



## AKER ASA NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given of the annual general meeting of Aker ASA. The annual general meeting will be held on Friday 11 April 2014 at 09:00h (CET) at Felix Conference Center, Bryggetorget 3, 0250 Oslo, Norway. Ballots will be distributed at the meeting venue from 08:00h to 09:00h on the day of the meeting.

### **The annual general meeting will be held for the purposes stated below:**

1. Opening of the annual general meeting, including approval of the notice and agenda.
2. Appointment of a person to co-sign the minutes of meeting along with the meeting chair.
3. Presentation of business activities (no voting).
4. Approval of the 2013 annual accounts of Aker ASA and group's consolidated accounts and the Board of directors report, including distribution of dividend. The Board of directors proposes that a dividend of NOK 13 per share is paid for the financial year 2013.
5. Consideration of the Board of directors' declaration regarding stipulation of salary and other remuneration to executive management of the company.
6. Consideration of the statement of corporate governance (no voting).
7. Stipulation of remuneration to the members of the Board of directors and the audit committee.
8. Stipulation of remuneration to the members of the nomination committee.
9. Election of members to the Board of directors.
10. Election of members to the nomination committee.
11. Approval of remuneration to the auditor for 2013.
12. Authorization to the Board of directors to purchase treasury shares in connection with acquisitions, mergers, de-mergers or other transfers of business.
13. Authorization to the Board of directors to purchase treasury shares in connection with the share program for the employees.
14. Authorization to the Board of directors to purchase treasury shares for the purpose of subsequent deletion of shares.

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### **The shares of the company and the right to vote for shares**

The company's share capital is NOK 2,026,492,384 divided into 72,374,728 shares, each having a face value of NOK 28. Each share carries one vote. As of 1 March 2014, the company holds 44,805 own shares.

Each shareholder has the right to vote for the number of shares owned by the shareholder and registered in the shareholder's register with the Norwegian Central Securities Depository (VPS) at the time of the general meeting. If a share acquisition has not been registered with the VPS at the time of the general meeting, voting rights for the acquired shares may only be exercised if the acquisition is reported to the VPS and proven at the general

meeting. In a share transfer, the parties may agree that the seller can exercise the shareholder rights until the rights have been assumed by the acquirer.

In the company's opinion, neither the beneficial owner nor the agent has the right to vote for shares registered on nominee accounts with the VPS, cf. the Public Limited Companies Act section 4-10. The beneficial owner may, however, vote for the shares in the event all necessary steps are taken to terminate the custodian registration of the shares, and the shares are transferred to an ordinary account registered with the VPS, in the owner's name. Provided that the owner can document such conduct, and he has an actual ownership interest in the company, he may, in the company's opinion, vote for the shares, even though they are not yet registered on an ordinary VPS-account.

### **The shareholders' rights**

A shareholder cannot demand that new items are added to the agenda now, when the deadline for such request has expired, cf. Public Limited Companies Act section 5-11 second sentence. A shareholder may propose a resolution regarding the items which will be considered by the general meeting.

A shareholder may request the board members and the CEO to provide necessary information to the general meeting that may influence the approval of the annual accounts and the Board of Directors' report; items brought before the general meeting for approval; the company's financial state, including information on other companies in which the company participates, and other items to be discussed at the general meeting, unless the information requested may not be disclosed without causing disproportionate harm to the company.

If additional information is necessary, and an answer not will be given at the general meeting, a written answer shall be prepared within two weeks from the date of the general meeting. Such answer shall be available at the company's office and sent to shareholders requesting the information. If the answer is considered material for the evaluation of circumstances mentioned in the previous paragraph, the answer should be sent to all shareholders with known address.

### **Registration of attendance to the general meeting**

Shareholders who wish to participate the annual general meeting either in person or by proxy, must notify the company of their attendance no later than Wednesday 9 April 2014 at 16:00h CET. Notification of attendance may be given via the company's website [www.akerasa.com](http://www.akerasa.com) via or via VPS Investor Services, a service offered by most registrars in Norway, or by completing and returning the enclosed attendance form scanned by email to [genf@dnb.no](mailto:genf@dnb.no), or alternatively by post to DNB Bank ASA, Registrar's Department, P.O. Box 1600 Sentrum, 0021 Oslo.

Notification of attendance must be registered no later than the deadline stated above. Shareholders who fail to register by this deadline may be denied access to the annual general meeting and denied the right to vote, cf. the company's articles of association section 7. Proxy with or without voting instructions, can if preferred, be given to the chairman of the board or the person he appoints.



**Voting by means of electronic communication prior to the general meeting**

A shareholder, not present himself at the general meeting may, prior to the general meeting cast vote on each agenda item via the company's website, [www.akerasa.com](http://www.akerasa.com), or via VPS Investor Services (PIN-code and reference number from the notice of attendance is required). The deadline for prior voting is Wednesday 9 April 2014 at 16:00h CET. Up until the deadline, votes already cast may be changed or withdrawn. If a shareholder choose to attend the general meeting in person or by proxy, votes already cast prior to the general meeting will be considered withdrawn.

Any shareholder, who wants to receive the documents, can contact [contact@akerasa.com](mailto:contact@akerasa.com) or by regular mail to Aker ASA, P.O. Box 1423 Vika, NO-0115 Oslo, Norway.

Pursuant to section 7 of Aker ASA's Articles of Association and Section 5-12 (1) of the Norwegian Public Limited Companies Act, the Chairman of the Board, Kjell Inge Røkke, has appointed CEO Øyvind Eriksen to open and chair the annual general meeting. The share will be traded on Oslo Stock Exchange ex-dividend from and including 14 April 2014. The dividend will be paid approximately 2 weeks subsequent to the resolution by the general meeting.

The following documents will be available on [www.akerasa.com](http://www.akerasa.com):

- this notice and the enclosed form for notice of attendance/proxy
- the Board of directors' proposed resolutions for the annual general meeting for the items listed above
- the recommendation of the nomination committee
- the Board of directors' proposed 2013 financial statements and annual accounts, annual report and auditor's report
- Corporate Governance report.

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21 March 2014  
Aker ASA

Board of directors

Enclosure: Notice of attendance/Proxy