

**MINUTES OF  
ANNUAL GENERAL MEETING IN  
AKER ASA**

On Friday 21 April 2023 at 10:00 the Annual General Meeting in Aker ASA was held digitally.

The following items were on the agenda:

**1. OPENING OF THE GENERAL MEETING, INCLUDING APPROVAL OF THE NOTICE AND AGENDA**

The Annual General Meeting was opened and chaired by Øyvind Eriksen.

The record of attending shareholders showed that 62,758,081 shares, corresponding to 84.44% of the issued shares were represented, including by way of prior electronically voting and proxy votes. The list of attending shareholders is set out on page 7. The voting result for each respective item is set out on page 8.

The notice and the agenda were approved, and the General Meeting was declared duly constituted.

**2. ELECTION OF A PERSON TO CO-SIGN THE MINUTES OF MEETING ALONG WITH THE MEETING CHAIR**

Charlotte Håkonsen was elected to co-sign the minutes along with the meeting chair.

**3. PRESENTATION OF BUSINESS ACTIVITIES**

Svein O. Stoknes, CFO, gave a presentation of the business activities and the important occurrences in the group in 2022, and the main figures from the annual accounts for 2022.

After the presentation, the meeting chair opened for questions and comments.

**4. APPROVAL OF THE 2022 ANNUAL ACCOUNTS OF AKER ASA AND GROUP CONSOLIDATED ACCOUNTS AND THE BOARD OF DIRECTORS' REPORT, INCLUDING DISTRIBUTION OF DIVIDEND**

The General Meeting adopted the following resolution:

*The General Meeting approves the annual accounts for 2022 for Aker ASA, the group*

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**Aker ASA**

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Enterprise no. NO886581432 VAT

*consolidated accounts and the Board of Directors' report, including the proposal from the Board of Directors for distribution of dividend for 2022 of NOK 15,00 per share, which represents a total dividend distribution of NOK 1 114 827 930 before reduction for holding of treasury shares.*

## **5. ADVISORY VOTE ON THE EXECUTIVE REMUNERATION REPORT FOR AKER ASA**

The General Meeting adopted the following resolution:

*The General Meeting supports the Executive Remuneration Report for Aker ASA.*

## **6. CONSIDERATION OF THE STATEMENT OF CORPORATE GOVERNANCE**

The Board of Directors' statement of Corporate Governance was duly noted by the General Meeting.

## **7. STIPULATION OF REMUNERATION TO THE MEMBERS OF THE BOARD OF DIRECTORS AND THE AUDIT COMMITTEE**

The General Meeting adopted the following resolution:

*In accordance with the proposal from the Nomination Committee, the remuneration rates for the period from the 2022 Annual General Meeting until 2023 Annual General Meeting shall be set as follows:*

- *NOK 670 000 to the Chair of the Board*
- *NOK 460 000 to the Deputy Chair of the Board*
- *NOK 410 000 to each of the remaining Board members*
- *NOK 205 000 to Audit Committee Chair*
- *NOK 145 000 to Audit Committee members*

It was noted that Kjell Inge Røkke's remuneration will be paid to his employer The Resource Group TRG AS.

## **8. STIPULATION OF REMUNERATION TO THE MEMBERS OF THE NOMINATION COMMITTEE**

The General Meeting adopted the following resolution:

*In accordance with the proposal from the Nomination Committee, the remuneration rates for the period from the 2022 Annual General Meeting until 2023 Annual General Meeting shall be set as follows:*

- *NOK 52,000 for each member*

It was noted that Kjell Inge Røkke's remuneration will be paid to his employer The Resource Group TRG AS.

## **9. ELECTION OF MEMBERS TO THE BOARD OF DIRECTORS**

The General Meeting adopted the following resolution:

*In accordance with the proposal from the Nomination Committee Frank O. Reite (Deputy Chair) is re-elected for a period of two years, and Kristin Krohn Devold and Karen Simon are re-elected for a period of one year, all in their current positions.*

*The Board of Directors 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*

## **10. ELECTION OF MEMBERS TO THE NOMINATION COMMITTEE**

The General Meeting adopted the following resolution:

*In accordance with the proposal from the Nomination Committee Kjell Inge Røkke (Chair) and Leif Arne Langøy are re-elected in their positions for a period of two years. Further, Olav Revhaug is elected as Deputy member to the Nomination Committee for a period of two years.*

## **11. APPROVAL OF REMUNERATION TO THE AUDITOR FOR 2022**

The General Meeting adopted the following resolution:

*The auditor's fees of NOK 2.7 million for the audit of Aker ASA for 2022 are approved.*

## **12. APPROVAL OF REVISED INSTRUCTIONS FOR THE NOMINATION COMMITTEE**

The General Meeting adopted the following resolution:

*The General Meeting resolves to approve the revised Instructions for the Nomination Committee.*

### **13. APPROVAL OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The General Meeting adopted the following resolution:

*Section 7 of the Articles of Association shall be amended as follows:*

*Paragraph three regarding the deadline for registration of attendance of the general meeting is repealed. The current fourth and fifth paragraphs become the new third and fourth paragraphs.*

### **14. AUTHORISATION TO THE BOARD OF DIRECTORS TO PURCHASE TREASURY SHARES IN CONNECTION WITH ACQUISITIONS, MERGERS, DE-MERGERS OR OTHER TRANSACTIONS**

The General Meeting adopted 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 2024, however not after 30 June 2024.*

### **15. AUTHORISATION TO THE BOARD OF DIRECTORS TO PURCHASE TREASURY SHARES IN CONNECTION WITH THE SHARE PROGRAM FOR THE EMPLOYEES**

The General Meeting adopted 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 2024, however not after 30 June 2024.*

## **16. AUTHORISATION TO THE BOARD OF DIRECTORS TO PURCHASE TREASURY SHARES FOR INVESTMENT PURPOSES OR FOR SUBSEQUENT SALE OR DELETION OF SUCH SHARES**

The General Meeting adopted 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 2024, however not after 30 June 2024.*

## **17. AUTHORISATION TO THE BOARD OF DIRECTORS TO RESOLVE DISTRIBUTION OF ADDITIONAL DIVIDEND**

The General Meeting adopted the following resolution:

*The Board is authorised to resolve the distribution of additional dividends on the basis of the company's annual accounts for 2022.*

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

*The power of attorney is valid until the Annual General Meeting in 2024, however not after 30 June 2024.*

## **18. AUTHORISATION TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL**

The General Meeting adopted 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 2024, however not after 30 June 2024.*

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There were no further items on the agenda. The Chair of the meeting thanked the participants for their attendance, and the General Meeting was thereafter adjourned.

Fornebu / Lumi (digital), 21 April 2023

(sign.)  
Øyvind Eriksen, Chair

(sign.)  
Charlotte Håkonsen, co-signer

**Attendance Summary Report**

10:42:14

Aker ASA

Generalforsamling

fredag 21. april 2023

|                             |            |
|-----------------------------|------------|
| Registered Attendees:       | 9          |
| Total Votes Represented:    | 62 758 081 |
| Total Accounts Represented: | 251        |

|                                     |            |
|-------------------------------------|------------|
| Total Voting Capital:               | 74 293 373 |
| % Total Voting Capital Represented: | 84,47 %    |
| Total Capital:                      | 74 321 862 |
| % Total Capital Represented:        | 84,44 %    |
| Company Own Shares:                 | 28 489     |

|            |   |   |            |
|------------|---|---|------------|
| Sub Total: | 9 | 0 | 62 758 081 |
|------------|---|---|------------|

| <u>Capacity</u>                 | <u>Registered Attendees</u> | <u>Registered Non-Voting Attendees</u> | <u>Registered Votes</u> | <u>Accounts</u> |
|---------------------------------|-----------------------------|--|-------------------------|-----------------|
| Aksjonær (web)                  | 6                           | 0                                      | 368                     | 6               |
| Styrets leder med åpen fullmakt | 1                           | 0                                      | 140 348                 | 57              |
| Styrets leder med instruksjer   | 1                           | 0                                      | 8 042 960               | 147             |
| Forhåndsstemmer                 | 1                           | 0                                      | 54 574 405              | 41              |

DNB Bank ASA  
Issuer services  
Martin S. Bråten

**AKER ASA GENERAL MEETING 21 APRIL 2023**

As scrutineer appointed for the purpose of the Poll taken at the General Meeting of the Members of the Company held on 21 April 2023, I HEREBY CERTIFY that the result of the Poll is correctly set out as follows:-

Issued voting shares: 74 293 373

|    | <b>VOTES FOR / FOR</b> | <b>%</b> | <b>VOTES MOT / AGAINST</b> | <b>%</b> | <b>VOTES AVSTÅR / ABSTAIN</b> | <b>VOTES TOTAL</b> | <b>% ISSUED VOTING SHARES VOTED</b> | <b>NO VOTES IN MEETING</b> |
|----|------------------------|----------|----------------------------|----------|-------------------------------|--------------------|-------------------------------------|----------------------------|
| 1  | 62 757 969             | 100,00   | 100                        | 0,00     | 12                            | 62 758 081         | 84,47 %                             | 0                          |
| 2  | 62 757 925             | 100,00   | 100                        | 0,00     | 56                            | 62 758 081         | 84,47 %                             | 0                          |
| 4  | 62 757 895             | 100,00   | 100                        | 0,00     | 52                            | 62 758 047         | 84,47 %                             | 34                         |
| 5  | 59 644 731             | 95,04    | 3 113 099                  | 4,96     | 251                           | 62 758 081         | 84,47 %                             | 0                          |
| 7  | 62 757 268             | 100,00   | 194                        | 0,00     | 619                           | 62 758 081         | 84,47 %                             | 0                          |
| 8  | 62 757 181             | 100,00   | 281                        | 0,00     | 619                           | 62 758 081         | 84,47 %                             | 0                          |
| 9  | 60 024 250             | 95,64    | 2 733 319                  | 4,36     | 512                           | 62 758 081         | 84,47 %                             | 0                          |
| 10 | 58 762 648             | 97,84    | 1 300 328                  | 2,16     | 2 695 105                     | 62 758 081         | 84,47 %                             | 0                          |
| 11 | 62 749 622             | 99,99    | 8 390                      | 0,01     | 69                            | 62 758 081         | 84,47 %                             | 0                          |
| 12 | 62 749 517             | 99,99    | 8 475                      | 0,01     | 89                            | 62 758 081         | 84,47 %                             | 0                          |
| 13 | 62 727 877             | 99,95    | 30 152                     | 0,05     | 52                            | 62 758 081         | 84,47 %                             | 0                          |
| 14 | 62 717 180             | 99,95    | 32 561                     | 0,05     | 8 340                         | 62 758 081         | 84,47 %                             | 0                          |
| 15 | 60 364 222             | 96,19    | 2 389 835                  | 3,81     | 4 024                         | 62 758 081         | 84,47 %                             | 0                          |
| 16 | 62 747 180             | 100,00   | 2 561                      | 0,00     | 8 340                         | 62 758 081         | 84,47 %                             | 0                          |
| 17 | 62 757 835             | 100,00   | 194                        | 0,00     | 52                            | 62 758 081         | 84,47 %                             | 0                          |
| 18 | 62 105 455             | 98,96    | 652 111                    | 1,04     | 515                           | 62 758 081         | 84,47 %                             | 0                          |

Martin S. Bråten  
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Issuer Services