

ANNUAL GENERAL MEETING OF AKER SOLUTIONS ASA APRIL 9, 2015

PROPOSED RESOLUTIONS FOR THE GENERAL MEETING

Item 5 Approval of the 2014 annual accounts of Aker Solutions ASA and the group's consolidated accounts and the annual report, including distribution of dividend. The board of directors proposes that a dividend of NOK 1.45 per share is paid for the financial year 2014.

The annual report, which consists of the annual accounts, the board of directors' report and the auditor's report for 2014 is available on the company's website.

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

"The general meeting approves the annual accounts for 2014 for Aker Solutions ASA, the group's consolidated accounts and the annual report, including the proposal from the board of directors for distribution of dividend for 2014 of NOK 1.45 per share."

Dividend will be distributed to those who are shareholders in the company as per the end of April 9, 2015. The shares will be traded on Oslo Børs ex-dividend from and including April 10, 2015. The distribution of dividend will be paid on or about April 24, 2015. The dividend will be paid to each shareholder's bank account registered on the relevant shareholder's VPS-account.

Item 7 Consideration of the board of directors' statement on remuneration of executive management. Vote on the advisory guidelines for executive management remuneration

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 on the company's website.

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 of the company or of other companies within the group, are binding for the board of directors, cf. the Public Limited Liability Companies Act section 5-6, subsection 3, third sentence, cf. section 6-16a, subsection 2, fourth sentence.

The advisory and binding guidelines are subject to separate votes.

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

"The general meeting endorses the board of directors' statement regarding the advisory section of the guidelines, cf. the Public Limited Liability Companies Act section 6-16a."

Item 8 Vote on the binding guidelines for remuneration related to shares or the company's share price

Reference is made to item 7 on the agenda. A separate vote shall be held for the advisory and binding section of the guidelines.

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

“The general meeting approves the board of directors’ statement regarding the binding section of the guidelines, of the Public Limited Liability Companies Act section 6-16a.”

Item 9 Approval of remuneration to the members of the board of directors and the audit committee for 2014

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 September 29, 2014 (listing) until the 2015 annual general meeting are set as follows:

- *NOK 300,000 to the chairman of the board*
- *NOK 220,000 to the deputy chairman of the board*
- *NOK 170,000 to each of the other ordinary board members*
- *NOK 102,500 in addition to the chairperson of the audit committee*
- *NOK 57,500 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”*

Item 10 Approval of remuneration to the members of the nomination committee for 2014

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 September 29, 2014 (listing) until the 2015 annual general meeting are set as follows: NOK 17,500 for each member of the nomination committee”

Item 11 Election of members to the nomination committee

The recommendation of the nomination committee is available on the company’s web site.

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

“Georg Fredrik Lahelle Rabl replaces Mette I. Wikborg and Arild S. Frick replaces Trond Brandsrud as members of the nomination committee, each for a two-year term.”

Item 12 Approval of remuneration to the auditor for 2014

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

“The general meeting resolves to approve the auditor’s fee of NOKm 4 for the audit of Aker Solution ASA for 2014.”

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 grants 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 29,380,794. 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 2016, however not after June 30, 2016.”*

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

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 and board members in the company as part of the share program for such employees and board members, 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 29,380,794. 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 and board members in the company as part of the share program for such employees and board members, 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 2016, however not after June 30, 2016.*

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 29,380,794. 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 2016, however not after June 30, 2016.”*
