

Appendix 1

**NOMINATION COMMITTEE PROPOSAL AND RECOMMENDATION**

To: Shareholders of Magseis Fairfield ASA

From: The Nomination Committee of Magseis Fairfield ASA,

Roar Bekker (Chairman)

Anders Farestveit and Anthony Dowd (resigned March 30, 2020)

Date: 31 March 2020

Subject: Recommendation and Nominations to the Board of Magseis Fairfield ASA

The members of the nomination committee (the Committee) are selected to take into account the interests of all shareholders in Magseis Fairfield ASA (Company). The committee does not include any of the company's executive personnel.

The Committee was elected at the Annual General Meeting in 2019. Anthony Dowd has on March 30, 2020 resigned from the Nomination Committee. The Committee has proposed that Anthony will be replaced by Chris Sugahara, Senior Vice President of Fairfield-Maxwell.

The committee have sought the views of shareholders and been open to shareholders making suggestions on nominations.

According to the Code of Practice for Corporate Governance, the committee has evaluated the need for changes in the Board's and Committee's composition. The review has emphasised the need for the Board composition to reflect a range of experience, knowledge and qualifications.

During the period since the last AGM the energy market has been very challenging for the Oil & Gas Industry with increased downward pressure on commodity prices. Oilfield Services has been hit particularly hard and demand for seismic services, including seabed seismic, is being adversely affected. This situation has in recent weeks been compounded by the spread of the Corona virus worldwide and is expected to further put pressure on the activity levels as oil prices remain low and energy companies cut spending plans or defer or cancel projects.

Following the appointment of a new Executive Management team, Magseis Fairfield has taken several steps to manage its cost base, including staff reductions. The company has also appointed a new Chair of the Board and successfully completed a refinancing of its debts and a Private Placement to strengthen its financial position.

The Nomination Committee believes that under the current circumstances the Board of Directors and Management team will face exceptional challenges in view of the unpredictable market situation. The Board is expected to take a strong hands-on approach in supporting and guiding the CEO and his team in all areas critical to the company's future; cost control, technology direction and strategy as well as operational excellence and sales. In addition, investor relations and shareholder and capital market engagement will be crucial.

Given these considerations and to make a small but important contribution to cost management, the Nomination Committee has proposed to reduce the number of Directors from seven to five and to reduce the

number of Board Committees from three to two. The Compensation for Board Directors and Board Committee members will also be reduced.

With regards to Magesis Fairfield ASA's Annual General Meeting in 2019 the nomination committee unanimously proposes the following:

*The Nomination Committee's recommendation for the Board of Directors*

The company's board consists currently of 7 members, pursuant to the further decision by the general meeting. The Board has currently no Employee elected representatives. The present Board of Magesis Fairfield ASA consists of Wenche Kjøllås (Chair), Chuck Davison, Bettina Bachmann, Edvin Endresen, Luis Araujo, Angela Durkin and Jan Gateman.

The Nomination Committee has evaluated the need for the Company's Board to reduce the number of independently elected members from seven to five. According to the Norwegian Law of Shareholder Companies the employees in Magesis Fairfield ASA will have opportunity to elect up to two members to the Board as employee representatives.

The Nomination Committee has unanimously proposed the following members to the Board of Magesis Fairfield ASA:

- Wenche Kjøllås (Chair)
- Luis Araujo
- Angela Durkin
- Anthony Dowd (new)
- Jan Gateman

A brief resume of the new Board member is provided below.

*Remuneration for the Board of Directors*

The Committee has reviewed the remuneration paid to the Board, and proposes the following for the period from the 2020 AGM to the 2021 AGM:

The Nomination Committee recommends the following annual remuneration:

- NOK 450,000 for each director plus 50,000 Restricted Stock Units (RSU)
- NOK 700,000 for the Chair plus 75,000 Restricted Stock Units (RSU)

The proposal indicates a reduction from the previous period to reflect the need for the company to maintain strict financial discipline.

The proposed remuneration of the Chair is higher than the director's fees due to the additional workload implicit in the position as Chair.

The Nomination committee proposes that board compensation for elected employee board members to be NOK 50,000.

*Remuneration for the Board Committee assignments*

According to the Code of Practice for Corporate Governance, the Company has established working committees elected from members of the board of Directors.

The Board expects to have two working committees for the following areas: Audit & Risk, Compensation & Talent

The Nomination Committee recommends remuneration of NOK 75,000 annually for the directors and NOK 150,000 for the Chair of the Audit & Risk Committee

The Nomination Committee recommends remuneration of NOK 50,000 annually for the directors and NOK 75,000 for the Chair of the Compensation & Talent Committee

*The Nomination Committee's recommendation for the Nomination Committee*

The Nomination Committee is recommending that investors consider voting for the following nominated members:

- Roar Bekker (Chair) to AGM 2021
- Chris Sugahara to AGM 2021
- Anders Farestveit to AGM 2021

*Remuneration for the Nomination Committee*

It is proposed that the annual remuneration for the Nomination Committee Chair is NOK 50000 and for the Committee members NOK 30000

*Brief presentation of new Board candidate*

Anthony Dowd, President and CEO of Fairfield-Maxwell

Anthony J. Dowd is the President and Chief Executive Officer of Fairfield-Maxwell LTD, and serves on its Board of Directors. Mr. Dowd has more than twenty-five years of experience in private equity, including serving as the Managing Partner at Charter Oak Capital Partners and as an Operating Partner at Mill Point Capital. He is a former U.S. Army Officer and holds a Bachelor of Science degree in Engineering from the United States Military Academy at West Point and a Master of Business Administration from the Wharton School of the University of Pennsylvania. Mr. Dowd is currently a Trustee of the Financial Accounting Foundation, where he Chairs the Appointments Committee. He is also a former Director of Hostess Brands where he Chaired the both the Compensation and Transaction (Strategy) Committees. Mr Dowd served for nine years on the Board of Future Pipe Industries in Dubai, the global leader in fiberglass pipe systems, where he Chaired FPI Americas and was a member of the Audit and Risk Committee.

During the Financial Crisis, Mr. Dowd was the Chief of Staff for Paul Volcker, the Chairman of the President's Economic Recovery Advisory Board, and served as the President of the Volcker Alliance in 2015-1