

PROPOSED GENERAL MEETING RESOLUTIONS

Item 4. Approval of the 2015 annual accounts of Aker ASA and group consolidated accounts and the board of directors' report, including distribution of dividend.

The annual report, which consists of the annual accounts, the board of directors' report and the auditor's statement for 2015, is available at the company's web site www.akerasa.com.

The board proposes that the general meeting adopts the following resolution:

The general meeting approves the annual accounts for 2015 for Aker ASA, the group consolidated accounts and the board of directors' report, including the proposal from the board of directors for distribution of dividend for 2015 of NOK 10 per share, which implies an aggregate distribution of dividend of NOK 741 629 770.

Dividend will be distributed to those who are shareholders in the company as per the expiry of 22 April 2016, as registered with the Company's shareholder register with the VPS as per the expiry of 26 April 2016. The share will be traded ex-dividend on Oslo Stock Exchange from and including 25 April 2016. The dividend will be paid on or about 3 May 2016.

Item 5. Consideration of the board of directors' declaration regarding stipulation of salary and other remuneration to executive management of the company.

In accordance with section 6-16a of the Norwegian Public Limited Liability Companies Act, the Board of Directors has prepared a statement on the determination of salary and other remuneration to the executive management of the Company. The statement is available at the Company's website www.akerasa.com.

The General Meeting's approval of the guidelines is of an advisory nature to the Board of Directors. However, the approval of the guidelines regarding remuneration in the form of shares, subscription rights, options, and other forms of remuneration linked to shares or the development of the share price in the Company or in other companies within the group, are binding for the Board of Directors, cf. the Norwegian Public Limited Liability Companies Act section 5-6 (3) third sentence, cf. section 6-16a (2) fourth sentence.

The advisory and binding guidelines are subject to separate votes.

(a) Advisory guidelines

The Board of Directors proposes that the General Meeting passes the following resolution with regard to the advisory guidelines:

The General Meeting endorses the advisory guidelines in the declaration from the Board of Directors pursuant to the Norwegian Public Limited Liability Companies Act section 6-16a.

(b) Binding guidelines

The Board of Directors proposes that the General Meeting passes the following resolution with regard to the binding guidelines:

The General Meeting approves the binding guidelines in the declaration from the Board of Directors pursuant to the Norwegian Public Limited Liability Companies Act section 6-16a.

Item 7. Stipulation of remuneration to the members of the board of directors and the audit committee.

The recommendation from the nomination committee regarding the stipulation of remuneration to the members of the board of directors and the audit committee will be announced and made available at the company's web site www.akerasa.com prior to the general meeting.

Item 8. Stipulation of remuneration to the members of the nomination committee.

The recommendation from the nomination committee regarding the stipulation of remuneration to the members of the nomination committee will be announced and made available at the company's web site www.akerasa.com prior to the general meeting.

Item 9. Election of members to the board of directors.

The recommendation from the nomination committee regarding the election of members to the board of directors will be announced and made available at the company's web site www.akerasa.com prior to the general meeting.

Item 10. Election of members to the nomination committee.

The recommendation from the nomination committee regarding the election of members to the nomination committee will be announced and made available at the company's web site www.akerasa.com prior to the general meeting.

Item 11. Approval of remuneration to the auditor for 2015.

The board proposes that the general meeting adopts the following resolution:

The auditor's fees of NOK 1.9 million for the audit of Aker ASA for 2015 are approved.

Item 12. Approval of agreements which falls within the scope of the Public Limited Liability Companies Act section 3-8.

The board proposes that the general meeting adopts the following resolution:

The General Meeting approves (i) agreement on sale of 100% of the shares in Aker Maritime Finance AS, reg. no. 881 653 192 ("AMF"), from Aker ASA to Kjell Inge Røkke and (ii) agreement on sale of receivable towards AMF with a nominal value of NOK 350 million, from Aker ASA to The Resource Group TRG AS, reg.no 989 689 762.

PricewaterhouseCoopers AS has given a statement on the agreements in accordance with the Public Limited Liability Companies Act sections 3-8 and 2-6, which is available at the company's web site www.akerasa.com.

Item 13. Authorisation to the board of directors to purchase treasury shares in connection with acquisitions, mergers, de-mergers or other transactions.

The board proposes that the general meeting grants the board an authorisation to acquire treasury shares with an aggregate nominal value of up to approximately 10 per cent of the company's share capital. The authorisation may only be used for the purpose of using the company's shares as consideration in connection with acquisitions, mergers, de-mergers or other transactions.

The board proposes that the general meeting adopts the following resolution:

The board is authorised to acquire up to 7,432,186 treasury shares, with an aggregate nominal value of NOK 208,101,208. The authorisation also provides for acquisition of agreement liens in shares. The lowest and highest purchase amount for each share shall be NOK 4 and NOK 800 respectively. The Board is free to decide the method of acquisition and disposal of the company's shares. The authorisation may only be used for the purpose of utilising the company's shares as transaction currency in acquisitions, mergers, de-mergers or other transactions.

The authorisation is valid until the annual general meeting in 2017, however not after 30 June 2017.

Item 14. Authorisation to the board of directors to purchase treasury shares in connection with the share program for the employees.

The board proposes that the general meeting grants the board an authorisation to acquire treasury shares with an aggregate nominal value of up to approximately 10 per cent of the company's share capital. The authorisation may only be used for the purpose of sale and/or transfer to employees in the company as part of the share program for such employees, as approved by the board of directors.

The board proposes that the general meeting adopts the following resolution:

The board is authorised to acquire up to 7,432,186 treasury shares, with an aggregate nominal value of NOK 208,101,208. The authorisation also provides for acquisition of agreement liens in shares. The lowest and highest purchase amount for each share shall be NOK 4 and NOK 800 respectively. The board is free to decide the method of acquisition and disposal of the company's shares. The authorisation may only be used for the purpose of sale and/or transfer to employees in the company as part of the share program for such employees, as approved by the board of directors.

The authorisation is valid until the annual general meeting in 2017, however not after 30 June 2017.

Item 15. Authorisation to the board of directors to purchase treasury shares for investment purposes or for subsequent sale or deletion of shares.

The board proposes that the general meeting grants the board the authorisation to acquire company shares with an aggregate nominal value of up to 10 per cent of the company's share capital. The authorisation may only be used to purchase treasury shares for investment purposes or for subsequent sale or deletion of such shares.

The board proposes that the general meeting adopts the following resolution:

The board is authorised to acquire up to 7,432,186 treasury shares, with an aggregate nominal value of NOK 208,101,208. The authorisation also provides for acquisition of agreement liens in shares. The lowest and highest purchase amount for each share shall be NOK 4 and NOK 800 respectively. The board is free to decide the method of acquisition and disposal of the company's shares. The authorisation may only be used to purchase treasury shares for investment purposes or for subsequent sale or deletion of such shares.

The authorisation is valid until the annual general meeting in 2017, however not after 30 June 2017.