

Proposal from the nomination committee of Philly Shipyard ASA to the annual general meeting of the company to be held on 22 April 2020

The nomination committee of Philly Shipyard ASA comprises the following individuals:

Leif-Arne Langøy (Chairman)
Gerhard Heiberg
Arild S. Frick

Since the annual general meeting in 2019, the nomination committee has held three meetings. The committee has evaluated the board's performance and received input from shareholders and members of the Board of Directors regarding the composition of the board.

For Philly Shipyard ASA's annual general meeting on 22 April 2020 the nomination committee makes the following unanimous proposal:

1. Election of member to the Board of Directors

Pursuant to the company's articles of association, the board is to comprise of three to seven board members. The board has four members as per today. Of these, Jim Miller, Kristian Røkke and Amy E. Humphreys are up for election this year. Jim Miller has requested to step down as chairman and member of the board of the company to join the management team of Philly Shipyard, Inc. as a Senior Advisor to the CEO. The nomination committee thus recommends that Kristian Røkke is elected as chairman and that Amy E. Humphreys is elected as deputy chairperson, each for a period of two years. The board will thereby comprise of Kristian Røkke (chairman), Amy E. Humphreys (deputy chairperson) and Elin Karfjell.

In its work, the nomination committee has emphasized that the board's composition reflects a variety of experience, knowledge and qualifications. This contributes to a balanced view on priorities with regard to different company issues and beneficial decisions for the development of the company. It further strengthens the board's ability to complement, challenge and control the management of the company.

To comply with these criteria, the nomination committee suggests that the annual general meeting makes a joint voting for the recommended board.

2. Election of members to the nomination committee

Nomination committee members Arild S. Frick and Gerhard Heiberg have requested to step down. Assuming that the annual general meeting resolves to amend the company's articles of association in respect of the minimum number of members in the Nomination Committee as proposed by the Board of Directors, the nomination committee proposes that no replacement is made of Gerhard Heiberg. The nomination committee proposes that Ove A. Taklo is elected as member of the Nomination Committee in replacement of Arild S. Frick for a period of two years.

Mr. Taklo has held the position as corporate controller in Aker ASA since 2013. Prior to joining Aker, Taklo was a director with PwC, where he was employed from 2002 - 2013. Taklo is a state-authorized public accountant.

The nomination committee will thereby comprise of Leif-Arne Langøy (Chairman) and Ove A. Taklo.

All of the nomination committee members are external parties, independent of the board and executive management of the company, and none of the members of the nomination committee are directors of the executive management or the board.

3. Proposed remuneration to the members of the Board of Directors and audit committee

The nomination committee proposes that board remuneration is increased compared to the previous year due to an increasing amount of work. The following fees are proposed to the members of the board and the audit committee for the period from the annual general meeting 2019 until the annual general meeting 2020:

Chairman:	NOK 475,000
Board members:	NOK 375,000
Audit committee chairman:	NOK 55,000
Audit committee members:	NOK 45,000

4. Proposed remuneration to the members of the nomination committee

The nomination committee proposes that remuneration is maintained as per the previous year. The following fees are proposed to the members of the nomination committee for the period from the annual general meeting in 2019 until the annual general meeting 2020:

Chairman and members:	NOK 34,000
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In line with the policy of Aker, senior executives employed in Aker companies may not personally receive board or nomination committee remuneration from other Aker companies. Instead, board remuneration will be paid directly to the company in which the board member is employed. Consequently, the fees accruing to Kristian Røkke and Ove A. Taklo will be paid to Aker ASA.

Oslo, 14 April 2020

On behalf of the nomination committee of Philly Shipyard ASA

Leif-Arne Langøy
Nomination committee chairman