)

All the fees are proposed increased by approx. 4.5 percent per annum, except for the fees to the audit committee and to the chair of the nomination committee. Fees to the audit committee are proposed to be raised by 25% due to the substantial increase in ESG reporting requirements. The remuneration to the chair of the nomination committee is proposed raised with NOK 10 000 in addition to the 4,5% general raise to reflect the difference in workload for the chair compared to the members.

23 April 2025

The nomination committee of Solstad Offshore ASA

Rune Lande
(Sign.)

Ingebret Hisdal
(Sign.)

Owe Høines
(Sign.)