

ANNUAL GENERAL MEETING OF AKER SOLUTIONS ASA APRIL 10, 2014

- PROPOSED RESOLUTIONS FOR THE GENERAL MEETING

Item 5 Approval of the 2013 annual accounts of Aker Solutions ASA and group's consolidated accounts and the annual report, including distribution of dividend. The board of directors proposes that a dividend of NOK 4.10 per share is paid for the financial year 2013.

The annual report, which consists of the annual accounts, the board of directors' report and the auditor's report for 2013 is available on the company's website.

The board of directors proposes that the general meeting passes the following resolution:

"The general meeting adopts the annual accounts for 2013 for Aker Solutions ASA, the group consolidated accounts and the annual report, including the proposal from the board of directors for distribution of dividend for 2013 of NOK 4.10 per share."

Dividend will be distributed to those who are shareholders in the company as per the expiration of April 10, 2014. The share will be traded on Oslo Stock Exchange ex-dividend from and including April 11, 2014. Dividend will be paid on or about April 29, 2014, to the bank account registered on the relevant shareholder's VPS-account.

Item 7 Consideration of the board of directors' declaration regarding stipulation of salary and other remuneration to executive management of the company

In accordance with § 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 employees of the company. The statement is contained in note 11 to the consolidated accounts. Pursuant to § 5-6, third paragraph, of the Norwegian Public Limited Liability Companies Act, the general meeting shall conduct an advisory vote on the guidelines and approve remuneration linked to shares or the development of the share price in the company.

The board of directors proposes that the general meeting passes the following resolution:

"The general meeting endorses the board of directors' statement contained in note 11 to the consolidated accounts, and approves the variable remuneration proposed by the board of directors."

Item 8 Approval of remuneration to the members of the board of directors, the board risk committee and the audit committee for 2013

The recommendation of the nomination committee is available at the company's web site.

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

"In accordance with the proposal from the nomination committee, the remuneration rates for the period 2013-2014 shall be as follows:

- *NOK 6,000,000 to the chairman of the board*
- *NOK 440,000 to the deputy chairman of the board*

- *NOK 340,000 to each of the other ordinary board members*
- *NOK 105,000 in addition to the chairperson of the board risk committee*
- *NOK 60,000 in addition to the other members of the board risk committee*
- *NOK 155,000 addition to the chairperson of the audit committee*
- *NOK 85,000 in addition to the each of the other members of the audit committee*
- *NOK 12,500 as an additional fixed fee to any board or deputy board member residing outside of the Nordic region per each board meeting with physical attendance*
- *An additional statutory superannuation payment according to Australian law to the board member Sarah Elisabeth Ryan of 9% of her ordinary remuneration."*

Item 9 Approval of remuneration to the members of the nomination committee for 2013

The recommendation of the nomination committee is available at the company's web site.

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

"In accordance with the proposal from the nomination committee, the remuneration rates for the period 2013-2014 shall be set as follows:

- *NOK 35,000 for each member of the nomination committee"*

Item 10 Election of members to the board of directors

The recommendation of the nomination committee is available at the company's web site.

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

"In accordance with the proposal from the nomination committee, Lone Fønss Schrøder and Koosum Kalyan are re-elected as (shareholder appointed) board members, both for an election period of 1 year."

Item 11 Election of members to the nomination committee

The recommendation of the nomination committee is available at the company's web site.

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

"In accordance with the proposal from the nomination committee, Gerhard Heiberg is re-elected as member of the nomination committee for an election period of two years."

Item 12 Approval of remuneration to the auditor for 2013

The board of directors proposes that the general meeting passes the following resolution:

"The general meeting resolves to approve the auditor's fee of NOKk 23,682 for the audit of Aker Solution ASA and the Aker Solutions group, of which NOKk 4,000 relates to Aker Solutions ASA

for 2013. In addition, the Aker Solutions Group has paid fees to KPMG for other attestation services of NOKk 3,500, fees for tax advice of NOKk 2,216 and fees for services other than audit of NOKk 3,762.”

Item 13 Authorization to the board of directors to purchase treasury shares in connection with acquisitions, mergers, de-mergers or other transfers of business

The board of directors proposes that the general meeting grant the board of directors power of attorney to acquire own shares in the company. 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 transfers of business.

The board of directors proposes that the general meeting passes the following resolution:

- (a) *“The board is authorized to acquire own shares in the company up to an aggregate nominal value of NOK 45,484,000. The power of attorney also provides for agreements regarding pledges over its own shares.*
- (b) *The highest and lowest purchase price for each share shall be NOK 300 and NOK 1, respectively. 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 transfers of business. The board is otherwise free to decide the method of acquisition and disposal of the company's shares. The power of attorney can also be used in situations referred to in section 6-17 of the Securities Trading Act.*
- (c) *The power of attorney is valid until the annual general meeting in 2015, however not after June 30, 2015.”*

Item 14 Authorization to the board of directors to purchase treasury shares in connection with the share programme for the employees

The board of directors proposes that the general meeting grant the board of directors power of attorney to acquire own shares in the company. 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 programme for such employees, as approved by the board of directors.

The board of directors proposes that the general meeting passes the following resolution:

- (a) *“The board is authorized to acquire own shares in the company up to an aggregate nominal value of NOK 45,484,000. The power of attorney also provides for agreements regarding pledges over its own shares.*
- (b) *The highest and lowest purchase price for each share shall be NOK 300 and NOK 1, respectively. 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 programme for such employees, as approved by the board of directors. The board is otherwise free to decide the method of acquisition and disposal of the company's shares. The power of attorney can also be used in situations referred to in section 6-17 of the Securities Trading Act.*

- (c) *The power of attorney is valid until the annual general meeting in 2015, however not after June 30, 2015.*

Item 15 Authorization to the board of directors to purchase treasury shares for the purpose of subsequent deletion of shares

The board of directors proposes that the general meeting grant the board of directors power of attorney to acquire own shares in the company. The power of attorney may only be used for the purpose of subsequent deletion of such shares.

The board of directors proposes that the general meeting passes the following resolution:

- (a) *“The board is authorized to acquire own shares in the company up to an aggregate nominal value of NOK 45,484,000. The power of attorney also provides for agreements regarding pledges over its own shares.*
- (b) *The highest and lowest purchase price for each share shall be NOK 300 and NOK 1, respectively. The power of attorney may only be used for the purpose of subsequent deletion of such shares. The board is free to decide the method of acquisition and disposal of the company’s shares. The power of attorney can also be used in situations referred to in section 6-17 of the Securities Trading Act.*
- (c) *The power of attorney is valid until the annual general meeting in 2015, however not after June 30, 2015.”*
