

## TO THE GENERAL MEETING OF AKVA GROUP ASA, 15 MAY 2018

### RECOMMENDATIONS FROM THE NOMINATION COMMITTEE

#### To all shareholders,

The Committee has consisted of Mr. Eivind Helland, chairman, (independent), Mr. Ingvald Fardal, (independent) and Mr Bjørnar Mikalsen (independent).

The Committee has had four conference calls, conducted interviews with representatives of the major shareholder groups, the chairman of the board as well as the CEO and CFO.

The Committee has executed the following duties:

- recommend candidate members to the board
- recommend remuneration to board members and board committee members
- recommend candidate members and person to chair the Committee and their remuneration
- approve proposed text in the annual report concerning the Committee
- Review the charter of the Committee.
- Evaluate compensation to the board and committees

#### Composition of the board

The following criteria's have been focused when working out the recommendation for the composition of new members to the board:

- number of shareholder elected members; reduce the number of elected board members to 5 persons.
- requirements of minimum 40% male and female portion of candidates.
- requirements of independent members.
- adequate competence, skills, experience and dedication(time)
- Interviews with the CEO, CFO, Chair of the Board and board members.
- Interviews with the biggest shareholder groups

The Committee advise a board of 5 shareholder elected members. The person to chair the board and the deputy is to be elected yearly, by and amongst the elected board.

The Committee's recommendation for board composition is as follows:

- Ms. Anne Breiby (elected to 2019)
- Mr. Hans Kristian Mong (elected to 2019)
- Ms. Evy Vikene (elected to 2019)
- Mr. Frode Teigen (elected to 2019)
- Mr. Anthony James (elected to 2019)

Mr Mong is CEO of Egersund Group as, one of AKVA group's major shareholders. He has an extensive career from several positions and companies to the fishing and fish farming industry.

Ms Breiby works as an independent consultant and has a degree in fish biology from the University of Tromsø, a political career as amongst other deputy minister of Industry and Energy, and serves as Board Director in numerous companies.

Ms Vikene is currently working as part of the management at Skretting. She has extensive knowledge of the fish farming industry from her career in Skretting and Nutreco, holding different management positions.

Mr Teigen is a major shareholder in Egersund Group. Mr Teigen has a career as an investor, also from emerging markets.

Mr James is the Chief Investment Officer in Wheatsheaf Investments from Grosvenor. Prior to Grosvenor, Mr James was Head of Energy & Natural Resources M&A at KPMG Corporate Finance where he led a wide range of acquisition, disposal and other strategic advisory assignments across the sector. His previous roles have included senior finance and corporate development positions at Philips Electronics, both in the Netherlands and China.

The Committee has examined the skills and competence represented in the board and with each candidate.

**Remuneration to the board members**

The nomination committee has evaluated the economic compensation of the board. The committee recommends to keep the compensation at the lower quartile compared to rates of other companies at Oslo Stock Exchange. As the number of board members are reduced, the workload is expected to increase. As a result, the Committee recommends the follows rates:

Chair	NOK 315.000
Deputy Chair	NOK 210.000
Member	NOK 190.500
Board Committee all members	NOK 5.500 per meeting
Chair Compensation Committee	NOK 20.000 fixed yearly fee
Chair Audit Committee	NOK 35.000 fixed yearly fee
Employee elected member	NOK 50.000

The Committee has evaluated these rates to be sufficiently competitive to attract qualified candidates.

**Nomination committee elections**

The nomination committee suggest following persons as candidates for the committee: Mr Eivind Helland as Chair (1 year), Mr. Bjørnar Mikalsen (1 year) and Ingvald Fardal (1 year).

**Remuneration to nomination committee members**

Each member of the Committee is proposed to receive a yearly compensation of NOK 18.000, and the chair NOK 25.000.

**Nomination committee section of the corporate governance chapter in the annual report**

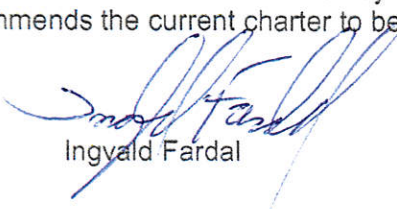
The suggested text for the Committee section of the corporate governance chapter in the annual report was approved.

**The charter for the nomination committee**

The charter for the Committee has been reviewed by the same Committee. The Committee recommends the current charter to be approved.



Eivind Helland



Ingvald Fardal



Bjørnar Mikalsen