

## PROPOSED GENERAL MEETING RESOLUTIONS

### **Item 4. Approval of the 2021 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 2021, 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 2021 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 2021 of NOK 14.50 per share, which represents a total dividend distribution of NOK 1,077,666,999 before reduction for holding of treasury shares.*

### **Item 5. Advisory vote on the Executive Remuneration Report for Aker ASA**

The report on remuneration to Executives in Aker for the accounting year 2021 is available at the Company's website [www.akerasa.com](http://www.akerasa.com).

The report is subject to an advisory vote at the general meeting in accordance with section 5-6 fourth paragraph of the Public Limited Companies Act.

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

*The general meeting supports the Executive Remuneration Report for Aker ASA.*

### **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:

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#### **Aker ASA**

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*In accordance with the proposal from the nomination committee, the remuneration rates for the period from the 2021 annual general meeting until 2022 annual general meeting shall be set as follows:*

- *NOK 640,000 to the chair of the board*
- *NOK 440,000 to the deputy chair of the board*
- *NOK 390,000 to each of the remaining board members*
- *NOK 195,000 to audit committee chair*
- *NOK 135,000 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 2021 annual general meeting until 2022 annual general meeting shall be set as follows:*

- *NOK 46,000 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 Kjell Inge Røkke is re-elected for a period of two years, and Kristin Krohn Devold is re-elected for a period of one year, both in their current positions.*

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

- *Kjell Inge Røkke (chair)*
- *Frank Ove Reite (deputy chair)*
- *Karen Simon*
- *Kristin Krohn Devold*

#### **Item 10. Approval of remuneration to the auditor for 2021**

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

*The auditor's fees of NOK 1.7 million for the audit of Aker ASA for 2021 are approved.*

#### **Item 11. Election of new auditor**

The audit committee's recommendation 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:

*PricewaterhouseCoopers AS, organisational number 987 009 713, business address Dronning Eufemias gate 71, 0194 Oslo, is elected new auditor from 2022.*

#### **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 1,200 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 2023, however not after 30 June 2023.*

The authorisations proposed under items 12, 13 and 14 must be seen in context. Each of the authorisations is structured to allow for purchasing of treasury shares up to a maximum of approximately 10% of the total share capital. Under the Norwegian Public Limited Liability Companies Act, a company is not entitled to purchase treasury shares

(own shares) to reach a total holding of treasury shares – including any existing treasury shares held – in excess of 10% of the share capital. This means that the three authorisations cannot be utilized combined to purchase treasury shares for up to 30% of the share capital. The three authorisations may not be exercised, separately or in combination, to reach a total holding of treasury shares at any given time in excess of 10% of the share capital.

**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 1,200 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 2023, however not after 30 June 2023.*

The authorisations proposed under items 12, 13 and 14 must be seen in context. Each of the authorisations is structured to allow for purchasing of treasury shares up to a maximum of approximately 10% of the total share capital. Under the Norwegian Public Limited Liability Companies Act, a company is not entitled to purchase treasury shares (own shares) to reach a total holding of treasury shares – including any existing treasury shares held – in excess of 10% of the share capital. This means that the three authorisations cannot be utilized combined to purchase treasury shares for up to 30% of the share capital. The three authorisations may not be exercised, separately or in combination, to reach a total holding of treasury shares at any given time in excess of 10% of the share capital.

**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 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 purchasing 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 1,200 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 2023, however not after 30 June 2023.*

The authorisations proposed under items 12, 13 and 14 must be seen in context. Each of the authorisations is structured to allow for purchasing of treasury shares up to a maximum of approximately 10% of the total share capital. Under the Norwegian Public Limited Liability Companies Act, a company is not entitled to purchase treasury shares (own shares) to reach a total holding of treasury shares – including any existing treasury shares held – in excess of 10% of the share capital. This means that the three authorisations cannot be utilized combined to purchase treasury shares for up to 30% of the share capital. The three authorisations may not be exercised, separately or in combination, to reach a total holding of treasury shares at any given time in excess of 10% of the share capital.

**Item 15. Authorisation to the board of directors to resolve distribution of additional dividends**

The board proposes that the general meeting pursuant to section 8-2 (2) of the Norwegian Public Limited Liability Companies Act grants the board an authorisation to resolve the distribution of additional dividends on the basis of the annual accounts for 2021.

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

*The board is authorised to resolve the distribution of additional dividends on the basis of the company's annual accounts for 2021.*

*The authorisation may be used on one or more occasions.*

*The power of attorney is valid until the annual general meeting in 2023, however not after 30 June 2023.*

#### **Item 16. Authorisation to the board of directors to increase the share capital**

The board of directors proposes that the general meeting grants the board an authorisation to increase the share capital with an amount limited up to 10 per cent of the current share capital. The purposed authorisation is to be able to strengthen the company's equity if needed, to use the company's shares as consideration in connection with acquisitions, mergers, de-mergers or other transactions, and to be able to offer shares to shareholders who wish to receive possible dividend in the form of shares. This implies that the authorisation must permit for derogations from the shareholders' pre-emption rights and for contributions in kind.

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

*The board is authorised to increase the share capital with an amount limited to NOK 208,101,208.*

*The shareholders' pre-emption rights pursuant to section 10-4 may be derogated from.*

*The authorisation covers an increase in capital in return for non-cash contributions, but not a resolution to merge the company.*

*The power of attorney is valid until the annual general meeting in 2023, however not after 30 June 2023.*