

## PROPOSED GENERAL MEETING RESOLUTIONS

### **Item 4. Approval of the 2016 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 2016, is available at the company's web site [www.akerasa.com](http://www.akerasa.com).

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

*The general meeting approves the annual accounts for 2016 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 2016 of NOK 16 per share, which represents a total dividend distribution of NOK 1,189,149,792 before reduction for holding of treasury shares.*

Dividend will be distributed to those who are shareholders in the company as per the expiry of 21 April 2017, as registered with the Company's shareholder register with the VPS as per the expiry of 25 April 2017. The share will be traded ex-dividend on Oslo Stock Exchange from and including 24 April 2017. The dividend will be paid on or about 3 May 2017.

### **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](http://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 recommendations of the nomination committee are available at the company's web site [www.akerasa.com](http://www.akerasa.com).

The nomination committee proposes that the general meeting adopts the following resolution:

*In accordance with the proposal from the nomination committee, the remuneration rates for the period from the 2016 annual general meeting until 2017 annual general meeting shall be set as follows:*

- *NOK 575,000 to the chairman of the board*
- *NOK 400,000 to the deputy chairman of the board*
- *NOK 350,000 to each of the remaining board members*
- *NOK 175,000 to audit committee chairman*
- *NOK 125,000 to audit committee members*

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

The recommendations of the nomination committee are available at the company's web site [www.akerasa.com](http://www.akerasa.com).

The nomination committee proposes that the general meeting adopts the following resolution:

*In accordance with the proposal from the nomination committee, the remuneration rates for the period from the 2016 annual general meeting until 2017 annual general meeting shall be set as follows:*

- *NOK 50,000 for each member*

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

The recommendations of the nomination committee are available at the company's web site [www.akerasa.com](http://www.akerasa.com).

*In accordance with the proposal from the nomination committee Karen Simon, Anne Marie Cannon and Kristin Krohn Devold are re-elected as directors to the board. All are elected for a period of two years.*

*The Board will then consist of the following members elected by the shareholders:*

- *Kjell Inge Røkke (chairman)*
- *Finn Berg Jacobsen (deputy chairman)*
- *Kristin Krohn Devold*
- *Kristian Røkke*
- *Karen Simon*
- *Anne Marie Cannon*

**Item 10. Election of members to the nomination committee.**

The recommendations of the nomination committee are available at the company's web site [www.akerasa.com](http://www.akerasa.com).

The nomination committee proposes that the general meeting adopts the following resolution:

*In accordance with the proposal from the nomination committee, Kjell Inge Røkke and Leif-Arne Langøy are re-elected as members of the nomination committee for a period of two years. The nomination committee will then consist of:*

- *Kjell Inge Røkke (chairman)*
- *Gerhard Heiberg*
- *Leif-Arne Langøy*

**Item 11. Approval of remuneration to the auditor for 2016.**

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

*The auditor's fees of NOK 2.2 million for the audit of Aker ASA for 2016 are approved.*

**Item 12. 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 power of attorney 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 power of attorney is valid until the annual general meeting in 2018, however not after 30 June 2018.*

**Item 13. 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 power of attorney 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 power of attorney is valid until the annual general meeting in 2018, however not after 30 June 2018.*

**Item 14. Authorisation to the board of directors to purchase treasury shares for investment purposes or for subsequent sale or deletion of such 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 power of attorney may only be used to purchase treasury shares for investment purposes or for subsequent sale or deletion of such shares.*

*The power of attorney is valid until the annual general meeting in 2018, however not after 30 June 2018.*