To the General Meeting of Aker ASA

Statement regarding agreement with shareholder, group company etc.

At the board of directors' request we, as independent experts, issue this statement in compliance with the Public Limited Liability Companies Act Section 3-8 and Section 3-9, refer Section 2-6.

The board of directors' responsibility for the statement
The board of directors is responsible for the valuations performed.

The independent expert's responsibility
Our responsibility is to prepare a statement relating to the agreement of transfer of all the shares in Aker Maritime Finance AS to Kjell Inge Røkke and the agreement of transfer of a receivable with a nominal value of NOK 350 million to The Resource Group TRG AS against consideration to Aker ASA and express an opinion about whether there is reasonable correspondence between the value of the consideration the company shall provide and the consideration the company shall receive.

The statement consists of two parts. The first part is a presentation of information in compliance with the requirements in the Public Limited Liability Companies Act Section 2-6 first subsection No 1-4. The second part is our opinion regarding whether there is reasonable correspondence between the value of the consideration the company shall provide and the consideration the company shall receive.

Part 1: Information about the consideration

The assets which, according to the agreements, shall be transferred, include the following:

Pursuant to the agreement Aker ASA («the Company») shall transfer all shares in Aker Maritime Finance AS («AMF») to Kjell Inge Røkke, and a receivable against AMF with a nominal value of NOK 350 million to The Resource Group TRG AS («TRG»). Through the related company TRG Kjell Inge Røkke is a shareholder in Aker ASA and the Company's Chairman. This statement covers both the agreement of transfer of all shares in AMF to Kjell Inge Røkke and the agreement of transfer of a receivable against AMF to TRG.

All shares in Aker Maritime Finance AS to Kjell Inge Røkke:

The Company has entered into an agreement with Kjell Inge Røkke on 22 February 2016 to transfer of all shares in AMF («Sale and Purchase Agreement»). The sales price for the shares is a result of negotiations between Kjell Inge Røkke and Aker ASA. The negotiations are based on the Company's documentation of the value, prepared in accordance with the principles described below. The consideration to the Company is NOK 277 million in cash.

Eight properties that were transferred from Akastor AS in November 2015 make 82% of the value of the assets in AMF. Akastor AS and AMF are related parties and at the transfer of the properties a fairness opinion was obtained from SEB Corporate Finance by AMF to support the negotiated transaction value. The expected future cash flows formed the primary base of the valuation. The properties are principally leased on contracts to subsidiaries of Aker Solutions ASA and Akastor AS and remaining lease term is approximately 19 years. The parties have assessed that it is reasonable to base the transfer of the shares to Kjell Inge Røkke on a corresponding valuation of the properties. Fair value of other assets and liabilities has been valued based on the present value of expected future cash flows. Other assets mainly comprise non-current receivable from Aker ASA and deferred tax assets. Other liabilities mainly comprise pension liabilities, external interest bearing debt and dividends owing.

The parties agree to use the balance sheet per 31 December 2015, adjusted for expected change in interest bearing debt and expected profit up to the time of the transaction as basis for the determination of the final consideration.

Receivable with a nominal value of NOK 350 million to The Resource Group TRG AS:

The Company has entered into an agreement with TRG on 22 February 2016 about transfer of the receivable against AMF with a nominal value of NOK 350 million. The receivable shall be subject to interest calculation at an interest equivalent to the interest on the company's present external long term debt. The value of the receivable has been assessed by the parties to equal the nominal value. The consideration to the Company is NOK 350 million in cash.

Part 2: The independent expert's statement

We have performed our procedures and issue our opinion in accordance with the Norwegian auditing standard NSAE 3802 "The auditor's assurance reports and statements required by Norwegian Company legislation". The standard requires that we plan and perform our procedures to obtain reasonable assurance that there is reasonable correspondence between the value of the consideration the Company shall provide and the consideration the Company shall receive. Our procedures include an assessment of the valuation of both the consideration, which consists of NOK 627 million in cash and the two assets to be transferred. We have also assessed the valuation methods applied and the assumptions that form the basis for the valuation.

We believe that our procedures provide a reasonable basis for our opinion.

Conclusion
In our opinion the assets the Company shall transfer are valued in compliance with the described principles and that there is reasonable correspondence between the value of the consideration the Company shall provide, and the consideration of NOK 627 million the Company shall receive.

Oslo, 17 March 2016
PricewaterhouseCoopers AS

Anders Ellefsen
State Authorized Public Accountant (Norway)

Note: This translation from Norwegian has been prepared for information purposes only.