INFORMATION MEMORANDUM

in connection with the proposed demerger of

AKER SOLUTIONS ASA

(a public limited liability company organised under the laws of Norway)

The information contained in this information memorandum (the "**Information Memorandum**") relates to the proposed demerger (the "**Demerger**") of Aker Solutions ASA, a public limited liability company organised under the laws of Norway ("**Existing Aker Solutions**" or the "**Company**"), whereby all shares in Aker Solutions Holding AS – a wholly owned subsidiary of Existing Aker Solutions owning the group of entities which carries out the business as discussed in Section 5 "Presentation of New Aker Solutions" (the "**New Aker Solutions Business**") – and certain other assets, rights and liabilities primarily relating to the New Aker Solutions Business as further discussed in Section 3.3 "The Demerger—Allocation of Assets, Rights and Liabilities in the Demerger", are transferred to Aker Solutions Holding ASA, a public limited liability company organised under the laws of Norway ("**New Aker Solutions**"). In connection with the Demerger the name of Existing Aker Solutions will be changed to Akastor ASA ("**Akastor**") and New Aker Solutions will be renamed Aker Solutions ASA.

This Information Memorandum serves as an information document as required under Section 3.5 of the Continuing Obligations for Stock Exchange Listed Companies (the "**Continuing Obligations**"). The Continuing Obligations apply in respect of demergers of companies with shares admitted to trading on Oslo Børs (the "**Oslo Stock Exchange**") and this Information Memorandum has been submitted to the Oslo Stock Exchange for inspection before it was published. This Information Memorandum is not a prospectus and has neither been inspected nor approved by the Norwegian Financial Supervisory Authority (Nw. *Finanstilsynet*) in accordance with the rules that apply to prospectuses.

On 11 July 2014, the Boards of Directors of Existing Aker Solutions and New Aker Solutions entered into a demerger plan (the "**Demerger Plan**") in respect of the proposed Demerger. The proposed Demerger will be considered by the shareholders of Existing Aker Solutions at its Extraordinary General Meeting to be held on 12 August 2014. Upon consummation of the Demerger, New Aker Solutions will issue one consideration share for each outstanding share in Existing Aker Solutions (the "**Existing Aker Solutions Shares**") other than Existing Aker Solutions treasury shares, as demerger consideration (the "**Consideration Shares**" or the "**New Aker Solutions Shares**"). The Consideration Shares will be distributed on a pro rata basis to shareholders of Existing Aker Solutions as of the date of registration of consummation of the Demerger with the Norwegian Register of Business Enterprises (Nw. *Foretaksregisteret*) — which is expected to occur on or about 26 September 2014 (the "**Cut-Off Date**") — as such shareholders appear in the shareholders register of Existing Aker Solutions with the Norwegian Central Securities Depositary (the "**VPS**") as of expiry of the third trading day thereafter (the "**Record Date**"). The Cut-Off Date is expected to be on or about 26 September 2014, and the Record Date is expected to be on or about 2 October 2014 with delivery of Consideration Shares to take place on or about 3 October 2014. The Consideration Shares to be issued in the Demerger will correspond to 100 per cent of the shares in issue in New Aker Solutions upon consummation of the Demerger.

This Information Memorandum does not constitute an offer or solicitation to buy, subscribe or sell the securities described herein, and no securities are being offered or sold pursuant to this Information Memorandum.

In reviewing this Information Memorandum, you should carefully consider the matters described in Section 1 "Risk Factors" beginning on page 6.

Unless otherwise indicated or the context otherwise requires, references herein to the "**Existing Aker Solutions Group**" or the "**Group**" are to Existing Aker Solutions taken together with its consolidated subsidiaries; references herein to the "**Akastor Group**" are to Existing Aker Solutions taken together with its consolidated subsidiaries after consummation of the proposed Demerger; references herein to the "**Akastor Business**" are to the business to be retained by the Akastor Group after consummation of the Demerger; and references herein to the "**New Aker Solutions Group**" are to New Aker Solutions taken together with its consolidated subsidiaries after consummation of the proposed Demerger. For the definition and glossary of technical terms used throughout this Information Memorandum, see Section 9 "Definitions and Glossary".

The date of this Information Memorandum is 11 July 2014

IMPORTANT INFORMATION

The information contained herein is current as of the date hereof and subject to change, completion and amendment without notice. The publication and distribution of this Information Memorandum shall not under any circumstances create any implication that there has been no change in the affairs of the Group or that the information herein is correct as of any date subsequent to the date of this Information Memorandum. No person is authorised to give information or to make any representation in connection with the Demerger other than as contained in this Information Memorandum. The contents of this Information Memorandum are not to be construed as legal, business or tax advice. Each reader of this Information Memorandum should consult with his or her own legal, business or tax advisor as to legal, business or tax advice. No due diligence has been made on the Company in connection with preparation of this Information Memorandum. As the main purpose of this Information Memorandum is to describe the effects the Demerger will have for Existing Aker Solutions (and Akastor after consummation of the Demerger), it does not contemplate to give a full or detailed description of New Aker Solutions, the New Aker Solutions Group or the New Aker Solutions Business. Further information about New Aker Solutions, the New Aker Solutions Group and the New Aker Solutions Business will be included in the listing prospectus that will be prepared in connection with the listing of New Aker Solutions on the Oslo Stock Exchange.

This Information Memorandum shall be governed by and construed in accordance with Norwegian law. The courts of Norway, with Oslo as legal venue, shall have exclusive jurisdiction to settle any dispute which may arise out of or in connection with this Information Memorandum.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Information Memorandum includes forward-looking statements that reflect the Company's current views with respect to future events and financial and operational performance, including, but not limited to, statements relating to the risks specific to the Akastor Group's and the New Aker Solutions Group's businesses and the implementation of strategic initiatives, as well as other statements relating to the Akastor Group's and the New Aker Solutions Group's future business development and economic performance. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "assumes", "projects", "forecasts", "estimates", "expects", "anticipates", "believes", "plans", "intends", "may", "might", "will", "would", "can", "could", "should" or, in each case, their negative, or other variations or comparable terminology. These forward-looking statements are not historic facts. They appear in a number of places throughout this Information Memorandum and include statements regarding the Company's intentions, beliefs or current expectations concerning, among other things, goals, objectives, financial condition and results of operations, liquidity, prospects, growth, strategies, impact of regulatory initiatives, capital resources, and the industry trends and developments. Readers are cautioned that forward-looking statements are not guarantees of future performance and that the actual financial condition, operating results and liquidity of the Akastor Group and/or the New Aker Solutions Group, and the development of the industry in which they operate, may differ materially from those made in or suggested by the forward-looking statements contained in this Information Memorandum. By their nature, forward-looking statements involve and are subject to known and unknown risks, uncertainties and assumptions as they relate to events and depend on circumstances that may or may not occur in the future. Because of these known and unknown risks, uncertainties and assumptions, the outcome may differ materially from those set out in the forward-looking statements.

The information contained in this Information Memorandum, including the information set out under Section 1 "Risk Factors", identifies certain factors that could adversely affect the business, financial condition, operating results, liquidity, performance and prospects of the Akastor Group and the New Aker Solutions Group.

Readers are urged to read all sections of this Information Memorandum and, in particular, Section 1 "Risk Factors".

The Company undertakes no obligation to publicly update or publicly revise any forward-looking statement, whether as a result of new information, future events or otherwise. All subsequent written and oral forward-looking statements attributable to the Company or to persons acting on the Company's behalf are expressly qualified in their entirety by the cautionary statements referred to above and contained elsewhere in this Information Memorandum.

INFORMATION SOURCED FROM THIRD PARTIES

The information in this Information Memorandum that has been sourced from third parties has been accurately reproduced and as far as the Company is aware and able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

INFORMATION INCORPORATED BY REFERENCE

The Continuing Obligations allow the Company to incorporate by reference information in this Information Memorandum that has been previously filed with the Oslo Stock Exchange or the Norwegian Financial Supervisory Authority in other documents. The audited historical financial statements for the Group as of and for the years ended 31 December 2013, 2012 and 2011 (the "**Annual Financial Statements**"), the unaudited historical financial statements for the Group as of and for the three months ended 31 March 2014 and 2013 (the "**Interim Financial Statements**"), prepared in accordance with International Financial Reporting Standards as adopted by the European Union ("**IFRS**") and the audit reports in respect of the Annual Financial Statements and have been incorporated as a part of this Information Memorandum; see Section 8 "Incorporation by Reference; Documents on Display". Accordingly, this Information Memorandum is to be read in conjunction with these documents.

TABLE OF CONTENTS

Section			Page
1	**RISK FACTORS**		**6**
	1.1	Risks Relating to the Demerger	6
	1.2	Risks Relating to the Industry of the Group	9
	1.3	Risks Relating to the Akastor Group and the New Aker Solutions Group	17
	1.4	Risks Relating to the Akastor Shares and the New Aker Solutions Shares	27
2	**RESPONSIBILITY STATEMENT**		**28**
3	**THE DEMERGER**		**29**
	3.1	Background and Reasons for the Demerger	29
	3.2	Legal Basis for the Demerger	30
	3.3	Allocation of Assets, Rights and Liabilities in the Demerger	30
	3.4	Share Split Ratio; Issuance of Consideration Shares	33
	3.5	Conditions to Consummation of the Demerger	34
	3.6	Changes to the Demerger Plan	35
	3.7	Relationship with Creditors	35
	3.8	Separation Arrangements Relating to the Demerger	36
	3.9	Consummation of the Demerger	39
	3.10	Accounting and Tax Matters	40
	3.11	Allocation of Expenses Relating to the Demerger	41
	3.12	Application for Admission to Trading of the New Aker Solutions Shares	41
	3.13	Continued Trading of the Existing Aker Solutions Shares	41
	3.14	Timetable for the Demerger	41
4	**PRESENTATION OF THE COMPANY**		**43**
	4.1	Introduction to and History of the Existing Aker Solutions Group	43
	4.2	The Business of the Group Prior to Consummation of the Demerger	44
	4.3	The Business of the Group After Consummation of the Demerger (i.e. the Akastor Business)	45
	4.4	Non-operational Material Contracts Relating to the Akastor Business	49
	4.5	Patents and Licenses Relating to the Akastor Business	50
	4.6	Principle Markets	50
	4.7	Capital Resources	51
	4.8	Refinancing of Existing Borrowing Arrangements in Conjunction with the Demerger	53
	4.9	Working Capital Statement	53
	4.10	Recent Developments for the Group and Significant Trends	53
	4.11	Board of Directors, Management, Corporate Governance and Employees of the Group today and Akastor going forward	54
	4.12	Corporate Information and Share Capital	56
	4.13	Legal and Arbitration Proceedings Relating to the Akastor Business	57
	4.14	Independent Auditor	58
	4.15	Legal Advisor	58
5	**PRESENTATION OF NEW AKER SOLUTIONS**		**59**
	5.1	Introduction	59
	5.2	The Business of the New Aker Solutions Group After Consummation of the Demerger	59
	5.3	Non-operational Material Contracts Relating to the New Aker Solutions Business	61
	5.4	Patents and Licenses Relating to the New Aker Solutions Business	62
	5.5	Capital Resources	63
	5.6	Working Capital Statement	63
	5.7	Board of Directors, Management and Corporate Governance	63
	5.8	Corporate Information and Share Capital	64
	5.9	Legal and Arbitration Proceedings Relating to the New Aker Solutions Business	65
	5.10	Independent Auditor	65
6	**SELECTED HISTORICAL FINANCIAL INFORMATION**		**66**
7	**UNAUDITED PRO FORMA FINANCIAL INFORMATION**		**69**
8	**INCORPORATION BY REFERENCE; DOCUMENTS ON DISPLAY**		**76**
9	**DEFINITIONS AND GLOSSARY**		**78**

APPENDIX A: THE DEMERGER PLAN **A-1**

APPENDIX B: INDEPENDENT ASSURANCE REPORT ON UNAUDITED PRO FORMA FINANCIAL INFORMATION **B-1**

APPENDIX C: LEGAL STRUCTURE **C-1**

1 RISK FACTORS

Holders of Existing Aker Solutions Shares should consider the risks described below, as well as the other information in this Information Memorandum. These risks are not the only ones of relevance to the business of the Akastor Group and/or the New Aker Solutions Group. Additional risks and uncertainties not known at present or that is deemed immaterial may also impair the business, financial condition, operating results, liquidity, performance and prospects of the Akastor Group and/or the New Aker Solutions Group. The order in which the risks are presented below is not intended to provide an indication of the likelihood of their occurrence nor of their severity or significance. These risks should also be considered in connection with the cautionary statement regarding forward-looking information set forth on page 2 of this Information Memorandum.

1.1 Risks Relating to the Demerger

The Unaudited Pro Forma Financial Information included in this Information Memorandum has been prepared solely to show what the significant effects of the Demerger might have been had the Demerger occurred at an earlier date and does not purport to present the results of operations or financial condition of the Akastor Group, nor should it be used as the basis of projections of the results of operations or financial condition of the Akastor Group for any future period or date.

This Information Memorandum includes unaudited pro forma condensed consolidated financial information for the Akastor Group as of and for the year ended 31 December 2013 and the three months ended 31 March 2014 (the "**Unaudited Pro Forma Financial Information**"). Although the Unaudited Pro Forma Financial Information is based on estimates and assumptions based on current circumstances believed to be reasonable, actual results could have materially differed from those presented herein. There is a greater degree of uncertainty associated with pro forma figures than with actual reported results. The Unaudited Pro Forma Financial Information has been prepared for illustrative purposes only and, because of its nature, addresses a hypothetical situation and, therefore, does not purport to present the results of operations of the Akastor Group as if the Demerger had occurred at the commencement of the period being presented, or the financial condition of the Akastor Group as of the date being presented, nor should it be used as the basis of projections of the results of operations for the Akastor Group for any future period or the financial condition of the Akastor Group for any date in the future.

Because neither the New Aker Solutions Group nor Akastor has an operating, reporting or disclosure history as separate entities it may be difficult to assess its historical performance and outlook for future results of operations, financial condition and cash flows.

Following consummation of the Demerger, Akastor and New Aker Solutions will operate as separate, publicly traded companies. Neither New Aker Solutions nor Akastor has an operating history as a separate entity. The New Aker Solutions Group's and the New Aker Solutions Business' as well as the Akastor Group's and the Akastor Business' respective financial performance has historically been connected to the results of operations, assets and cash flow of the Existing Aker Solutions Group's other business segments. As a result of this, it may be difficult to assess the historical performance and outlook for future revenues and other operating results of the New Aker Solutions Group and the Akastor Group.

The transfer of certain assets, rights, liabilities, contracts, financing and business activities to the New Aker Solutions Group in conjunction with the Demerger requires consents or waivers from third-parties or regulatory approvals, licenses or permits, and failure to obtain such necessary consents, waivers, regulatory approvals, licenses or permits could negatively affect the business, results of operations and financial condition of the New Aker Solutions Group, or, as the case may be, the Akastor Group.

The transfer of certain assets, rights, liabilities, contracts, financing and business activities to the New Aker Solutions Group in conjunction with the Demerger requires consents or waivers from certain third-parties. The Demerger itself may also require consent from third-parties in some jurisdictions. In addition, certain transfers may require regulatory approvals, licenses or permits. Where applicable, the Company will try to procure for such relevant consents, waivers, regulatory approvals, licenses or permits, or otherwise enable the New Aker Solutions Group to have the same rights and benefits, or, as the case may be, economic interest, under those assets, rights, contracts and business activities as if they were transferred. Failure, for any reason, to receive the necessary consents, waivers or regulatory approvals, licenses or permits could, inter alia, result in the loss of contractual rights and benefits, the suspension or termination of agreements, requirement for additional guarantees or, in the case of regulatory approvals, licenses and permits, inability for the New

Aker Solutions Group and/or the Akastor Group to carry out operations as contemplated, any of which could negatively affect the business, results of operations and financial condition of the New Aker Solutions Group, or as the case may be, the Akastor Group.

The market price of the New Aker Solutions Shares and/or the Akastor Shares could experience fluctuations and volatility after the Demerger, including volatility relating to sales, or the possibility of sales, of substantial numbers of New Aker Solutions Shares and/or the Akastor Shares in the public market.

There is currently no public market for the New Aker Solutions Shares or, after consummation of the Demerger, the Akastor Shares. New Aker Solutions will apply for admission to trading of the New Aker Solutions Shares on the Oslo Stock Exchange concurrent with the completion of the Demerger. While it is a condition to consummation of the Demerger that the New Aker Solutions Shares be listed on the Oslo Stock Exchange, there can be no assurance as to the trading price of the New Aker Solutions Shares following such listing. Nor can there be any assurance as to the trading price of the Akastor Shares following consummation of the Demerger.

Following the distribution of the New Aker Solutions Shares in connection with the Demerger and if and until an orderly trading market develops, the price of the New Aker Solutions Shares and/or the Akastor Shares could fluctuate significantly. There can be no assurance that an orderly trading market will develop. The market value of the New Aker Solutions Shares and/or the Akastor Shares could be substantially affected by the extent to which a secondary market develops for the New Aker Solutions Shares and the Akastor Shares respectively following the completion of the Demerger and distribution of the Consideration Shares.

Following the Demerger, both the New Aker Solutions Shares and the Akastor Shares will represent an investment in smaller companies with a different investment profile relative to that of the Company. The changes resulting from the Demerger may be such that an investment in New Aker Solutions and/or the Akastor Group will no longer match the investment objectives of some holders of Existing Aker Solutions Shares. Accordingly, some holders of New Aker Solutions Shares and/or Akastor Shares may be motivated to sell their shares. This could cause the market price of the New Aker Solutions Shares and/or the Akastor Shares to fluctuate after the consummation of the Demerger.

Norwegian law subjects Akastor and New Aker Solutions to secondary joint liability for obligations arising prior to the completion of the Demerger.

Through the Demerger, the obligations of Existing Aker Solutions will be divided between Akastor and New Aker Solutions in accordance with the principles set forth in the Demerger Plan. If either Akastor or New Aker Solutions is liable under the Demerger Plan for an obligation that arose prior to consummation of the Demerger and fails to satisfy such obligation, the non-defaulting party will pursuant to the Norwegian Public Limited Liability Companies Act of 13 June 1997 No. 45 (the "**Norwegian Public Limited Liability Companies Act**") be subject to a secondary joint liability for that obligation. This statutory liability is unlimited in time, but is limited in amount to the equivalent of the net value allocated to the non-defaulting party in the Demerger. The secondary joint liability does not apply in respect of obligations incurred after consummation of the Demerger.

Certain aspects of the Demerger could cause holders of Existing Aker Solutions Shares to incur tax liabilities.

The Demerger will involve distribution of Consideration Shares in New Aker Solutions to the shareholders of Existing Aker Solutions. Holders of Existing Aker Solutions Shares in jurisdictions other than Norway may be subject to tax as a result of this distribution. Shareholders resident in jurisdictions other than Norway should consult with local tax advisers with respect to the tax consequences of the Demerger in their country of residence.

Certain transactions prior to the Demerger will cause the Akastor Group and/or the New Aker Solutions Group to incur tax liabilities.

In connection with the Demerger a number of related transactions have been, or will be, effected in order to structure Existing Aker Solutions' ownership of the assets, rights and liabilities that comprise the New Aker Solutions Business to make possible a full separation of these subsidiaries, other entities and assets and liabilities from the Akastor Group. The Akastor Group and/or the New Aker Solutions Group will incur tax liabilities as a result of such transactions, however management believes that such transactions will neither individually nor in the aggregate lead to material cash tax payments or material tax costs for accounting purposes. See Section 3.10 "The Demerger—Accounting and Tax Matters" for a discussion of the tax aspects of the Demerger and associated transactions.

After the Demerger, the total tax burden of the Akastor Group and the New Aker Solutions Group may be higher than the total tax burden of the Existing Aker Solutions Group prior to the Demerger.

As a consequence of the Demerger, the Akastor Group and the New Aker Solutions Group will no longer be able to consolidate or otherwise share or allocate tax positions including, but not limited to, tax loss carried forward. As a result, the total tax burden of the Akastor Group and the New Aker Solutions Group may be higher than the tax burden the Existing Aker Solutions Group would have had absent the Demerger.

Under the Demerger Plan, consummation of the Demerger is conditional upon satisfaction of a number of conditions that are beyond the control of the Company; the Demerger may hence not be consummated and separation costs will have been incurred for the Group regardless of whether the Demerger is consummated which could negatively affect the business, results of operation and financial condition of the Group.

Consummation of the Demerger is conditional upon satisfaction of a number of conditions, the satisfaction of which are beyond the control of the Company; see Section 3.5 "The Demerger—Conditions to Consummation of the Demerger". If the Demerger is not consummated, separation costs, including costs of advisors, intercompany transactions in preparation for consummation of the Demerger and the use of key management personnel's time and attention, will have been incurred without the expected benefits and at the expense of other business opportunities, which could negatively affect the business, results of operation and financial condition of the Group. Additionally, if consummation of the Demerger is delayed because of closing conditions that are not satisfied, this may negatively affect and delay execution of the business plan for the New Aker Solutions Group and the Akastor Group.

The separation and development of the New Aker Solutions Group and the Akastor Group as stand-alone groups of entities is associated with separation costs and a number of uncertainties which could have a material adverse effect on the business, results of operation and financial condition of the New Aker Solutions Group and the Akastor Group.

The separation of the New Aker Solutions Business from the Existing Aker Solutions Group, and the development of the New Aker Solutions Group and the Akastor Group as stand-alone group of entities will entail challenges resulting from the separation of integrated operational systems, document management systems and collaboration systems, and will result in various one-off separation costs, including, but not limited to, costs related to the use of key management personnel's time and attention, overhead and logistical costs, refinancing costs, IT separation costs as well as the cost of recruiting, training and retaining a higher number of staff across different businesses. Please see Section 3.11 "The Demerger—Allocation of Expenses Relating to the Demerger" for further information about the expected one-off costs to be incurred in connection with the Demerger by each of Akastor and New Aker Solutions.

As most of the entities within the Akastor Group will have to adopt new trading names and trading profiles specific for each business area – see Section 3.8 "The Demerger—Separation Arrangements Relating to the Demerger" – the Akastor Group may also incur rebranding costs after consummation of the Demerger.

It is contemplated that the separation will have positive synergy effects and lead to cost savings. However, the New Aker Solutions Group and the Akastor Group may in certain areas after the Demerger incur higher operational costs than they would have had as a part of the same group of entities, due to loss of scale and reduced access to certain resources compared to those available to them as a part of the same group of entities. This could adversely affect the business, results of operations and financial condition of the New Aker Solutions Group and/or the Akastor Group.

In addition, the listing of the New Aker Solutions Shares on the Oslo Stock Exchange will also generate certain additional costs for the companies going forward. As a consequence of such listing, both New Aker Solutions and Akastor will be required to meet regulatory requirements pertaining to entities with shares admitted to trading on the Oslo Stock Exchange, in particular with respect to financial reporting, and allocate staff and resources to such purposes.

The costs incurred in connection with the separation will affect the results of operation and financial condition of each of the New Aker Solutions Group and the Akastor Group.

The New Aker Solutions Group will after consummation of the Demerger rely on the Akastor Group for several business services and the business of Frontica Business Solutions (an operation within the Akastor Group previously branded Business Solutions) will be performing many such services for the New Aker Solutions Group and if the New Aker Solutions Group determines to terminate its agreement with Frontica Business Solutions it could have a material adverse effect on the business, results of operations and financial conditions of the Akastor Group.

Prior to the New Aker Solutions Group becoming a stand-alone group of entities, the New Aker Solutions Business has relied on entities within the Akastor Group to provide certain services, IT services, advisory services, facility management, supply management, HR solutions and finance services. Pursuant to agreements entered into, or to be entered into, in conjunction with the Demerger, entities within the Akastor Group will provide the New Aker Solutions Group certain services which the New Aker Solutions Business has procured from entities within the Akastor Group prior to the Demerger; see Section 3.8 "The Demerger—Separation Arrangements Related to the Demerger". No assurances can be made that the New Aker Solutions Group will want to continue the agreements on a long-term basis.

If the New Aker Solutions Group chooses not to continue these agreements, Akastor's business, results of operations and financial condition could be negatively affected.

The Akastor Group will for a transitional period rely on the New Aker Solutions Group for certain transitional services, and if the Akastor Group fails to adequately replace the functions for which it currently relies on entities within the New Aker Solutions Group, or is unable to enter into alternative arrangements with third parties on commercially viable terms, the business, results of operations and financial condition of the Akastor Group could be negatively affected.

Prior to the Akastor Group becoming a stand-alone group of entities, the Akastor Business has relied on entities within the New Aker Solutions Group to provide certain services. Through agreements entered into, or to be entered into, in conjunction with the Demerger, entities within the New Aker Solutions Group will provide the Akastor Group with certain transitional services such as treasury and insurance, as well as other necessary transitional corporate services which the Akastor Business has procured from entities within the New Aker Solutions Group prior to the Demerger, see Section 3.8 "The Demerger—Separation Arrangements Related to the Demerger". No assurance can be made that the transitional services will be sufficient for the needs of the Akastor Group, and moreover, no assurances can be made that the Akastor Group will effectively develop these capabilities. Further, the level of expertise the Akastor Group ultimately acquires could be lower than the expertise it had access to as part of the Existing Aker Solutions Group.

1.2 Risks Relating to the Industry of the Group

The business, financial condition and results of operations of the Akastor Group and the New Aker Solutions Group depend on the level of exploration, development, production, investment, modification and maintenance activity of oil and gas companies, which are significantly affected by, among other things, demand for oil and gas, volatile oil and gas prices and the cost level in the oil and gas industry.

Demand for the Akastor Group's and the New Aker Solutions Group's services and products is particularly sensitive to the level of exploration, development, production, investment, modification and maintenance activity as well as the corresponding expenditure by oil and gas companies. Demand is directly affected by trends in oil and gas prices, which, historically, have been volatile and are likely to continue to be volatile. However, in the recent years, oil and gas prices have remained relatively stable whilst the costs levels in many areas of the oil and gas industry have been increasing. This has resulted in a decrease in the rate of investment growth since 2011 in certain of the Group's markets such as the significant decrease seen in the North Sea market since the second half of 2013.

Prices for oil and gas have historically been, and are expected by management to continue to be, subject to fluctuations in response to relatively minor changes in the supply of and demand for oil and gas, market uncertainty and a variety of other political and economic factors.

Prolonged reductions in oil and gas prices and/or increases in the cost level in the oil and gas industry typically result in decreased levels of exploration, development, production, investment, modification and maintenance activity by oil and gas companies. Given the long-term nature of many large-scale development projects, perception of longer-term lower oil and gas prices and/or increased cost level in the oil and gas industry can also lead oil and gas companies to reduce and/or postpone major expenditures. Any decreased levels of exploration, development and production activity or reductions or postponement of major expenditures by oil and gas companies could lead to downward pricing pressure on oil and gas service companies, such as the Akastor Group and the New Aker Solutions Group, therefore, could adversely affect the relevant group's profitability.

Factors affecting the prices of oil and gas as well as the cost level in the oil and gas industry include:

- governmental regulations, including the policies of governments regarding the exploration for and production and development of oil and natural gas reserves;

- the rate of decline of existing reserves;
- replacement rate for reserves, i.e. ability to explore and successfully find additional reserves;
- the development of unconventional oil and gas reserves both from a total supply situation and change in trade patterns;
- the cost of producing and delivering oil and natural gas;
- the local conditions in the countries in which the oil and gas is produced;
- the level of oil production by other countries than countries comprised by the Organisation of Petroleum Exporting Countries ("**OPEC**") and the available excess production capacity within OPEC;
- decisions taken by OPEC, Saudi Aramco and others with respect to oil production quotas;
- changes in the mix of demand for various primary sources of energy;
- worldwide political, military, and economic conditions, as well as regional geopolitical developments, such as civil unrest and terrorist organisation behaviour, that negatively affect the production and export of oil and gas;
- trade embargoes;
- sanctions on any member of OPEC or other oil producing nations;
- political measures in response to climate change, including, but not limited to taxation on emissions;
- oil refining capacity and shifts in end-customer preferences toward fuel efficiency and the use of natural gas;
- potential acceleration of development of alternative fuels;
- growth in the global population and changes in demography;
- changes in the global demand for energy;
- global economic growth;
- trading patterns in financial derivatives markets;
- applicable taxation and tax deduction schemes;
- number and capacity of potential capable suppliers for new projects; and
- global weather conditions and natural disasters.

Any decreases in investment, exploration, development, production or maintenance activity by oil and gas companies due to any of the factors mentioned above or otherwise could have a material adverse effect on the business, results of operations and financial condition of the Company.

The Akastor Group and the New Aker Solutions Group operate in a highly competitive industry, and if the Akastor Group and/or the New Aker Solutions Group are unable to compete effectively their market positions could be adversely affected, which could have a material adverse effect on the business, results of operations and financial condition of the Akastor Group and the New Aker Solutions Group.

The Akastor Group and the New Aker Solutions Group face strong competition to provide products and services to customers. The extent of such competition varies by industry segment, geographic market, project type, and competitors' availability and capability. For example, the MMO business which to a large extent is dependent on local presence, has for several years faced intense competition in the UK, which, in turn has led to lower profit levels in the MMO business in the UK market than in other markets. Other market segments in which the Group operates have higher barriers to entry, inter alia due to the increasing development of deeper oil reservoirs; however, the level of competition in such markets remains high due to constant investments in capacity among competitors in order to attain competitive long term positions. In certain such markets with higher barriers to entry, such as the Subsea market, the delivery of life-cycle services tends to be more profitable than engineering, product and system deliveries. Due to the constant and increasing focus on improving safety and environmental conditions, especially following the Deepwater Horizon incident in the U.S. Gulf of Mexico in 2010, oil and gas companies have exhibited a greater interest in using standardized equipment and systems in the production of oil and gas. Accordingly, oil and gas companies may increasingly use a single oil or gas services provider for the life of an oil or gas field, which would limit the possibilities for other oil or gas service providers to win new business at established oil and gas fields. This means that it is becoming increasingly important to win contracts on initial product deliveries and develop long term customer relationships.

In general, if the Akastor Group and/or the New Aker Solutions Group are unable to compete effectively, their market positions and sales volumes could be negatively affected, which could have a material and adverse effect on the business, results of operations and financial condition of the Akastor Group and/or the New Aker Solutions Group.

Further, most of the contracts of the Akastor Group and the New Aker Solutions Group are obtained through a competitive bidding process, which is customary for the industry. While service quality, technological capability, reputation and experience are important factors considered by potential customers, price is a crucial factor in most contract awards. Historically, the industry in which the Group operates has been (and currently is) subject to strong price competition, and the companies that will be a part of the Akastor Group and the New Aker Solutions Group have experienced, and will continue to experience increased price competition from market participants located in countries with lower operational costs than those of the Akastor Group and the New Aker Solutions Group. As a response to increased price competition, the Akastor Group and the New Aker Solutions Group have, inter alia, established itselves in "low cost" countries such as India, Indonesia and Malaysia in order to be able to compete on comparable market terms. However, strong price competition in the markets in which the Akastor Group and New Aker Solutions Group will operate could adversely affect the relevant group's competitiveness and profitability and, therefore, could have a material adverse effect on the business, results of operations and financial condition of the Akastor Group and the New Aker Solutions Group.

Technological progress could render the current technologies used by the Akastor Group and/or the New Aker Solutions Group obsolete, which could have a material adverse effect on the business, and results of operations and financial condition of the Akastor Group and/or the New Aker Solutions Group.

The markets in which the Akastor Group and the New Aker Solutions Group operate are characterised by continuous technological developments to provide better and more reliable and efficient products and services.

The demand for improved technology and complexity of operations are constantly increasing as oil and gas companies develop oil and gas reserves located in more challenging conditions, such as deepwater, high-pressure and high temperature fields and the Arctic. While management believes that the Company has the technology and competence to continue to be a significant player in these areas based on its experience and know-how substantial improvements in the scope and quality of the products in the market could occur over a short period of time. If the Akastor Group and/or the New Aker Solutions Group is unable to continue to design, develop and produce commercially competitive products and to offer commercially competitive services in response to changes in technology, the business, results of operations and financial condition of the Akastor Group and/or the New Aker Solutions Group could be materially and adversely affected, and the value of the intellectual property of the Akastor Group and/or the New Aker Solutions Group could be materially reduced.

Both the New Aker Solutions Group and the Akastor Group may encounter resource constraints, technical barriers, regulatory issues or other difficulties that would delay the introduction of new services and related products in the future. In addition, competitors of the New Aker Solutions Group and the Akastor Group may introduce new products or obtain patents before the New Aker Solutions Group and the Akastor Group do and thereby achieve a competitive advantage. If the proprietary technologies, equipment and facilities, or work processes of the Akastor Group and/or the New Aker Solutions Group become obsolete or investments are made in new technologies that are less successful than originally planned, are difficult or costly to produce or utilize, or for which there is insufficient demand, the Akastor Group and/or the New Aker Solutions Group may no longer be competitive and may be required to write off its investment in such technology and receive no benefit for its investment.

There can be no assurance that the New Aker Solutions Group and the Akastor Group will be able to effectively respond to changes in its respective markets or that new or enhanced products and technologies developed by current or future competitors will not adversely affect the competitiveness of the New Aker Solutions Group's and the Akastor Group's products and services, which could have a material adverse effect on the business, results of operations and financial condition of each of New Aker Solutions Group and the Akastor Group.

The Akastor Group's and the New Aker Solutions Group's operations in less developed and newly industrialised countries expose the Akastor Group and the New Aker Solutions Group to additional risks created, inter alia, by political unrest.

The Akastor Group and the New Aker Solutions Group have had and will continue to have a strategy to continue and expand operations in many less developed and newly industrialised countries, such as countries in West Africa and South-East Asia, in which the political, socioeconomic and legal systems are less predictable than in countries with more developed institutional structures. Political or economic upheaval, changes in laws and other factors could have a material adverse effect on the business, results of operations and financial condition of the New Aker Solutions Group and/or the Akastor Group and impair the value of the relevant group's investments in such countries. The risks of operating in emerging market countries include economic and geopolitical instability, which could make it difficult for the New Aker Solutions Group and/or the Akastor Group to anticipate future business conditions in these markets and result in orders being delayed and exposes the relevant group to risks associated with the imposition of import-export quotas, wage and price controls, local content requirements, trade barriers, changes in laws and other forms of government regulation and economic conditions, expenses and delays as a result of requirements to comply with foreign bureaucratic actions, exposure to different business cultures and ethical standards; war and civil disturbances and seizure, nationalisation or expropriation of property or equipment. Furthermore, less developed and newly industrialised countries may have a higher risk of inflation and currency devaluation, whether due to political unrest or otherwise, which could have a material adverse effect on the business, results of operations and financial condition of the New Aker Solutions Group and the Akastor Group respectively.

Legal and regulatory systems in emerging market countries are also typically less developed and not as well enforced as in Western European countries, which creates uncertainty in the operating environment. Expansion in emerging market countries also places greater pressure on monitoring corrupt behaviour, in particular in countries that have experienced governmental corruption in the past. Both the New Aker Solutions Group's and Akastor Group's reputation could be severely harmed due to corrupt behaviour by its employees and/or sub-contractors, which could also subject the relevant group to fines and other potential sanctions.

See also further risk description in the risk factor regarding corruption and bribery below.

The Akastor Group's and the New Aker Solutions Group's operations in less developed and newly industrialised countries expose the Akastor Group and the New Aker Solutions Group to the risk of being unable to repatriate income or capital.

The Akastor Group and the New Aker Solutions Group have operations in many less developed and newly industrialised countries where there is a risk that the government could impose measures that could make it difficult – or even impossible – to repatriate income or capital from the operations in such countries. These governmental measures are often imposed in order to protect the currency of less developed or newly industrialised countries. For example, a new Foreign Exchange Law (FOREX) was implemented in Angola in July 2013. Under the new FOREX regime applicable to the Angolan oil industry, any payments to be made by oil companies operating in Angola to local contractors/suppliers must be made from local bank accounts in Angola and furthermore, such payments must be processed in the local currency (Kwanzas), with certain exceptions for non-resident entities as long as the funds come from a local account in Angola. Nigeria is another example of a country subject to capital restrictions in which the Group has operations. Investors who wish to remit dividends to non-resident shareholders or repatriate capital on disinvestments must ensure that they obtain a certificate of capital importation from the Nigerian bank through which the investment capital was transferred into Nigeria. Any such restrictions on payments out of the country or other monetary restrictions introduced by governments in countries in which the Akastor Group or the New Aker Solutions Group operate may lead to reduced profits of operations, liquidity constrains and have a material adverse effect on the business, results of operations and financial condition of the Akastor Group and/or the New Aker Solutions Group.

Many of the countries in which the Akastor Group and the New Aker Solutions Group operate and countries in which the companies intend to operate, impose local content requirements, which could have a material adverse effect on the Akastor Business and the New Aker Solutions Business, results of operations and financial condition of the companies.

The Akastor Group and the New Aker Solutions Group will have operations in a large number of jurisdictions. Some foreign governments or markets where the respective group operates (e.g. Brazil, Angola and Brunei) or will operate in the future favour or effectively require:

- the awarding of contracts to local contractors or to contractors owned by local citizens;
- the use and compensation of local employees and local suppliers by foreign contractors;
- the use of a local agent or co-ventures with indigenous partners;
- foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction; or
- investments in local infrastructure or local education and training of local citizens, or other similar investments during the term of the contract.

These practices may adversely affect the Akastor Group's and/or the New Aker Solutions Group's ability to compete in those regions, and in some cases, use of local sub-contractors, agents or employees could expose the Akastor Group and the New Aker Solutions Group to business practices that are not compatible with its business standards and policies despite the high-standard compliance program implemented by the Akastor Group and the New Aker Solutions Group. In addition, following any future regime change in a country in which the New Aker Solutions Group or the Akastor Group operates, the business partner with which the relevant company worked may no longer be in a position to provide the cooperation and services that were the basis for the cooperation due to, inter alia, political differences between the partner and the new regime. This in turn could also lead to other penalties and other sanctions if local content requirements are not met. All of the above could adversely affect to the Akastor Group's and/or the New Aker Solutions Group's reputation in its respective industry and with its respective customers, therefore, could have a material adverse effect on the businesses, results of operations and financial condition of the Akastor Group and the New Aker Solutions Group.

Anti-corruption or anti-bribery laws and regulations and trade sanctions could affect the business, results of operations and financial condition of the Akastor Group and the New Aker Solutions Group.

The Existing Aker Solutions Group has and Akastor Group and the New Aker Solutions Group will have operations in a large number of jurisdictions, including developing markets that have inherent risks associated with enforcement of obligations, fraud, bribery and corruption. Fraud, bribery and corruption are more common in some jurisdictions than in others, and certain of the countries in which the Group operates and conducts business may experience high levels of government and business corruption. In addition, the oil and gas industries have historically been vulnerable to corrupt or unethical practices.

Governments in industrialised countries have increasingly introduced comprehensive legislation to combat unsound international business practices, often referred to as anti-corruption or anti-bribery laws and regulations, including the UK Bribery Act, the U.S. Foreign Corrupt Practices Act and provisions of the Norwegian Criminal Act of 22 May 1902 No. 10. In many parts of the world in which the New Aker Solutions Group and/or the Akastor Group operates or seek to expand its business, local practices and customs may be contrary to the New Aker Solutions Group's and the Akastor Group's code of conduct and could violate such laws. Entry by the New Aker Solutions Group or Akastor Group into such parts of the world may be prevented, delayed or come with significant additional costs in order for the New Aker Solutions Group and/or the Akastor Group to comply with applicable legislations and business practices.

The Existing Aker Solutions Group have invested significant resources into staying abreast on the legal developments and have implemented strict anti-corruption measures, including policies, training, monitoring, and follow-up procedures and as such are well equipped to operate in challenging markets. The Group also has in place a whistle-blowing channel where employees can, and to an increasing extent do, report their concerns. The Akastor Group and New Aker Solutions Group expect to benefit from these investments, however, there is always a risk of human failure or failure of systems to prevent unwanted incidents.

Violations of these laws and regulations by employees or sub-contractors of the Akastor Group and the New Aker Solutions Group or others who act on the relevant group's behalf, regardless of whether the Akastor Group or the New Aker Solutions Group participated in the acts or knew about the acts at certain levels of its organization, could subject the relevant group and its employees to criminal or civil enforcement actions, including fines or penalties, disgorgement of profits and suspension or disqualification from contracts or financing agreements. Additionally, violations of law or allegations of violations could adversely affect the Akastor Group's and/or the New Aker Solutions Group's reputation and result in the loss of business. Detecting, investigating and resolving such situations may also result in significant costs, including the need to engage external advisors, and consume significant time, attention and resources of the Akastor Group's and the New Aker Solutions Group's management. The results and costs of such investigations could be difficult to predict and could lead to lengthy disputes, fines or fees, indemnities or settlements.

Economic and trade sanctions have expanded in the recent past, mainly at the United States, EU and United Nations level. A large portion of such sanctions cover oil and, therefore, the industry in which the Akastor Group and the New Aker Solutions Group operate. The Akastor Group and the New Aker Solutions Group have introduced a sanctions compliance policy pursuant to which they aim to check their contractual parties towards applicable sanctions list before entering into new contracts. However, there can be no assurance that the policy of the Akastor Group and the New Aker Solutions Group will be effective and that the Akastor Group and the New Aker Solutions Group will not violate sanctions, which, if the breach is significant or if the Group commits a series of breaches, could lead to severe fines and other consequences, such as being banned from the U.S. financial system. Introduction of such sanctions may also in the future require the Akastor Group and the New Aker Solutions Group to abandon markets and business opportunities previously available. The occurrence of any of the above could have a material adverse effect on the business, results of operations and financial condition of the Akastor Group and the New Aker Solutions Group.

Construction and maintenance sites are inherently dangerous workplaces, and failure by the Akastor Group and/or the New Aker Solutions Group to maintain safe work sites could have a material adverse effect on the business, and results of operations and financial condition of the Akastor Group and/or the New Aker Solutions Group.

The Existing Aker Solutions Group is and the Akastor Group and the New Aker Solutions Group will be subject to a broad range of health and safety laws and regulations in each of the jurisdictions in which it operates, and such laws and regulations impose increasingly stringent health and safety protection standards. The costs of complying with, and the liabilities imposed pursuant to, health and safety laws and regulations could be significant, and failure to comply could result in the assessment of civil and criminal penalties, suspension of permits, temporary or permanent closure of production facilities, or claims or lawsuits by third parties.

Construction and maintenance sites used in the business of the Akastor Group and the New Aker Solutions Group often put employees, sub-contractors and others in close proximity to large pieces of mechanised equipment, moving vehicles, chemicals and manufacturing processes. At many sites, the Akastor Group and/or the New Aker Solutions Group are responsible for safety and, accordingly, must implement safety procedures. If appropriate procedures are not implemented and/or enforced or if the implemented procedures are ineffective, the employees, sub-contractors or others could be injured. Unsafe work sites also have the potential to increase employee turnover, project costs for the customer and operating costs. Any of the foregoing could result in financial losses, which could have a material adverse effect on the reputation, business, results of operations and financial condition of the Akastor Group and/or the New Aker Solutions Group. Moreover, if adequate safety procedures are not implemented at worksites or if the implemented safety procedures are ineffective, the sites may experience downtime which could prevent services from being carried out normally. Any downtime, if not resolved in a timely and cost-effective manner, could have a material adverse effect on the reputation, business, results of operations and financial condition of the Akastor Group and/or the New Aker Solutions Group.

The services and operations provided by the Akastor Group and/or the New Aker Solutions Group can involve the handling of hazardous and other highly regulated materials that, if improperly handled or disposed of, could subject the Akastor Group and/or the New Aker Solutions Group to civil and criminal liabilities. The Akastor Group and the New Aker Solutions Group are also subject to regulations regarding occupational health and safety.

In addition, many of the Akastor Group's and/or the New Aker Solutions Group's customers impose strict health and safety requirements for its suppliers, and failure to adhere to such standards could lead to disqualification from participation in projects of such customers as well as termination of on-going contracts. The safety record is critical to the reputation of and ability to tender for and win new business for the Akastor Group and the New Aker Solutions Group. As a result, a failure to maintain adequate safety standards could have a material adverse effect on the business, results of operations and financial condition of the Akastor Group and/or the New Aker Solutions Group.

The Akastor Group and/or the New Aker Solutions Group provide services in connection with operations that are subject to potential hazards inherent in the oil and gas industry, and, as a result, the Akastor Group and/or the New Aker Solutions Group are exposed to potential liabilities that could affect its reputation, business, results of operations and financial condition.

The Akastor Group and the New Aker Solutions Group provide services in connection with potentially hazardous drilling, completion and production applications in the oil and gas industry, where an accident can potentially have catastrophic consequences. This is particularly true in deep water operations. Risks inherent to these applications, such as equipment malfunctions and failures, equipment misuse and defects, explosions, blowouts and uncontrollable flows of oil, gas or well fluids and natural disasters, on land or in deep water or shallow-water environments, can cause personal injury, loss of life, suspension of operations, damage to formations, damage to facilities, business interruption and damage to or destruction of property, surface water and drinking water resources, equipment and the environment. If the services provided by the Akastor Group and the New Aker Solutions Group fail to meet specifications or are involved in accidents or failures, the Akastor Group and the New Aker Solutions Group could face warranty, contract, fines or other litigation claims, which could expose it to substantial liability for personal injury, wrongful death, property damage, loss of oil and gas production, pollution and other environmental damages. Such liabilities are not always excluded from the Akastor Group's and the New Aker Solutions Group' contracts and the insurance policies of the Akastor Group and the New Aker Solutions Group may not be adequate to cover all liabilities. Further, insurance may not be generally available in the future or, if available, insurance premiums may make such insurance commercially unjustifiable. Moreover, even if the Akastor Group and the New Aker Solutions Group are successful in defending a claim, it could be time-consuming and costly to defend.

In addition, the frequency and severity of such incidents will affect operating costs, insurability and relationships with customers, employees, sub-contractors and regulators. In particular, the customers of the Akastor Group and the New Aker Solutions Group may elect not to purchase the Akastor Group's and the New Aker Solutions Group's services if they view its safety record as unacceptable, which could cause the Aker Solutions Group to lose customers and substantial revenues.

Terrorist attacks could have a material adverse effect on the business, results of operations and financial condition of the Akastor Group and the New Aker Solutions Group.

Terrorist attacks have among other things caused instability in the world's financial and commercial markets. This has in turn contributed to high levels of volatility in prices for among other things oil and gas. Continuing instability may cause further disruption to financial and commercial markets and contribute to even higher level of volatility in prices. In addition, acts of terrorism could limit or disrupt the Akastor Group's and/or the New Aker Solutions Group's operations, including disruptions due to the evacuation of personnel, cancellation of contracts or the loss of or damage to personnel or assets, including manufacturing, other production sites and facilities. Insurance may not be adequate to cover losses resulting from acts of terrorism, which could have a material adverse effect the business, results of operations and financial condition of the Akastor Group and/or the New Aker Solutions Group.

Piracy could have a material adverse effect on the business, results of operations and financial condition of the Akastor Group and/or the New Aker Solutions Group.

The business of both the New Aker Solutions Group and that of the Akastor Group requires operations in areas that pose risks of acts of piracy. If one of the Akastor Group's vessels, or any other vessel used in the operation of the Akastor Group's or New Aker Solutions Group's operations or for the transport of equipment owned by them, were attacked by pirates, such attack could lead to harm to the vessel's crew as well as damage to the cargo or the vessel itself. In an attack, a vessel and its cargo (including valuable deliveries by the New Aker Solutions Group and/or the Akastor Group) could be sunk or could be seriously damaged to the point that it is out of service for a lengthy period of time. Insurance may not be adequate or comprehensive enough to cover losses resulting from acts of piracy, which could have a material adverse effect on the business, results of operations and financial conditions of the Akastor Group and/or the New Aker Solutions Group.

The imposition of stringent restrictions or prohibitions on oil and gas operations by any governing body could have a material adverse effect on the business, results of operations and financial condition of the Aker Solutions Group.

Events in recent years have heightened environmental and regulatory concerns about the oil and gas industry. From time to time, governing bodies have enacted and may propose legislation or regulations that would materially limit or prohibit oil and gas operations in certain areas. If laws are enacted or other governmental action is taken that restrict or prohibit oil and gas operations, such as offshore drilling in the Akastor Group's, and the New Aker Solutions Group's expected areas of operation, it could have a material adverse effect on the business, results of operations and financial conditions of the Akastor Group and the New Aker Solutions Group.

For example, the legal and regulatory developments since the 2010 Deepwater Horizon incident have created significant uncertainty regarding the outlook of offshore drilling activity in the U.S. Gulf of Mexico as well as possible implications for regions outside of the U.S. Gulf of Mexico. If the new regulations, operating procedures and possibility of increased legal liability are viewed by current or future customers of the Akastor Group and the New Aker Solutions Group as a significant increased financial burden on drilling projects in the U.S. Gulf of Mexico for other potentially more profitable regions this is likely to affect the supply and demand for the equipment and services of the Akastor Group and the New Aker Solutions Group. In addition, government agencies could issue new safety and environmental guidelines or regulations for drilling in the U.S. Gulf of Mexico that could disrupt or delay drilling operations, increase the cost of drilling operations or reduce the area of operations for drilling. All of these uncertainties could result in a reduced demand for the Aker Solutions Group's equipment and services, which could have material adverse effect on the business, results of operations and financial condition of the Group.

The Akastor Group and the New Aker Solutions Group are subject to environmental laws and regulations and liability under such laws and regulations could have a material adverse effect on the business, results of operations and financial condition of the Group.

The business of the Akastor Group and the New Aker Solutions Group are subject to a variety of environmental laws and regulations, including those covering hazardous materials and requiring emission performance standards for facilities. Environmental and other similar requirements are generally becoming increasingly strict (e.g. following the Deepwater Horizon incident in 2012) and may lead to increased costs in the Group's operations, including the cost of compliance with changes in or expansion of environmental requirements. In addition, sanctions for failure to comply with these requirements, many of which may be applied retroactively, may include:

- administrative, civil, and criminal penalties;
- revocation of permits to conduct business; and
- corrective action orders, including orders to investigate and/or clean up contamination.

Failure on the part of the Akastor Group and the New Aker Solutions Group to comply with applicable environmental requirements could have a material adverse effect on the business, results of operations and financial condition of the Akastor Group and the New Aker Solutions Group.

Further, the Akastor Group and the New Aker Solutions Group are exposed to claims under environmental requirements as well as demands from public authorities to clean up sites being used or having been used by the Existing Aker Solutions Group or in the Existing Aker Solutions Group's operations, and from time to time such claims have been made. The cost of cleaning sites used by the Akastor Group and the New Aker Solutions Group, especially as many of the Group's facilities have been used for industrial purposes for a long period of time, could be substantial and have a material adverse effect on the business, results of operations and financial condition of the Aker Solutions Group. The risk of clean up measures being imposed increases if the use of the site changes or if the site is disposed of, and clean up measures may also be imposed on the basis of governmental inspections and investigations.

Furthermore, environmental requirements and regulations typically impose strict liability; therefore, the Akastor Group and the New Aker Solutions Group could be exposed to liability for clean-up costs, natural resource damages and other damages resulting from operations or conduct that was lawful at the time it occurred or the conduct of third parties. Liability for clean-up costs and damages arising as a result of environmental laws could be substantial and could have a material adverse effect on the business, results of operations and financial condition of the Akastor Group and the New Aker Solutions Group.

In addition, changes in environmental requirements may negatively affect demand for the Akastor Group's and the New Aker Solutions Group's services and products. For example, oil and gas exploration and production could decline as a result of environmental requirements (including policies responsive to environmental concerns or accidents caused by other companies than the Akastor Group and the New Aker Solutions Group). Various governments and agencies have been evaluating climate-related legislation and other regulatory initiatives that would restrict emissions of greenhouse gases. Because the business of the Akastor Group and the New Aker Solutions Group depends on the level of activity in the oil and gas industry, existing or future laws, regulations, treaties or international agreements related to greenhouse gases and climate change, including incentives to conserve energy or use alternative energy sources, could have a material adverse effect on the business, results of operations and financial condition of the Akastor Group and the New Aker Solutions Group if such laws, regulations, treaties or international agreements negatively affect global demand for oil and gas.

1.3 Risks Relating to the Akastor Group and the New Aker Solutions Group

The Akastor Business and the New Aker Solutions Business are subject to risk of cost overruns, especially in lump-sum based contracts, contracts with similar fixed-price compensation terms or contracts with fixed-price elements, and the Akastor Group and/or the New Aker Solutions Group may experience reduced profits or, in some cases, losses under these contracts if costs increase above its respective estimates.

The Akastor Group and the New Aker Solutions Group generate revenue both under reimbursable contracts and under fixed price contracts, such as lump-sum based contracts, contracts with similar fixed-price compensation formats or contracts with fixed-price elements. Under such fixed price contracts, the Akastor Group and/or the New Aker Solutions Group bear the risk of carrying some, if not all, of any cost overruns. The exposure towards the use of fixed price contracts varies between the business areas of the Group. For the year ended 31 December 2013, about 77 per cent of the revenues of SUB came from fixed price product and system sales contracts while business areas such as MMO and ENG to a much more limited extent use this contract format in their operations.

Under lump-sum based contracts, contracts with similar fixed-price compensation formats or contracts with fixed-price elements, contract prices are established in part based on cost and scheduling estimates that are based on a number of assumptions, including assumptions regarding future economic conditions, prices and availability of labour, equipment and materials, and other contributing factors. These estimates are often given years before the actual completion of a project and could be based on assumptions that may not accurately reflect actual costs, schedules or other aspects of the project. If the estimates are inaccurate, there are errors or ambiguities as to contract specifications, or if circumstances change due to, among other things, site specific conditions (seabed, exposure to heavy weather or seas, currents etc.), unanticipated technical problems, increased or decreased scope caused by design development, difficulties in obtaining permits or approvals, changes in local laws or labour conditions, sea and weather conditions, changes in the costs of materials, labour costs and productivity or the vendors’ or sub-contractors' inability to perform, inaccurate hedging or delays with performing, then cost overruns may occur and the Akastor Group and/or New Aker Solutions Group could experience (as it has in the past) reduced profitability or, in some cases, a loss for that project.

Generally, cost-overruns caused by inaccurate assumptions, design or manufacturing errors will not relieve the Akastor Group and/or New Aker Solutions Group of their obligations to complete the project at the price and time agreed with the customer. In addition to covering their own costs related to project delays and cost overruns, lump-sum based contracts, contracts with similar fixed-price compensation formats and contracts with fixed-price elements generally require the Akastor Group and the New Aker Solutions Group to pay liquidated damages to the customer for the period of the delay (sometimes subject to a grace period or maximum number of days) and to cover their own costs related to mitigating delays. If the project is significant, or if there are one or more issues that affect multiple projects, costs overruns could have a material adverse effect on the business, results of operations and financial condition of the Akastor Group and/or the New Aker Solutions Group. This was for example the consequence of the issues experienced by the Existing Aker Solutions Group on the Ekofisk Zulu project where problems with low maturity at contract award resulted in significant cost overruns that had to be absorbed by the Group. The Group also had to incur acceleration costs in order to fulfil its obligation to deliver on-time.

In addition, the Akastor Group and the New Aker Solutions Group are exposed to risk of inflation with respect to contracts that are lump-sum based contracts, contracts with similar fixed-price compensation terms and contracts with fixed-price elements as inflation is generally not provided for in such contracts. This risk is more pronounced in respect of long-term contracts and contracts for operations in countries with unstable inflation. If inflation is higher than estimated when the contract was entered into, it could adversely affect the profitability of a project, which could have a material adverse effect on the business, results of operations and financial condition of the Akastor Group and/or the New Aker Solutions Group.

Failure by the Akastor Group and/or the New Aker Solutions Group to complete any one of its significant contracts on time or according to contractual performance obligations, could have a material adverse effect on the reputation, business, results of operations and financial condition of the Akastor Group and/or the New Aker Solutions Group.

The projects of the Akastor Group and the New Aker Solutions Group generally involve complex design and engineering, significant procurement and manufacturing of equipment, and supplies and construction management and may involve development of new technology and solutions. Difficulties in the design and engineering, equipment and supply delivery and other factors, such as scheduling, some of which are beyond the control of the Akastor Group and/or the New Aker Solutions Group, could prevent the Akastor Group and the New Aker Solutions Group from completing the project in accordance with the original delivery schedule or from otherwise meeting the contractual performance obligations. In projects where the Akastor Group and/or the New Aker Solutions Group designs or manufactures the product delivered (something which they often do) there is also a risk of faulty design and manufacturing which in turn could lead to the relevant group being responsible for significant rectification costs and other consequential losses incurred by their respective customers. Failure to complete a project in accordance with the original delivery schedule or to meet the contractual performance obligations may entitle the customer to apply contractual sanctions and cause financial liabilities to incur for the Akastor Group and/or the New Aker Solutions Group. Complexity of the projects and delays and consequently capacity problems were e.g. the main reason for the Group’s problems in Brazil in 2011.

The terms and conditions of the respective group’s commercial contracts are negotiated on a case-by-case basis with customers and suppliers. Although both the Akastor Group’s and New Aker Solutions Group’s commercial contracts typically include limitations on the parties’ liability under the contracts, including liabilities for delays and defects, there is a risk that such limitations on liability are unenforceable pursuant to applicable law or may not be applicable due to other provisions in the contract. Therefore, the liability of the Akastor Group and the New Aker Solutions Group under certain contracts could be material. The liability could also, limited or not, exceed the risk contingency held by the Group, which, in turn, could have a material adverse effect on the business, results of operations and financial condition of the Akastor Group and the New Aker Solutions Group.

Failure by the Akastor Group and/or the New Aker Solutions Group to complete any of its significant contracts on time and in accordance with their contractual performance obligations, could have a material adverse effect on the business, results of operations and financial condition of the Akastor Group and/or the New Aker Solutions Group and the likelihood of winning new business. In addition, problems with the performance of contracts could also harm the Akastor Group’s and the New Aker Solutions Group’s reputation in the industry, with customers, third-party partners, suppliers and sub-contractors.

Both the New Aker Solutions Group and the Akastor Group depend on a limited number of customers, and the successful execution of the significant projects in which they are engaged from time to time; and the loss of business from a significant customer, or the failure to perform under any contract with such significant customer or in respect of a significant project, could have a material adverse effect on the business, results of operations and financial condition of the New Aker Solutions Group and/or the Akastor Group.

A limited number of customers and a limited number of regions have in the past accounted for a significant portion of the revenue and/or backlog attributable to the Group; and in particular the revenue and/or backlog attributable to the New Aker Solutions Business. Although both the Akastor Group and the New Aker Solutions Group have long-standing relationships with many of the significant customers, the customers may unilaterally reduce, delay, or cancel their contracts at any time. A loss of business from a significant customer (such as Statoil and Petrobras) or reduction of work in one or more of the Akastor Group’s or the New Aker Solutions Group’s key regions such as the Norwegian Continental Shelf (“**NCS**”), could have a material adverse effect on the business, results of operations and financial condition of the New Aker Solutions Group and/or the Akastor Group.

Further, the New Aker Solutions Group and the Akastor Group are, at any applicable periods, engaged in a limited number of significant projects, which exposes the New Aker Solutions Group and the Akastor Group to risks of concentration. Failure to successfully execute any such significant project could have a material adverse effect on the business, results of operations and financial condition of the New Aker Solutions Group and/or the Akastor Group.

In addition, the Akastor Group’s and the New Aker Solutions Group’s dependency of a limited number of significant customers, and concentration of the Akastor Group’s and the New Aker Solutions Group’s businesses in certain regions and on significant projects, increases the likelihood of material adverse effects on the Group resulting from the cancellation of the contracts for projects, and of delayed payments from and disputes with customers.

The contracts in the order backlog of the Akastor Group and the New Aker Solutions Group may be adjusted, cancelled or suspended by the clients and, therefore, the backlog is not necessarily indicative of future operating revenues of the Akastor Group and/or the New Aker Solutions Group.

As at 31 March 2014, the backlog of the Group (for all operating segments) totalled Norwegian kroner (“**NOK**”) 55.6 billion. Approximately NOK 39.9 billion of the backlog as of 31 March 2014 was attributable to the New Aker Solutions Business and the remaining to the Akastor Business. There can be no assurance that the backlog will actually be realised as revenues in the amounts reported or, if realised, will result in profits. Many of the contracts entered into by the Akastor Group and the New Aker Solutions Group with their respective customers are framework agreements where the scope and order by the customers are uncertain and to a large extent subject to change based on the customer's discretion. This has, as an example, recently been experienced in the Group's frame agreement for MMO business with Statoil where Statoil has reduced the scope of work for 2014.

In accordance with industry practice, substantially all of the contracts entered into by the Akastor Group and the New Aker Solutions Group are subject to cancellation, termination, or suspension at the discretion of the customer and other conditions beyond the control of the Akastor Group and the New Aker Solutions Group. In addition, the contracts in the backlog of the Akastor Group and the New Aker Solutions Group are subject to changes in the scope of services to be provided as well as adjustments to the costs relating to the contracts. Finally, the contracts in the backlog of the Akastor Group and the New Aker Solutions Group are subject to customer's termination right for breach of contracts, e.g. as a result of certain delays with or other failure in performing according to the agreed terms. Projects can remain in backlog for extended periods of time because of the nature of the project and the timing of the particular services required by the project. The risk of contracts in backlog being cancelled or suspended generally increases during periods of wide-spread economic slowdowns.

There is an uncertainty of future contract awards in the businesses in which the Akastor Group and the New Aker Solutions Group operate, which renders future earnings and profitability uncertain.

The future performance of the Akastor Group and the New Aker Solutions Group depend, among other matters, on whether and when the Akastor Group and the New Aker Solutions Group will receive new contract awards and the amount of work ordered under framework agreements with customers. Contract awards and work orders under framework agreements are often affected by events outside the control of the Akastor Group and the New Aker Solutions Group, such as the level of investment and spending among its customers; fluctuations in the price of oil and gas, other commodities, and general economic conditions affecting the customers of the Akastor Group and the New Aker Solutions Group which renders future earnings and profitability uncertain. Moreover, because the timing of project awards, as well as timing of project execution, is often uncertain, flexible and effective utilisation of the work force and other manufacturing, production and operational resources and facilities, as to which there can be no assurance, are critical factors in achieving satisfactory profitability. Failure by the Aker Solutions Group to receive new contract awards and work orders under framework agreements could have a material adverse effect on the business, results of operations and financial condition of the Group.

Delayed payment of significant amounts payable from customers could have a material adverse effect on the liquidity of the Akastor Group and the New Aker Solutions Group.

From time to time, the Akastor Group and the New Aker Solutions Group have disagreed, and may in the future disagree, with customers in respect of allocation of costs and losses in connection with cost overruns or delays in projects and in respect of order variations, which would result in such customers delaying payment of disputed or undisputed amounts. In addition, in weak economic environments, the Akastor Group and the New Aker Solutions Group may experience increased payment delays and failures by customers due to, among other reasons, customer's reduced cash flow from operations or access to the credit markets. If one or more customers fail in paying significant amounts of outstanding receivables, in a timely manner or at all, for any reason, this could have a material adverse effect on the Akastor Group's and/or the New Aker Solutions Group's liquidity position as the cash or cash equivalents available to the Akastor Group and/or the New Aker Solutions Group may be reduced and the Akastor Group and/or the New Aker Solutions Group may be required to increasingly rely on its credit facilities for liquidity. This could have a material adverse effect on the business, results of operations and financial condition of the Akastor Group and/or the New Aker Solutions Group.

Failure to protect intellectual property rights or otherwise proprietary information or trade secrets used in the services and products of the Akastor Group and the New Aker Solutions Group, or invalidation, circumvention, or challenges to intellectual property rights used or owned by the Akastor Group and/or the New Aker Solutions Group could have a material adverse effect on the competitive position of the Akastor Group and/or the New Aker Solutions Group.

The businesses of the Akastor Group and the New Aker Solutions Group increasingly rely on a variety of intellectual property rights, other proprietary information and trade secrets that are used in their services and products and the Akastor Group and the New Aker Solutions Group continuously invest in research and development to develop new products and services. The Akastor Group and/or the New Aker Solutions Group may not be able to successfully preserve such intellectual property rights, proprietary information or trade secrets and the intellectual property rights of the Akastor Group and/or the New Aker Solutions Group could be invalidated, circumvented, or challenged. In addition, the laws of certain foreign countries in which the services and products of the Akastor Group and the New Aker Solutions Group may be sold do not adequately protect intellectual property rights. Failure to protect intellectual property rights, other proprietary information or trade secrets and any successful intellectual property challenges or infringement proceedings against the Akastor Group and/or the New Aker Solutions Group could materially and adversely affect the competitive position of the Akastor Group and/or the New Aker Solutions Group.

The Akastor Group and the New Aker Solutions Group attempt to limit access to and distribution of its technology by customarily entering into confidentiality agreements with its employees, customers and potential customers, sub-contractors and suppliers. However, the Akastor Group and the New Aker Solutions Group conduct a significant amount of its business through joint ventures and, accordingly, the Akastor Group and the New Aker Solutions Group must disclose technology, know-how and other intellectual property to the joint venture. The Akastor Group's and the New Aker Solutions Group's rights in its confidential information, trade secrets and confidential know-how will not prevent third parties from independently developing similar information. Publicly available information (e.g., information in expired issued patents, published patent applications, and scientific literature) can also be used by third parties to independently develop technology. There can be no assurance that such independently developed technology will not be equivalent or superior to the proprietary technology of the Akastor Group and the New Aker Solutions Group, which could have a material adverse effect on the business, results of operations and financial condition of the Akastor Group and the New Aker Solutions Group.

Technology or Intellectual Property disputes involving the Akastor Group and/or the New Aker Solutions Group, their suppliers or sub-suppliers could increase the costs of the Akastor Group and/or the New Aker Solutions Group and adversely affect the contract profitability.

The products and services of the Akastor Group and the New Aker Solutions Group utilise patented or otherwise proprietary technology, and therefore involve a risk of infringement of third party intellectual property rights. Additionally, the products and services of the Akastor Group and the New Aker Solutions Group may use intellectual property rights owned by the suppliers or sub-suppliers of the Akastor Group and the New Aker Solutions Group. If the Akastor Group and/or the New Aker Solutions Group, or any of their suppliers or sub-suppliers, becomes involved in a dispute regarding infringement of intellectual property rights of third parties, the Akastor Group and/or the New Aker Solutions Group could be required to stop using certain of the technologies, designs or equipment used in their products and services, or to pay royalties or other compensation or damages for the use of such technologies, designs or equipment. Any such disputes could increase the costs of the Akastor Group and/or the New Aker Solutions Group and could have a material adverse effect on the business, results of operations and financial condition of the Akastor Group and/or the New Aker Solutions Group.

The Akastor Group and the New Aker Solutions Group are dependent on services from third parties to complete many of their contracts.

A significant portion of the work performed under the contracts both of the Akastor Group and the New Aker Solutions Group are performed by third-party sub-contractors and service providers. The Akastor Group and the New Aker Solutions Group also rely on third-party equipment manufacturers or suppliers to provide equipment and materials used for projects. If the Akastor Group and/or the New Aker Solutions Group are unable to engage qualified sub-contractors or service partners, or find qualified equipment manufacturers or suppliers, their ability to successfully complete a project could be materially impaired. If the amount the Akastor Group and/or the New Aker Solutions Group are required to pay to sub-contractors or for equipment and supplies exceeds the estimates made when the contract was entered into (e.g. due to price escalation clauses in the relevant supplier contract and especially in a lump-sum based or fixed-price contract with the customers of the relevant group) the Akastor Group and/or the New Aker Solutions Group may suffer losses on these contracts. If a sub-contractor, supplier, or manufacturer fails to provide services, supplies or equipment as required under a contract for any reason, the Akastor Group and/or the New Aker Solutions Group may be required to source these services, equipment or supplies from other third parties on a delayed basis or at a higher price than anticipated, which could adversely affect contract profitability. Also, changes in ownership of suppliers may cause cost increases or lack of access to critical deliveries if the supplier changes strategy and focus, for example if the new owner is a competitor of the Group.

Furthermore, both the Akastor Group and the New Aker Solutions Group are dependent on functioning logistics and transportation. Problems in the Akastor Group's or the New Aker Solutions Group's logistics chain, for example delays in delivery schedules or damage to cargo or labour disputes affecting its sub-contractors or suppliers, could result in production delays and increase costs which, in turn, expose the Akastor Group and the New Aker Solutions Group to liability to pay liquidated damages.

During periods of wide-spread economic slowdowns, third-parties may find it difficult to obtain sufficient financing to fund their operations. The inability to obtain financing could adversely affect a third party's ability to provide materials, equipment or services which could have a material adverse effect on the business, results of operations and financial condition for the Akastor Group and/or the New Aker Solutions Group.

Disruption to the supply of materials and components could have a material adverse effect on the business, results of operations and financial condition of the Akastor Group and the New Aker Solutions Group.

The timely delivery of the required materials and components is essential to the business of the Akastor Group and the New Aker Solutions Group. The required materials and components are normally readily available, however, market conditions can result in constraints in the supply chain of certain important materials and components, such as various types of steel and copper, valves, piping, forgings and special deliveries such as electrical and control cables. The Akastor Group's or the New Aker Solutions Group's most significant supply chain risks arise where the Akastor Group or the New Aker Solutions Group has a relationship with only one supplier for a particular resource. If the supply of materials used in the products or services of the Akastor Business or the New Aker Solutions Business is disrupted, projects may be delayed until an alternative supplier or material is found. Such delays could have a material adverse effect on the business, results of operations and financial condition of the Akastor Group and/or the New Aker Solutions Group.

As part of its business plan both the New Aker Solutions Group and the Akastor Group will from time to time make acquisitions of other businesses. Acquisition activities are attached with risk of lack of intended synergies, integration risks and costs and risk of other losses.

The Existing Aker Solutions Group has regularly acquired new businesses in the past and part of the New Aker Solutions Group's and Akastor Group's strategy is to continue to regularly acquire new businesses. The rationale for such acquisitions has included, and could in the future include, among others, to obtain technology, qualified employees or additional businesses considered to be compatible and advantageous to the Akastor Business and/or the New Aker Solutions Business. However, acquisitions may not lead to the intended synergies or technological advantages, that the cost of integrating the new business and employees into the Akastor Group or the New Aker Solutions Group may exceed the advantages. Further, acquisitions may expose the Akastor Group or the New Aker Solutions Group to reputational damage or other claims. Any of the above could have a material adverse effect on the business, results of operations and financial condition of the Akastor Group and/or the New Aker Solutions Group.

As part of its business plan both the New Aker Solutions Group and the Akastor Group may from time to time make divestments of parts of its respective business. Divestment activities are attached with risk of liability for breach of indemnities and warranties in the relevant divestment agreement.

The Existing Aker Solutions has in the recent years divested businesses. The rationale for such divestments has been to further streamline the business of the Group, see further description in Section 3.1 "The Demerger—Background and Reasons for the Demerger". Even though the relevant divestment agreement would usually limit the relevant group company's liability as seller towards the buyer, such divestments expose the seller to claims for breaches of representations and warranties as well as to breach of specific indemnities from the buyer of a divested business. Any such claim could have a material adverse effect on the business, results of operations and financial condition of the Akastor Group and/or the New Aker Solutions Group.

As part of its business plan both the New Aker Solutions Group and the Akastor Group are currently expanding its operational facilities through various development projects. If these development projects are not completed on time it could have a material adverse effect on the business, results of operations and financial condition of the Akastor Group and/or the New Aker Solutions Group.

The Group currently have on-going facility expansion and development projects in several locations, inter alia, Macaé (new drilling equipment manufacturing facility and service base for DRT (to be renamed MHWirth)) and Curitiba (new state of the art subsea equipment facility) in Brazil and Tranby (subsea plant) in Norway. Both the New Aker Solutions Group and the Akastor Group have in their current business plan calculated for these new or expanded facilities to be available in accordance with the respective building plans. If any of these development projects become delayed or are otherwise not completed in accordance with management's expectations, this would impact the implementation of the relevant business plans and could have a material adverse effect on the business, results of operations and financial condition of the Akastor Group and/or the New Aker Solutions Group.

Participation in joint ventures and partnerships exposes the Akastor Group and the New Aker Solutions Group to risks and uncertainties, many of which are outside of their control.

As is common in the industry, the Akastor Group and the New Aker Solutions Group participate in certain projects through joint ventures, partnerships, and similar arrangements either on a pure commercially driven basis or due to local content/local partner requirements in the jurisdictions where the Akastor Group and the New Aker Solutions Group operate. Given Akastor's lack of scale in certain markets, the Akastor Group may also increase its participation in joint ventures, partnerships and similar arrangements going forward. The participation in joint ventures, partnerships and similar arrangements exposes the Akastor Group and the New Aker Solutions Group to a number of risks, including the risk that their partners may be unable to fulfil their obligations to the Akastor Group and/or the New Aker Solutions Group or its customers, or the risk that the partner conducts its business in a manner that is not compatible with the business standards or policies of the Akastor Group and the New Aker Solutions Group. Upon termination of a joint venture, the Akastor Group and the New Aker Solutions Group may not be able to adequately protect the technology and know-how developed by or provided into the joint venture, which could have an adverse effect on the Akastor Group's and the New Aker Solutions Group's business. The partners may also have a different investment strategy and could be unable or unwilling to provide the required levels of financial support or other development resources to the partnerships. Under arrangements with joint and several liabilities, the Akastor Group and/or the New Aker Solutions Group could become liable for both their own obligations and those of their partners. These circumstances could also lead to disputes and litigation with the partners or customers, any of which could have a material adverse effect on the reputation of the Akastor Group and/or the New Aker Solutions Group all of which could have a material adverse effect on the business, results of operations and financial condition of the Akastor Group and/or the New Aker Solutions Group.

In addition, the Akastor Group and the New Aker Solutions Group may participate in joint ventures and similar arrangements in which they are not the controlling partner. In these cases, there will be a limited control over the actions of the joint venture. To the extent the controlling partner makes decisions that negatively affect the joint venture or internal control problems arise within the joint venture, it could have a material adverse effect on the business, results of operations and financial condition of the Akastor Group and/or the New Aker Solutions Group.

The success of the Akastor Group and/or the New Aker Solutions Group is dependent upon their ability to hire, retain, and utilise qualified personnel.

The success of the business of the Akastor Group and/or the New Aker Solutions Group is dependent upon their ability to hire, retain and utilise qualified personnel, including engineers, architects, designers, craft personnel, and corporate management professionals who have the required experience and expertise. From time to time, it may be difficult to attract and retain qualified individuals with the expertise and in the timeframe demanded by the Akastor Group's and/or the New Aker Solutions Group's customers. In certain geographic areas, for example Brazil and West Africa and other jurisdictions with strong local content requirements, the Akastor Group and/or the New Aker Solutions Group may not be able to satisfy the demand for their services because of their inability to successfully hire and retain qualified local personnel. If the Akastor Group and/or the New Aker Solutions Group cannot attract and retain qualified personnel or effectively implement appropriate succession plans, it could have a material adverse effect on the business, results of operations and financial condition of the Akastor Group and/or the New Aker Solutions Group as the businesses of both the Akastor Group and the New Aker Solutions Group are dependent on its employees and sub-contractors creating and delivering solutions and engineering.

In addition, the cost of providing the services of the Akastor Group and/or the New Aker Solutions Group, including the extent to which the workforce is utilised, affects the profitability. For example, the uncertainty of contract award timing can present difficulties in matching the workforce size with the contracts. If an expected contract award is delayed or not received, costs could be incurred resulting from excess staff, reductions in staff, or redundancy of facilities that could have a material adverse effect on the business, results of operations and financial condition of the Akastor Group and/or the New Aker Solutions Group.

Labour interruptions could have a material adverse effect on the business, results of operation and financial condition of the Akastor Group and/or the New Aker Solutions Group.

As at 31 March 2014, the Group had approximately 22,700 own employees, of which approximately 16,100 were attributable to the New Aker Solutions Business and the remaining to the Akastor Business. In addition the Group purchases services from sub-contractors globally and as per 31 March 2014 the Group had approximately 5,300 hired-in employees in addition to its own employees, of which approximately 4,300 were attributable to the New Aker Solutions Business and the remaining to the Akastor Business. Many of the Akastor Group's and the New Aker Solutions Group's employees as well as those of their respective sub-contractors are organised in labour unions. Strikes or other labour unrest or interruptions could prevent or hinder the Akastor Group's and/or New Aker Solutions Group's services from being carried out normally. Furthermore, labour actions could affect the transportation industry or other industries on which the Akastor Group and the New Aker Solutions Group rely, which could cause delays to the Akastor Group's and the New Aker Solutions Group's provision of services. Any labour actions affecting the Akastor Group's and the New Aker Solutions Group's ability to provide services, if not resolved in a timely and cost-effective manner or compensated for under the contract with the relevant sub-contractor, could have a material adverse effect on the business, results of operations and financial condition of the Akastor Group and/or the New Aker Solutions Group.

Employee, advisor, agent, partner or sub-contractor misconduct, misconduct by third party contractors or the overall failure to comply with laws or regulations by the Akastor Group and/or the New Aker Solutions Group could negatively affect the reputation of the Akastor Group and/or the New Aker Solutions Group and weaken ability to win contracts, which could materially and adversely affect the business, operating results and financial condition of the Akastor Group and/or the New Aker Solutions Group.

Misconduct, fraud, non-compliance with applicable laws and regulations, or other improper activities by employees, advisors, agents, partners or third party contractors of the Akastor Group and/or the New Aker Solutions Group could have a material adverse effect on business and reputation of the Akastor Group and/or the New Aker Solutions Group. Such misconduct could include the failure to comply with government procurement regulations, regulations regarding the protection of classified information, regulations prohibiting bribery and other corrupt practices, regulations regarding the pricing of labour and other costs in government contracts, regulations on lobbying or similar activities, regulations pertaining to the internal controls over financial reporting, environmental, trade, export control, competition and anti-trust laws and regulations, and any other applicable laws or regulations. Failure to comply with applicable laws or regulations or other misconduct could subject the Akastor Group and/or the New Aker Solutions Group to fines and penalties, and suspension from contracting as well as cross-default consequences both in operational and financing agreements, and negatively affect the reputation of the Akastor Group and/or the New Aker Solutions Group. Any of the foregoing could weaken the Akastor Group's and/or the New Aker Solutions Group's ability to win contracts and result in reduced revenues and profits and could have a material adverse effect on the business, results of operations and financial condition of the Akastor Group and/or the New Aker Solutions Group.

The cost of implementing and following-up with appropriate control routines is also a cost that is increasing and can be expected to increase further and is thus likely to affect the results of operations of both the Akastor Group and the New Aker Solutions Group.

The outcome of claims and litigation could have a material adverse effect on the business, results of operations and financial condition of the Akastor Group and/or the New Aker Solutions Group.

The nature of the businesses of the Akastor Group and the New Aker Solutions Group sometimes results in customers, sub-contractors, co-ventures or vendors presenting claims for, among other things, recovery of costs related to certain projects. Similarly, the Akastor Group and the New Aker Solutions Group occasionally present change orders and other claims to its customers, sub-contractors, and vendors. In the event that the Akastor Group and/or the New Aker Solutions Group fail to document properly the nature of the claims and change orders or protect itself against claims, or are otherwise unsuccessful in negotiating reasonable settlements with its customers, sub-contractors, or vendors, the Akastor Group and/or the New Aker Solutions Group could incur cost overruns, reduced profits or, in some cases, a loss of a project or a service contract. Additionally, irrespective of how well the nature of the claims and change orders is documented, the cost to pursue and defend claims and change orders can be significant.

The Akastor Group and the New Aker Solutions Group are parties to litigation in their normal course of business; see Section 4.13 "Presentation of Akastor—Legal and Arbitration Proceedings Relating to the Akastor Business" and Section 5.9 "Presentation of New Aker Solutions—Legal and Arbitration Proceedings Relating to the New Aker Solutions Business". Any claims against the Akastor Group and/or the New Aker Solutions Group could result in professional liability, product liability, criminal liability, warranty obligations, and other liabilities that, to the extent it is not adequately insured against a loss or the insurer fails to provide coverage, have a material adverse effect on the business, results of operations and financial condition of the Akastor Group and/or the New Aker Solutions Group.

The Akastor Group and/or the New Aker Solutions Group may be unable to meet its funding needs as they arise which could have a material adverse effect on the business, results of operations and financial condition of the Akastor Group and/or the New Aker Solutions Group.

The existing NOK 6,000 million and Euro 270 million (originally Euro 400 million) credit facilities of the Group will be refinanced in conjunction with the Demerger. For this purpose a new NOK 4,000 million credit facility agreement for the New Aker Solutions Group as well as new NOK 4,500 million credit facilities agreement for the Akastor Group were entered into on 3 July 2014. The NOK 1,500 million and NOK 1,000 million bond loans issued by the Company will be transferred to New Aker Solutions as part of the Demerger. For a discussion of this refinancing, see Section 4.8 "Presentation of Akastor—Refinancing of Existing Borrowing Arrangements in Conjunction with the Demerger" and Section 4.7 "Presentation of New Aker Solutions—Capital Resources".

In the future, the Akastor Group and/or the New Aker Solutions Group may be unable to raise sufficient funds through public or private financing and/or other arrangements to meet its on-going or future capital and operating expenditure needs. Similarly, the Akastor Group and/or the New Aker Solutions Group may be unable to obtain such funding as required to implement their growth strategies or take advantage of opportunities for acquisitions, joint ventures or other business opportunities. Negative development in revenues or profitability or any unforeseen liabilities, changes in the timing for tax payments or for the payment of accounts payable for the Akastor Group and/or the New Aker Solutions Group may lead to a strained liquidity and working capital position and the potential need for additional funding through equity financing, debt financing or other means.

There can be no assurance that required funding will be available on sufficiently attractive terms. Furthermore, any debt financing, if available, may (as the current financing of the Group and the new financing for both the New Aker Solutions Group and the Akastor Group) involve restrictive covenants. In addition, adverse developments in the credit markets or other future adverse developments, such as further deterioration of the overall financial markets or worsening of general economic conditions or adverse developments in the Akastor Group's and/or the New Aker Solutions Group's operating results and factors that affect such results, could affect Akastor Group's and/or the New Aker Solutions Group's ability to borrow additional funds as well as the cost and other terms of funding.

If the financing available to the Akastor Group and/or the New Aker Solutions Group is insufficient to meet their financing needs, the Akastor Group and/or the New Aker Solutions Group may be forced to reduce or delay capital expenditures, sell assets or businesses at unanticipated times and/or at unfavourable prices or other terms, seek additional equity capital or restructure or refinance its debt. There can be no assurance that such measures would be successful or adequate to meet the Akastor Group's and/or the New Aker Solutions Group's financing needs or would not result in the Akastor Group and/or the New Aker Solutions Group being placed in less competitive positions.

The Akastor Group and/or the New Aker Solutions Group are exposed to currency risk which could have a material adverse effect on the business, results of operations and financial condition of the Akastor Group and/or the New Aker Solutions Group.

The Akastor Group and the New Aker Solutions Group operate globally and are (like most of their competitors) exposed to currency risk on commercial transactions, assets and liabilities and investments in foreign operations. Commercial transactions and assets and liabilities are subject to currency risk when payments are denominated in a currency other than the respective functional currency of the relevant Group company.

The Company believes that the primary currency-related risk of the Akastor Group and the New Aker Solutions Group is, and will continue to be, the risk of reduced competitiveness for non-Norwegian Krone denominated contracts in case of a strengthening of the NOK against the U.S. dollar ("**USD**"), Euro and British Pound Sterling ("**GBP**"). If the Akastor Group and/or the New Aker Solutions Group are unable to compete effectively on price when bidding for contracts, their market positions could be negatively affected which could have a material adverse effect on their business, results of operations and financial condition. In addition the Group has certain currency risk related to the repatriation of funds from certain countries such as Angola, see further description of this risk under Section 1.2 "Risk Factors—Risks Relating to the Industry of the Group" above.

The Group's policy requires group companies to hedge their entire currency risk exposure in any project using forward contracts and currency options at contract award. Pursuant to the policies, variation orders must be hedged as soon as received and recognised in the project. However, there can be no assurance that any hedging policies or strategies adopted by the Akastor Group and the New Aker Solutions Group are or will be effective or that they will be followed in all respects.

The Group's corporate treasury department manages internal exposures by entering into forward contracts and/or currency options. Currency exposure from investments in foreign currencies is only hedged when specifically instructed by management. Dividend or return on capital invested is hedged when decisions are made to make payments. For segment reporting purposes, each business unit of the Group designates all currency hedge contracts with the corporate treasury department as fair value hedges or cash flow hedges. External foreign exchange contracts are designated at the Group level as hedges of currency risk on a gross basis, and more than approximately 80 per cent of these hedges qualify for hedge accounting or they are embedded derivatives. When hedges do not qualify for hedge accounting in the external reporting, a correction is performed at Group level and is included in the ”unallocated” part of the segment reporting. The principal and interest amounts of the Group’s non-current borrowings are denominated in currencies that match the cash flows generated by the Group companies holding the loans, primarily NOK, but also GBP, Euro and U.S. dollar. This provides an economic hedge without entering into any derivatives. As of 31 December 2013, the Group’s net exposure to U.S. dollar was positive with USD 6 million; net exposure to Euro was positive with Euro 1 million. The net exposure is managed by the Group’s corporate treasury department that is allowed to hold positions within an approved trading mandate. For further information on the Group’s hedging policy, currency exposure and sensitivity analysis, see note 6 to the Annual Financial Statements for the Group as of and for the year ended 31 December 2013.

Under the separation arrangements agreed between entities within the Akastor Group and entities within the New Aker Solutions Group – see Section 3.8 “The Demerger—Separation Arrangements Relating to the Demerger” – existing currency hedging arrangements pertaining to the New Aker Solutions Business shall be settled as of consummation of the Demerger.

Following consummation of the Demerger, it is expected that the hedging policy of the Akastor Group and the New Aker Solutions Group will be similar to that of the Existing Aker Solutions Group as of the date of this Information Memorandum.

Interest rate fluctuations could affect the profitability, earnings and cash flow of the Akastor Group and the New Aker Solutions Group.

Borrowings issued at variable rates expose the Akastor Group and the New Aker Solutions Group to cash flow interest rate risk. Borrowings issued at fixed rates expose the Akastor Group and the New Aker Solutions Group to fair value interest rate risk. Such movements in interest rates could affect the business, results of operations, financial position and cash flows of the Akastor Group and the New Aker Solutions Group.

The policy of the Existing Aker Solutions Group has been to maintain approximately 30-50 per cent of its borrowings in fixed rate instruments using interest rate swaps to achieve this when necessary, and it is expected that this also will be the policy of the Akastor Group and the New Aker Solutions Group following consummation of the Demerger.

As of 31 March 2014, 67 per cent of the Group’s NOK 4,400 million in bonds issued were fixed for the duration of these bond loans through interest rate swaps. As further discussed in Section 4.8 “Presentation of Akastor - Refinancing of Existing Borrowing Arrangements in Conjunction with the Demerger” the NOK 6,000 million and Euro 270 million (originally Euro 400 million) existing credit facilities of the Group is intended to be refinanced, and new credit facilities for each of the Akastor Group and the New Aker Solutions Group are expected to be entered into, in conjunction with the Demerger.

For floating rate debt, changes in market interest rates and interest margins would affect the current interest expenses and future refinancing costs of the Existing Aker Solutions Group as well as the Akastor Group and the New Aker Solutions Group. Where the relevant group has swapped a floating rate to a fixed rate using derivative financial instruments, that group could be required to pay interest at a higher rate than the then prevailing market interest rate or could incur the expenses of the hedging transaction without receiving any benefit if market interest rates drop below the fixed interest rate pursuant to the derivative financial instrument. Furthermore, the default of a counterparty to any of the hedges or the early termination of any hedging transaction could lead to increased costs or the loss of the planned protective mechanism. In addition, the Existing Aker Solutions Group as well as the Akastor Group and the New Aker Solutions Group could be unable to use hedging instruments in line with its hedging strategy or could incur increased costs, or not be able to hedge at all, due to the conditions in the financial markets, the financial situation of the relevant group, especially its level of indebtedness, that group’s credit ratings, or other factors. There can be no assurance that the Akastor Group and/or the New Aker Solutions Group will be able to hedge its exposure to fluctuations in interest rates in line with its policy or that any hedging policy will mitigate the adverse effects of interest rate fluctuations on its results of operations and financial condition.

The insurance coverage of the Akastor Group and the New Aker Solutions Group may not provide sufficient funds to protect the Akastor Group and/or the New Aker Solutions Group from all liabilities that could result from their operations.

The Akastor Group and the New Aker Solutions Group maintain insurance policies to protect their core businesses against loss and/or liability to third parties.

Risks insured generally include loss or damage to physical assets (buildings, plants, equipment and work in progress) and business interruption resulting therefrom, bodily injury to and death of employees, and third party liabilities. There are certain types of losses that generally are not insured because they are either uninsurable or not economically insurable, such as losses occasioned by wilful misconduct, criminal acts, fines and penalties and various perils associated with war and terrorism. In addition, most of the insurance policies of the Akastor Group and the New Aker Solutions Group provide for limitations on the maximum amounts that may be recovered for any one loss event, any series of losses and in aggregate over any specified period of time, and recovery is generally dependent on the insured first making payment of the appropriate excess or deductible, and that the maximum limitation amount has not already been exhausted. As long as the current insurance policies are in place, there is also a risk for the New Aker Solutions Group that companies within the Akastor Group exhausts the amount available under the insurance policies and vice versa, see further information under Section 3.8 "The Demerger—Separation Arrangements Relating to the Demerger—Insurance". The business, results of operations and financial condition of the Akastor Group and/or the New Aker Solutions could be materially and adversely affected in the event of an uninsured loss, a loss that exceeds insured limits, or a succession of such losses.

The operations of the Akastor Group and the New Aker Solutions Group are subject to a significant number of tax regimes, and changes in legislation or regulations in any one of the countries in which they operate could have a material adverse effect on the business results of operations and financial condition of the Akastor Group and the New Aker Solutions Group.

The operations of the Akastor Group and the New Aker Solutions Group are carried out in several countries across the world, and their tax filings are therefore subject to the jurisdiction of a significant number of tax authorities and tax regimes, as well as cross-border tax treaties between governments. Further, the nature of the operations of the Akastor Group and the New Aker Solutions Group means that the Akastor Group and the New Aker Solutions Group routinely have to deal with complex tax issues (such as transfer pricing, permanent establishment or similar issues) as well as competing and developing tax systems where tax treaties may not exist or where the legislative framework is unclear and/or subject to change without pre-warning or transitional regulations. Moreover, where project work are partly undertaken in the jurisdiction in which the project deliverables are delivered to the customer and partly in other jurisdictions (which is the case for many of the projects of the Akastor Group and the New Aker Solutions Group), there may be uncertainties, and risks associated with, as to whether and to what extent income from that project is taxable in the jurisdiction in which the project deliverables are delivered to the customer; subjecting the Akastor Group and/or the New Aker Solutions Group to the risk of double taxation and/or unexpected tax liabilities and/or penalties. In addition, the global operations of the Akastor Group and the New Aker Solutions Group are taxed on a basis that vary from country to country, including net profit, deemed net profit (generally based on turnover) and revenue based withholding taxes based on turnover. The management of the Akastor Group and the New Aker Solutions Group determines its tax provision based on its interpretation of enacted local tax laws and existing practices and uses assumptions regarding the tax deductibility of items and recognition of revenue. Changes in applicable legislation or regulations, or the above-mentioned assumptions and practices could affect the amount of income taxes that the Akastor Group and/or the New Aker Solutions Group provide for in any given year and could have a material adverse effect on the business, results of operations and financial condition of the Akastor Group and/or the New Aker Solutions Group.

Significant judgment is required in determining the Akastor Group's and the New Aker Solutions Group's worldwide provision for direct and indirect taxes and there are many transactions and calculations where the ultimate direct and indirect tax determination is uncertain. The Akastor Group and the New Aker Solutions Group also engage in a significant number of intra-group transactions between legal entities in different jurisdictions and, although management believes that the Akastor Group and the New Aker Solutions Group follow generally accepted transfer pricing practices, the Akastor Group's and the New Aker Solutions Group's interpretation may be challenged. Further, due to the global scale of the Akastor Group's and the New Aker Solutions Group's operations, the Group earns a significant part of its income from operations outside of Norway. The repatriations of funds from jurisdictions outside of Norway does not currently have a material effect on the effective tax rate for the Group; however, changes in tax legislation in jurisdictions outside of Norway in the future could lead to a higher effective tax rate for the Group.

From time to time, the Akastor Group's and the New Aker Solutions Group's local tax filings have been, and will continue to be, audited by local tax authorities. As with all businesses, it is possible that governmental authorities will question the Akastor Group's and the New Aker Solutions Group's tax policies and seek to impose additional or increased taxes on the Group, and the final determination of tax audits and any related litigation could be materially different from the Group's historical direct and indirect tax provisions and accruals. Further, local tax rules and interpretations of tax rules in different jurisdictions regularly change from time to time, and any changes may be implemented with retroactive effect. A change in tax rules or interpretation of tax rules in one or more jurisdictions in which the Akastor Group and the New Aker Solutions Group operate may also increase the Group's overall effective tax rate or its results of operations could otherwise be materially adversely affected.

Should any of the risks described above materialise as a result of changes in Norwegian or foreign direct or indirect tax laws or compliance requirements, the practical interpretation and administration thereof, including in respect to market practices, or otherwise, it could have a material adverse effect on the business, results of operations and financial condition of the Akastor Group and the New Aker Solutions Group.

1.4 Risks Relating to the Akastor Shares and the New Aker Solutions Shares

The price of the shares may fluctuate significantly.

The trading price of the Akastor Shares and the New Aker Solutions Shares could fluctuate significantly in response to a number of factors beyond the control of these companies, including quarterly variations in operating results, adverse business developments, changes in financial estimates and investment recommendations or ratings by securities analysts, announcements by competitors of new product and service offerings, significant contracts, acquisitions or strategic relationships, publicity about their products and services or their competitors, lawsuits, unforeseen liabilities, changes to the regulatory environment or general market conditions.

In recent years, the stock market has experienced significant price and volume fluctuations. This volatility has had a significant effect on the market price of securities issued by many companies, including companies in the same industry as the Group. Those changes may occur without regard to the operating performance of these companies. The price of the Akastor Shares and the New Aker Solutions Shares may therefore fluctuate based upon factors that have little or nothing to do with these companies, and these fluctuations may materially affect the price of their shares.

Future sales of shares may depress the share price.

The market price of the Akastor Shares and the New Aker Solutions Shares could decline as a result of sales of a large number of shares in the market or the perception that these sales could occur. See Section 1.1 "Risk Factors—Risks Relating to the Demerger" for a discussion of the risks of selling pressure of the New Aker Solutions Shares and/or the Akastor Shares in connection with admission to trading of the New Aker Solutions Shares on the Oslo Stock Exchange and consummation of the Demerger.

Future issuances of shares or other securities may dilute the holdings of shareholders and could materially affect the share price.

It is possible that Akastor and/or New Aker Solutions may in the future decide to offer shares or other securities in order to finance new capital-intensive projects, in connection with unanticipated liabilities or expenses or for any other purposes. Any such offering could reduce the proportionate ownership and voting interests of holders of shares, as well as the earnings per share and the net asset value per share, and any offering could have a material adverse effect on the market price of the shares.

Investors may not be able to exercise their voting rights for shares registered in a nominee account.

Beneficial owners of shares in Akastor and/or New Aker Solutions that are registered in a nominee account (such as through brokers, dealers or other third parties) may not be able to vote for such shares unless their ownership is re-registered in their names with the VPS prior to general meetings in these companies. No guarantees can be made as to whether beneficial owners of the shares will receive the notice of a general meeting in time to instruct their nominees to either effect a re-registration of their shares or otherwise vote for their shares in the manner desired by such beneficial owners.

Shareholders outside of Norway are subject to exchange rate risk.

The Existing Aker Solutions Shares are, and the New Aker Solutions Shares will be, priced in NOK, and any future payments of dividends on the shares will be denominated in NOK. Accordingly, any investor outside Norway is subject to adverse movements in the NOK against their local currency, as the foreign currency equivalent of any dividends paid on the shares or price received in connection with any sale of the shares could be materially adversely affected.

2 RESPONSIBILITY STATEMENT

This responsibility statement is given pursuant to Section 3.5.2.2 in the Continuing Obligations.

The Board of Directors of Aker Solutions ASA accepts responsibility for the information contained in this Information Memorandum. The members of the Board of Directors confirm that, to the best of their knowledge and after having taken all reasonable care to ensure that such is the case, the information contained in this Information Memorandum is in accordance with the facts and contains no omissions likely to affect the import of this Information Memorandum.

11 July 2014

The Board of Directors of Aker Solutions ASA

Øyvind Eriksen (Chairman)
Stuart Ferguson (Deputy Chairman)
Kjell Inge Røkke (Board Member)
Sarah Ryan (Board Member)
Anne Drinkwater (Board Member)
Lone Fønss Schrøder (Board Member)
Koosum Kalyan (Board Member)
Åsmund Knutsen (Board Member)
Atle Teigland (Board Member)
Arild Håvik (Board Member)
Hilde Karlsen (Board Member)

3 THE DEMERGER

This Section provides information on the background and reasons for the proposed Demerger, certain technical aspects of the proposed Demerger, summaries of certain provisions of the Demerger Plan, as well as a discussion of certain related separation arrangements and other services agreements entered into or to be entered into in conjunction with the proposed Demerger. This summary is qualified in its entirety by the Demerger Plan which is included in this Information Memorandum as Appendix A.

3.1 Background and Reasons for the Demerger

Following an extensive strategy process initiated in 2010, the Company's Board of Directors has made continuous efforts to realize synergies, position the Company for growth, including in new markets, maintain and strengthen customer relationships, achieve operational excellence and develop the business. As part of the process to improve operations, steps have been taken to sharpen the focus on core businesses and obtain synergies by, among other things, divesting businesses where the growth and synergies potential within the Group were deemed limited:

- The divestment of a significant part of the Process & Construction (P&C) business area in February 2011 was an important milestone for the implementation of the new strategy.

- The sale of a substantial part of the Aker Marine Contractors AS business to the Singapore-listed company Ezra Holdings Ltd. in March 2011 in exchange for equity instruments in Ezra Holdings Ltd. and cash. After this transaction, the Group was no longer operationally involved in the Subsea Umbilicals Riser Flow-lines (*SURF*) installation business. This transaction included the sale of 50 per cent of the Group's ownership in the *AMC Connector* installation vessel, and long-term charters for the deepwater construction and installation vessels, *Boa Deep C* and *Boa Sub C*. With the sale of the remaining share in the *AMC Connector* vessel to Ocean Yield in 2012, the Group's work in the marine contracting business ended.

- Through the demerger and listing of Kværner as a separate entity on the Oslo Stock Exchange in July 2011, the contracting and construction part of the Group's field development business was transferred to Kværner, further sharpening the focus and also reducing the risk in the Group's contracting business (Kværner) and the Engineering business (Existing Aker Solutions).

- Existing Aker Solutions divested its Well Intervention Services (WIS) and Mooring and Loading Systems (MLS) businesses in January 2014 to further streamline the Group's business.

During the same period (2010-2014) the Group has also acquired businesses with technologies, capacity and market positions to support its core businesses, (See description in Section 4.1 "Presentation of the Company—Introduction to and History of the Existing Aker Solutions Group" below).

As a further step in the Group's portfolio strategy and in order to speed up the process of streamlining the main business areas in order to realize their full industrial and return potential, the Board of Directors has proposed to split the Company by way of the Demerger into two new companies, Akastor and New Aker Solutions. This split is expected to have operational and industrial benefits for both Akastor and New Aker Solutions as it will give both businesses more management attention and reduce internal competition for resources and capital.

Before deciding on the allocation of businesses between the two new companies, extensive internal discussions and analyses were carried out based on lessons learned within the Group in the recent years. The aim has been to optimize the foundation for further growth and development of each of the two new companies.

The following factors have been decisive for which of the two new companies a business should be placed with:

- **Customers**: the customers of New Aker Solutions are predominantly oil exploration and production companies while the Akastor Business is to a large extent directed towards offshore yards and other oil service companies.

- **Market drivers**: the New Aker Solutions Business has traditionally been and is expected to continue to be based on stable, long-term growth in field developments, while the Akastor Businesses are more cyclical, with newbuild rig orders driving an important part of the Drilling Technologies business (to be renamed MHWirth).

- **Technology**: the New Aker Solutions' business areas will be centred around subsea technology and field design. The business areas Subsea ("**SUB**"), Engineering ("**ENG**") and Maintenance, Modifications and Operations ("**MMO**") are interlinked through the Subsea Factory operations while Akastor will mainly deliver topside and onshore technology.

- **Capital intensity**: the streamlined and developed character of the New Aker Solutions Business places it on the low to medium part of the capital-intensity scale, while the investment and development requirement of the Akastor Business makes it more capital intensive.

- **Investment needs**: there is limited need for new, large investments in the New Aker Solutions Business as its business is generally quite developed and focused on organic growth. By contrast Akastor will need capital investments for most of its businesses in the early development phase.

In summary, the split of the Company is expected to lead to reduced costs and complexity and to better position the businesses of the Group to meet the needs of customers in an increasingly competitive global energy industry.

Placing SUB, Umbilicals ("**UMB**"), ENG and MMO together in New Aker Solutions will create a more strategically aligned company under the Aker Solutions name. New Aker Solutions will have a narrower focus and deeper synergies. This is expected to strengthen its leading position in subsea technology and state-of-the-art offshore field design.

The other business areas, including Drilling Technologies (to be renamed MHWirth), Aker Oilfield Services (to be renamed AKOFS Offshore), Surface (to be renamed KOP Surface Products) and Process Systems (to be renamed Fjords Processing), will be developed independently as part of the new oil services investment company, Akastor. The business areas to be placed in Akastor have significant operational, technological and commercial differences, so they will have greater operational and strategic freedom to develop individually within Akastor through organic growth and transactions.

The split of the Company will take place as a spinoff, by way of a demerger, of the businesses that will form New Aker Solutions. Both New Aker Solutions and Akastor will be listed on the Oslo Stock Exchange.

3.2 Legal Basis for the Demerger

The Demerger will be carried out pursuant to Chapter 14 of the Norwegian Public Limited Liability Companies Act.

Under Norwegian law, a demerger is the transfer of part of the assets, rights and liabilities of a company (the transferor company) to a newly formed or pre-existing company (the transferee company) based on the principle of continuity, against consideration in the form of shares of the transferee company issued to the holders of shares in the transferor company.

3.3 Allocation of Assets, Rights and Liabilities in the Demerger

In the Demerger, the assets, rights and liabilities primarily relating to the New Aker Solutions Business will be transferred to Aker Solutions Holding ASA. The New Aker Solutions Business is further discussed in Section 5 "Presentation of New Aker Solutions—The Business of the New Aker Solutions Group After Consummation of the Demerger".

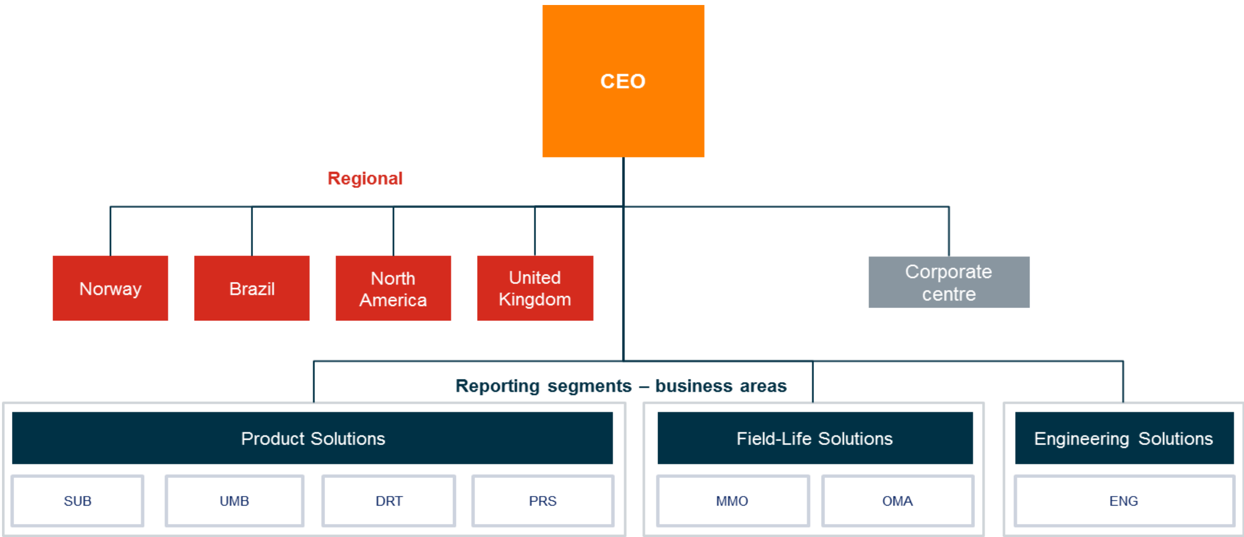
The New Aker Solutions Business primarily includes the Existing Aker Solutions Group's:

- activities within its former Product Solutions reporting segment, including its Subsea (SUB) and Umbilicals (UMB) business areas, while Drilling Technologies (DRT) (to be renamed MHWirth), Process Systems (PRS) (to be renamed Fjords Processing) and Surface (SURF) (to be renamed KOP Surface Products) business areas will be in Akastor;

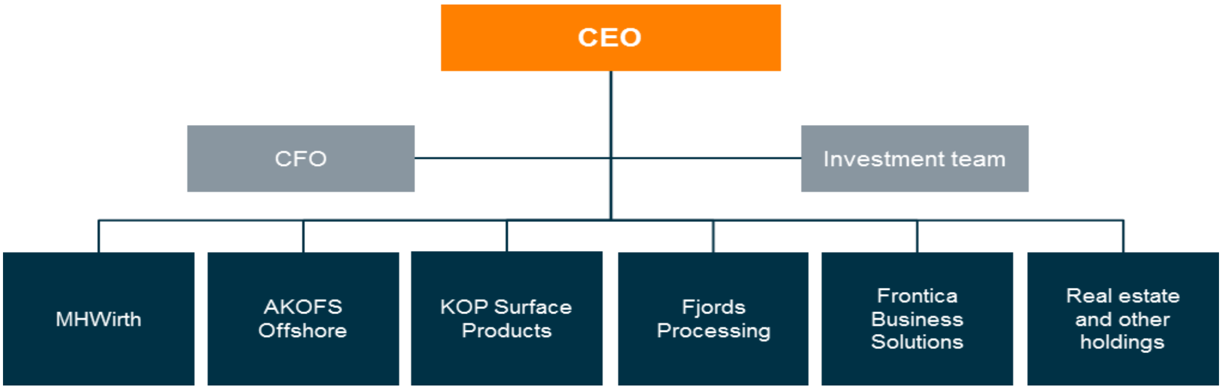
- activities within its former Engineering Solutions reporting segment; and

- business area Maintenance, Modifications and Operations (MMO) forming part of its former Field-Life Solutions reporting segment. The Oilfield Services and Marine Assets (OMA) business area within Field-Life Solutions will be a part of Akastor.

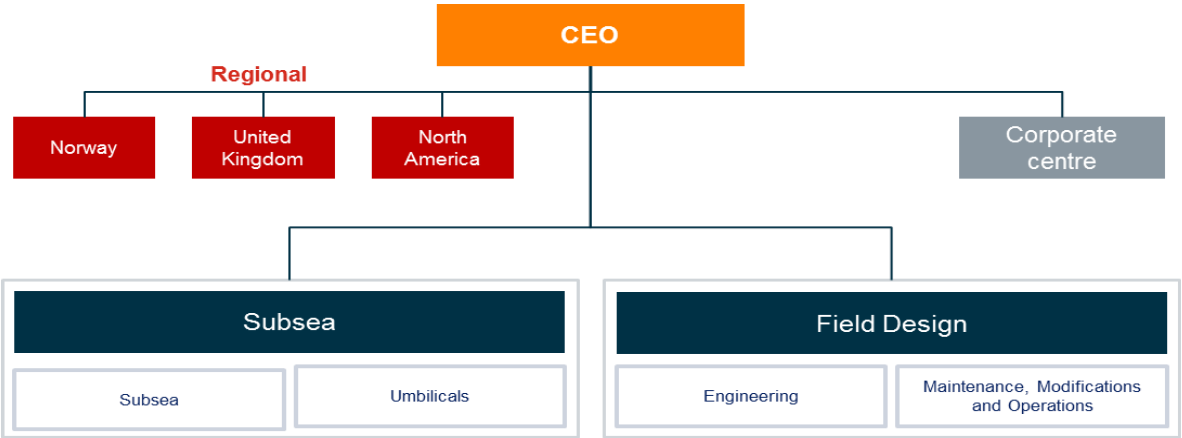
The reporting structure of the Existing Aker Solutions Group is further described in Section 4.2 "Presentation of the Company—The Business of the Group Prior to Consummation of the Demerger" and can be summarised as follows:



The reporting structure of Akastor will be as follows:



The reporting structure of New Aker Solutions will be as follows:



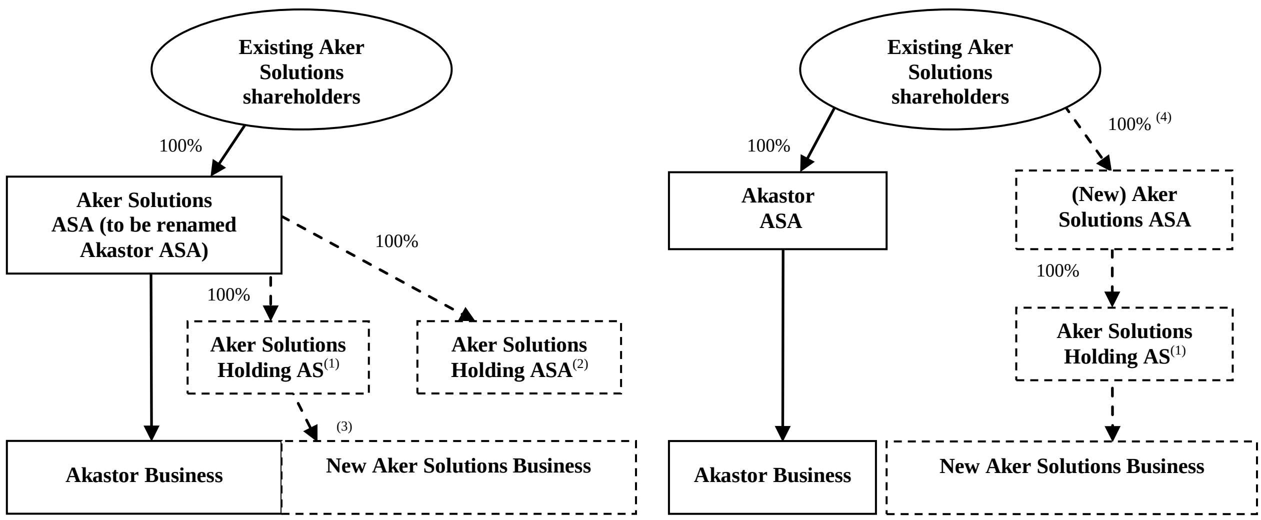
Within New Aker Solutions the businesses will, as illustrated above, be divided between Subsea (consisting of the business areas SUB and UMB) and Field Design (consisting of the business areas ENG and MMO) as two new reporting segments. In connection with the Demerger, a number of intra group transactions have been or will be effected in order to structure the Company's ownership of the New Aker Solutions Business under a separate sub-group within the Group. As a result of such transactions, Aker Solutions Holding AS – a wholly owned subsidiary of Existing Aker Solutions ASA as of the date of this Information Memorandum – will prior to consummation of the Demerger be the holding company within the Group owning the New Aker Solutions Business.

Upon consummation of the Demerger, the New Aker Solutions Business that is then organised under Aker Solutions Holding AS will be transferred to Aker Solutions Holding ASA. Accordingly, the principal asset to be allocated to Aker Solutions Holding ASA in the Demerger is the shares in Aker Solutions Holding AS. In addition, and as further described in Clause 3.1 of the Demerger Plan, Aker Solutions Holding ASA will in the Demerger acquire, inter alia, all receivables outstanding from and debts outstanding to subsidiaries that will form part of the New Aker Solutions Business upon consummation of the Demerger; all foreign exchange positions against subsidiaries that will form part of the New Aker Solutions Business, as well as the economic interest in external foreign exchange positions directly relating to subsidiaries that will form part of the New Aker Solutions Business and will assume the external bond debt of NOK 2,500 million, certain liabilities under parent company guarantees and other guarantees issued in favour of New Aker Solutions as well as any other off-balance sheet obligations primarily relating to the New Aker Solutions Business, whether known, unknown, conditional or unconditional.

A receivable in the amount of NOK 3,000,000,000 shall be established upon the Demerger entering into effect, which receivable shall be owing from New Aker Solutions to Akastor. Such receivable shall fall due for payment immediately after the Demerger enters into effect.

The effect of the Demerger, and the related transactions to be completed prior to consummation of the Demerger, is illustrated below in simplified form:

Prior to the Demerger **After the Demerger**



---

(1) The principal asset to be allocated to Aker Solutions Holding ASA in the Demerger is the shares in Aker Solutions Holding AS.

(2) Aker Solutions Holding ASA (to be renamed Aker Solutions ASA) was incorporated on 23 May 2014 by Aker Solutions ASA (to be renamed Akastor ASA), solely for the purpose of the Demerger. Aker Solutions Holding ASA will have no subsidiaries or operational activity prior to consummation of the Demerger.

(3) As a result of a number of intra group transactions prior to consummation of the Demerger, Aker Solutions Holding AS will be the company within the Group owning the New Aker Solutions Business at the time of completion of the Demerger.

(4) Shareholders of Aker Solutions ASA (to be renamed Akastor ASA) as of the Cut-Off Date, as such shareholders appear in the VPS as of the Record Date, will receive Consideration Shares in Aker Solutions Holding ASA (to be renamed Aker Solutions ASA). No Consideration Shares will be issued for the Company's treasury shares, and the Company's existing shares in Aker Solutions Holding ASA will be redeemed simultaneously with issuance of the Consideration Shares. See Section 3.4 "The Demerger—Share Split Ratio; Issuance of Consideration Shares".

The intra group transactions effected, or to be effected, to separate the New Aker Solutions Business from the business to be retained by Akastor will mainly be completed by transfer of shares in wholly and partly owned companies by entities within the Akastor Group to Aker Solutions Holding AS or subsidiaries of Aker Solutions Holding AS. The main part of such share transfers will be completed by a demerger of Aker Solutions AS where Aker Solutions Holding AS is the transferee company.

As part of the separation, a demerger of each of Aker Subsea AS, Aker Solutions MMO AS and Aker Egersund AS is also contemplated in order to separate the New Aker Solutions Business and the Akastor Business carried out in the said entities.

Certain asset transactions will also be completed in order to separate certain assets, rights, obligations and liabilities related to the Akastor Group from companies that will be part of the New Aker Solutions Group, mainly in Brazil, the US, Malaysia and Nigeria. In addition, certain asset transactions will be completed in order to separate certain assets, rights, obligations and liabilities related to the New Aker Solutions Business from companies within the Akastor Group, the main transaction being in Canada.

As consideration for the shares and assets transferred by way of demergers, the shareholders of the transferor companies will receive increased par value of existing shares or new shares in the respective transferee companies. The consideration for the other transactions will mainly be cash payments or receivables.

In addition, a number of other arrangements, including agreements for provision of transitional services and other more permanent services following consummation of the Demerger and certain other cooperation agreements, have been or will be entered into to ensure inter alia that the New Aker Solutions Group acquires the benefit and value of, as well as the liabilities associated with, the New Aker Solutions Business and that the reliance of the New Aker Solutions Business on services provided to it by the Akastor Group and the reliance of the Akastor Business on services provided by the New Aker Solutions Group is reduced in a timely and orderly fashion. See Section 3.8 “The Demerger—Separation Arrangements Relating to the Demerger”.

See Appendix A (The Demerger Plan) for further information on the allocation of assets, rights and liabilities under the Demerger Plan; Section 5.2 “Presentation of New Aker Solutions—The Business of the New Aker Solutions Group After Consummation of the Demerger” for further information on the New Aker Solutions Business; Section 4.3 “Presentation of Akastor—The Business of the Akastor Group After Consummation of the Demerger” for further information on the business to be retained by the Akastor Group; and Appendix C (Legal Structure) for illustrations of the legal structure of the Akastor Group and the New Aker Solutions Group, respectively, after consummation of the Demerger.

All intra-group transactions carried out or to be carried out as preparation for the Demerger have been or will be concluded on an “as is” basis with no or only very limited recourse to the respective selling entities for unknown liabilities and legacy issues.

3.4 Share Split Ratio; Issuance of Consideration Shares

For a demerger to be effected on a tax-free basis under Norwegian law, the share capital of the transferor company must be split between the transferor company and the transferee company. The split must be proportional to the relative net values allocated to each of the transferor and the transferee company.

In light of this requirement the Company has, as further described in appendix 1.5 to the Demerger Plan, ordered a fair value report from Ernst & Young AS, Transaction Advisory Services (“**EY**”) for the purpose of the Demerger. EY’s assignment has been to value the assets, rights and liabilities to be transferred to New Aker Solutions in the Demerger.

In its report, EY has presented individual valuations of:

- Entities and business content to be carved out or demerged from various group subsidiaries prior to the demergers of Aker Solutions AS and Aker Solutions ASA (i.e. Existing Aker Solutions);

- Entities which will trigger stamp duty or similar taxation upon the Demerger; and

- Each business area of the Existing Aker Solutions Group.

EY has performed the valuation of the Existing Aker Solutions Group by calculating the total enterprise value of all business areas of the Group, deducting net liabilities and similar items and adding the value of non-operational assets. Thereafter, the enterprise value of each business area has been compared to the valuations of individual companies within the relevant business area. Further, EY has estimated the equity value of the Group, and compared such estimate to the market value of the total equity of Aker Solutions ASA. EY has performed a discounted cash flow (DCF) analysis for those businesses and assets which according to the business plan generate a cash flow that enables such a valuation to be carried out. Other businesses and assets are valued at book value or replacement cost. The EY valuations for the period 2014-2019 are based on a combination of existing business plans, discussions with senior executives, historical figures (2011-2013), general market knowledge and trends. For 2020-2025, EY has stipulated revenue figures, EBITDA margins, net working capital, capex, depreciation and amortisation for the relevant businesses.

The fair value indication issued by Ernst & Young AS indicated a total equity value of NOK 30.353 billion with an equity value of NOK 19.675 billion of the assets, rights and liabilities to be transferred to New Aker Solutions in the Demerger. The Company compared Ernst & Young AS' fair value indication to its internal valuations, and concluded it was a reasonable valuation, made in accordance with customary valuation methodologies used in the financial community. On this basis, the Boards of Directors of the Company and New Aker Solutions determined an allocation of Existing Aker Solutions' share capital – after deduction of the aggregate par value of the Company's treasury shares (for which no Consideration Shares will be issued) – in the Demerger such that 35.2 per cent of that share capital would be allocated to Akastor and 64.8 per cent to New Aker Solutions; giving a share split ratio of 35.2:64.8.

In the Demerger, New Aker Solutions will issue one Consideration Share for each outstanding Share in the Company (other than the Company's treasury shares), as demerger consideration. The Consideration Shares will be distributed on a pro rata basis to shareholders of the Company as of expiry of the date of registration of consummation of the Demerger with the Norwegian Register of Business Enterprises (Nw. *Foretaksregisteret*) (Cut-Off Date) — as such shareholders appear in the shareholders register of the Company with the VPS as of the third trading day thereafter (Record Date). Registration of consummation of the Demerger with the Norwegian Register of Business Enterprises is expected to occur after close of business on or about 26 September 2014, and on this basis the Cut-Off Date is expected to be on 26 September 2014 and the Record Date is expected to be on or about 2 October 2014; see Section 3.14 "The Demerger—Timetable for the Demerger".

The Demerger will result in the split of the share capital of the Company through a reduction of the par value of each Existing Aker Solutions Share simultaneously with the issuance of one new Consideration Share in New Aker Solutions for each outstanding Existing Aker Solutions Share (other than the Company's treasury shares). Consistent with the above-described relative valuations of the assets, rights and liabilities allocated to each of Akastor and New Aker Solutions in the Demerger, the par value of each Existing Aker Solutions Share will be reduced by NOK 1.068 from NOK 1.66 to NOK 0.592 while the par value of each Consideration Share in New Aker Solutions will be NOK 1.08. This will be accomplished in the following manner:

- Existing Aker Solutions (to be renamed Akastor ASA) share capital will be reduced by NOK 292,632,000 (from NOK 454,840,000 to NOK 162,208,000), by means of a reduction of the par value of each Existing Aker Solutions Share from NOK 1.66 to NOK 0.592.

- Simultaneously with the reduction in Existing Aker Solutions' share capital, New Aker Solutions share capital will be (i) reduced from NOK 1,000,000 to zero with by redeeming all existing shares and distribution of the reduction amount to Akastor, and (ii) be increased by NOK 293,807,940.12 (from zero to NOK 293,807,940.12) through the issuance to eligible Existing Aker Solutions shareholders of 272,044,389 Consideration Shares in New Aker Solutions, each with a par value of NOK 1.08, in the ratio of one Consideration Share for each Existing Aker Solutions Share.

The Consideration Shares to be issued in the Demerger will correspond to 100 per cent of the shares in issue in New Aker Solutions upon consummation of the Demerger. However, no Consideration Shares will – in accordance with the Norwegian Public Limited Liability Companies Act – be issued to the Company with respect to any treasury shares held by it in connection with the Demerger.

3.5 Conditions to Consummation of the Demerger

Under the terms of the Demerger Plan, consummation of the Demerger is subject to the satisfaction of the following conditions:

- The Demerger Plan shall have been approved by the General Meetings of the Company and New Aker Solutions to be held on 12 August 2014.

- All intra group transactions which are specified in Clause 2.3 of the Demerger Plan shall have been completed, unless the Boards of Directors of the Company and New Aker Solutions conclude that the failure to complete such transactions will not have a material adverse effect on either of the companies after having taken into consideration any compensatory arrangements which may be agreed to in this respect. As far as the internal transfers of undertakings in Brazil are concerned, the Company and New Aker Solutions have agreed that the Demerger can be consummated, provided that an agreement has been concluded prior to the consummation of the Demerger to ensure that the relevant parts of the Brazil operations can be transferred to the Akastor Group within a reasonable period of time thereafter, to secure the intended allocation of net values upon implementation of the Demerger, and which regulates the running of the Brazil operations during the period from implementation of the Demerger and until the transfer to the Akastor Group has been completed.

- Separation agreements having been concluded in order to, inter alia, regulate the relationship between the New Aker Solutions Group and the Akastor Group following the Demerger, to the extent deemed necessary by the Boards of Directors of New Aker Solutions and Akastor.

- All consents required for assignment of assets, rights and liabilities shall have been obtained and all rights of termination or amendment of agreements shall have been waived or the deadline for exercise of any such rights shall have expired without such rights having been exercised. However, this condition shall not apply if, in the opinion of the Boards of Directors of the Company and New Aker Solutions, neither the potential failure to obtain consents nor the potential termination or amendment of such agreements would individually or in the aggregate have a material adverse effect on the business of the entities comprised by the New Aker Solutions Group or the Akastor Group.

- The Oslo Stock Exchange shall have notified New Aker Solutions that the New Aker Solutions Shares will be admitted to trading on the Oslo Stock Exchange upon consummation of the Demerger.

- New Aker Solutions shall have access to such debt financing as, in the opinion of the Board of Directors of New Aker Solutions, is deemed necessary and appropriate.

- Akastor shall have access to such debt financing as, in the opinion of the Board of Directors of Akastor, is deemed necessary and appropriate.

- The deadline for objections from Existing Aker Solutions creditors shall have expired and the relationship with any creditors that have raised objections shall have been settled, or the District Court (Nw. *tingretten*) shall have decided that the Demerger may nevertheless be completed; see Section 3.7 "The Demerger—Relationship with Creditors".

3.6 Changes to the Demerger Plan

Under the Demerger Plan, the Boards of Directors of the Company and New Aker Solutions may implement non-material changes to the Demerger Plan without such changes being brought before the General Meetings of the companies.

3.7 Relationship with Creditors

If the requisite shareholder approval of the Demerger Plan is obtained at the General Meetings of the Company and New Aker Solutions, the resolutions of the General Meetings will promptly be reported to the Norwegian Register of Business Enterprises (Nw. *Foretaksregisteret*), which will then publish a notice to Existing Aker Solutions creditors. Creditors will then have the right, within the six-week period following publication of that notice, to raise objections to the consummation of the Demerger. If a creditor with an undisputed and due claim raises an objection, the Demerger cannot be consummated until the claim has been settled. If a creditor with a disputed or undue claim raises an objection, the Demerger cannot be consummated before adequate security has been posted in respect of such claim unless:

- the District Court (Nw. *tingretten*) determines that it is clear that there is no claim or that the Demerger will not weaken the creditor's possibility of achieving satisfaction of the claim, or

- following a demand from the Company, the District Court decides that the Demerger may nevertheless be consummated.

Based on the scheduled date for the General Meetings, the creditor notification period is expected to expire on or about 23 September 2014. If an obligation that arose prior to the consummation of the Demerger is not satisfied by the party to which the obligation has been allocated under the Demerger Plan, be it Akastor or New Aker Solutions, then the other party will have secondary joint liability for such obligation. This statutory liability is unlimited in time, but is limited in amount to the net value allocated to the non-defaulting party in the Demerger. The secondary joint liability does not apply in respect of obligations incurred after consummation of the Demerger.

3.8 Separation Arrangements Relating to the Demerger

As contemplated by the Demerger Plan, entities within the Akastor Group and entities within the New Aker Solutions Group have entered into, or will in conjunction with the consummation of the Demerger enter into, a number of agreements and arrangements:

- A main separation agreement addressing various separation issues between the New Aker Solutions Group and the Akastor Group following consummation of the Demerger (the "**Separation Agreement**");

- An agreement concerning ownership and licensing rights to intellectual property and know-how (the "**Technology Agreement**"), as well as several bilateral license agreements between New Aker Solutions and Akastor entities based on the principles and allocation of technology set out in the Technology Agreement;

- Agreements for the provision of shared services from Frontica Business Solutions to members of the New Aker Solutions Group and the Akastor Group (the "**Frame Agreements with Call-off Agreements**");

- An agreement for provisioning of transitional services not comprised by the Frame Agreements with Call-off Agreements by the Akastor Group to the New Aker Solutions Group (the "**Transitional Services Agreement**");

- Various restructuring agreements to complete the intra-group transactions that have been, or will be, effected in conjunction with the Demerger; and

- Various agreements addressing commercial separation issues between members of the New Aker Solutions Group and the Akastor Group, e.g. in relation to joint and shared initiatives, on-going, committed or contemplated projects, non-project specific cooperation and shared frame agreements. These agreements include an agreement between Subsea and Fjords Processing regarding development of certain process technologies and an agreement between Subsea and MHWirth regarding the use and development of well control technologies.

Certain of these arrangements are summarised below.

Intellectual Property Rights

The Company has sought to identify the intellectual property rights which historically has been utilised in the New Aker Solutions Business and the Akastor Business, respectively. In conjunction with the Demerger, entities within the Akastor Group and entities within the New Aker Solutions Group will enter into the Technology Agreement regulating allocation of ownership to the Group's intellectual property rights and associated know-how between the parties, and licensing of certain intellectual property rights and know-how from the Akastor Group to the New Aker Solutions Group and vice versa. The main principle for allocation of ownership to intellectual property rights and know-how under the Technology Agreement is that ownership will follow the party to which it naturally belongs irrespectively of where the intellectual property ownership legally is held; this means that intellectual property rights and know-how related to SUB, UMB, ENG and MMO will mainly be allocated to the New Aker Solutions Group, and intellectual property rights and know-how related to DRT (to be renamed MHWirth), AKOFS (to be renamed AKOFS Offshore), PRS (to be renamed Fjords Processing), Business Solutions (to be renamed Frontica Business Solutions) and Surface (to be renamed KOP Surface Products) will mainly be allocated to the Akastor Group. Licensing arrangements will be used in respect of intellectual property rights and know-how which are required for the successful continued operations of a party which has not been allocated ownership to such intellectual property rights or know-how.

Trade Name

All rights to use the trade name and mark "Aker Solutions" will be transferred to New Aker Solutions in the Demerger. The Company will change its name from Aker Solutions ASA to Akastor ASA in connection with the consummation of the Demerger and the Extraordinary General Meeting of the Company on 12 August 2014 will also be presented with a proposal to make the appropriate changes to the Company's Articles of Association with effect from consummation of the Demerger. Pursuant to the Separation Agreement, Akastor may continue to make use of the name and mark "Aker Solutions", "Aker Solutions" or "Aker" for a limited transitional period of time.

Guarantees

In line with industry practice, the Group is often required to provide guarantees to its customers, sub-contractors or partners, securing the customer, sub-contractor or partner in case of failure by a Group company to perform under a contract. The Company has identified a number of such guarantees – either (i) provided in the form of parent company guarantees issued by the Company or other entities within the Akastor Group or (ii) provided in the form of guarantees for the performance or monetary obligations of the relevant group entity or the Company by banks or insurance companies – that have been provided in respect of contracts relating to the New Aker Solutions Business.

The restructuring agreements provide that the liability under such guarantees shall to the extent legally possible be transferred to the New Aker Solutions Group pursuant to the Demerger. Akastor and New Aker Solutions (or, as the case may be, their subsidiaries) will use their best efforts to novate such guarantees to the extent they are not effectively transferred to and assumed by the New Aker Solutions Group through the Demerger. With respect to guarantees that cannot be effectively transferred or novated to the New Aker Solutions Group, the Separation Agreement provides that the entity within the Akastor Group that has issued the relevant guarantee shall be entitled to a guarantee commission, which shall be payable semi-annually in arrears. Further, the Separation Agreement provides that New Aker Solutions, and the entity within the New Aker Solutions Group for whose benefit a guarantee is issued, shall be jointly liable to indemnify the entity within the Akastor Group that has issued the guarantee for any rightful claims under that guarantee.

In respect of bank guarantees or other external guarantees provided by third parties, the Separation Agreement provides that Akastor and New Aker Solutions may seek to replace such guarantees with new external guarantees issued for the benefit of New Aker Solutions or an entity within the New Aker Solutions Group. In lieu of such guarantee replacement, and for as long as any such existing guarantee remain in force, the Separation Agreement provides that (i) the New Aker Solutions Group shall compensate the costs of the relevant entity within the Akastor Group of maintaining such guarantee, (ii) that the New Aker Solutions Group shall indemnify the relevant entity within the Akastor Group of any guarantee obligation relating to any such guarantee, and (iii) that the relevant entity within the Akastor Group shall be entitled to a guarantee commission calculated on the basis of the guarantee amount and payable semi-annually in arrears.

On-going Projects

The Group has certain on-going projects which require resources both from entities within the Akastor Group and the New Aker Solutions Group, e.g. PRS projects with Engineering support from India or Kuala Lumpur.

Pursuant to the Demerger Plan and the Separation Agreement, projects which are organised as intra group joint ventures shall as a main rule continue as is with minor logical adjustments following consummation of the Demerger. In respect of projects which are not organised as intra group joint ventures, but which according to approved project plans require the resources of both entities within the Akastor Group and the New Aker Solutions Group, the Separation Agreement provides that supply agreements or sub-contracting agreements shall be entered into between the parties at market terms if not already executed, according to the agreed project plan. For projects where bids are outstanding or planned, and the execution of which require the resources of both entities within the Akastor Group and the New Aker Solutions Group, and to the extent such bids are awarded, the Separation Agreement provides that supply agreements or sub-contracting agreements shall be entered into between the parties on market terms.

Real Estate and Leases

The Company's strategy when it comes to real estate has been that operational facilities are owned or leased on long-term leases while offices are leased. This strategy is maintained in both of the new companies. Pursuant to the Separation Agreement and various restructuring agreements it has been agreed that the properties (operating facilities, office buildings and other real estate) owned or leased by the Existing Aker Solutions Group will be divided between Akastor and New Aker Solutions, primarily based on usage, but so that owned real estate will be retained by or transferred to Akastor unless tax or other factors hinders such transfers. Operational properties used in the New Aker Solutions Business, but owned by Akastor will be subject to long-term leases between the two groups.

New Aker Solutions will following consummation of the Demerger be the owner of the properties at Port Klang and Labuan in Malaysia, Rio das Ostras, Sao Jose dos Pinhais and Curitiba in Brazil as well as the properties and offices at Kakinada, Pune and Mumbai in India. With regards to the properties transferred to New Aker Solutions, Akastor will, where needed, remain as a tenant for some of the space of the facilities. In addition to the properties owned by New Aker Solutions, New Aker Solutions will be the leaseholder of certain office buildings and other facilities. The agreements for the various real estate and lease agreements between New Aker Solutions and Akastor will be entered into on arm's length terms.

The properties to be owned by Akastor are further described in Section 4.3.8 "The Company—The Business of the Group after Consummation of the Demerger (i.e. the Akastor Business)—Real Estate and other holdings". Some of these will continue to be used by New Aker Solutions pursuant to lease agreements.

The most significant leases and sub-leases between Akastor and New Aker Solutions will be:

- The leases for the facilities to be owned by companies within the Akastor Group and used by companies within the New Aker Solutions Group at Egersund, Tranby, Ågotnes, Borgenskogen in Stokke (Subsea House) and Sandnessjøen (all in Norway);

- The leases for the facilities to be owned by companies within the New Aker Solutions Group and used by companies within the Akastor Group at Port Klang, Malaysia and Rio das Ostras, Brazil; and

- The leases for New Aker Solutions' head offices at Fornebu in Norway.

Employees

In connection with the intra group restructuring effected, or to be effected, in conjunction with the Demerger, employees within both the New Aker Solutions Business and the Akastor Business have been, or will be, transferred to the Akastor Business and New Aker Solutions Group respectively either as part of a transfer of shares in the legal entity in which they are employed as part of a demerger, or as part of transfer of business (assets) from one legal entity to another. Under the terms of the Separation Agreement, the relevant entities within the New Aker Solutions Group and the Akastor Group shall assume full responsibility for such transferred employees, and shall bear the full risk and cover any loss, liability or cost incurred by the Akastor Group or the New Aker Solutions Group (as applicable) which is attributable to the transfer of such employees.

Pensions

Under the terms of the Separation Agreement, the New Aker Solutions Group shall assume all pension obligations and liabilities (and where relevant, assets) associated with employees transferred from entities within the Akastor Group to the New Aker Solutions Group in transactions in preparation of the Demerger and vice versa (i.e. employees who will not remain with their employing entity as a consequence of such transactions). Pension obligations, liabilities and assets associated with employees remaining with their employing entity, be it an entity within the Akastor Group or the New Aker Solutions Group, will, according to the Demerger Plan, remain with the relevant employing entity.

Employee Share Purchase Scheme

The Company has since 2009 offered employees of the Group to buy shares in the Company at a discount under various share purchase programmes.

The share purchases are subsidised by the Company and follow tax regulations related to tax-free subsidised shares as per the Norwegian Tax Act. At the time of the split the employee shareholders of the Company will, in conformity with other shareholders, get one New Aker Solutions share for each share held in the Company at the time of the split, and they will also keep their shares in the Company when the Company is continued as Akastor. The terms and conditions for acquired shares under the various employee share purchase programmes, including any lock-up (as applicable) attached to the shares, will be continued both on employees' shares in Akastor as well as employees' shares in New Aker Solutions.

Insurance

Insurance arrangements for the Group are managed by Aker Insurance Services AS. Aker Insurance Services AS will be a part of the New Aker Solutions Group after consummation of the Demerger. Insurance policies in place as of the date of this Information Memorandum which covers the New Aker Solutions Business and the Akastor Business are both taken out under general insurance agreements that cover the Group or a wider part of the Aker group, and entity specific insurance policies which only cover specific entities comprised by the New Aker Solutions Group or the Akastor Group. The Company's current agreement with Aker Insurance Services AS – which covers the New Aker Solutions Business and the Akastor Business – has duration of twelve months until 31 March 2015. Costs and expenses that relate to the New Aker Solutions Group under that agreement, including insurance premiums, shall under the terms of the Separation Agreement be covered by New Aker Solutions, and costs and expenses that relate to the Akastor Group, including insurance premiums, shall be covered by the Company. Other costs shall be shared proportionally between the Akastor Group and the New Aker Solutions Group. If insurance events occur such that both the Akastor Group and the New Aker Solutions Group have claims under any applicable insurance policy, and that insurance policy is insufficient to cover all claims, the insurance proceeds shall be shared between the parties in the order that they are paid by insurers, without other preferences.

After 1 April 2015, each of New Aker Solutions, Akastor and Aker Insurance Services AS may, at their discretion, elect to continue or discontinue the current insurance arrangement.

Agreement with Frontica Business Solutions

Framework Agreement

In conjunction with the Demerger, New Aker Solutions and Frontica Business Solutions (a business area within the Akastor Group) will enter into the Framework Agreement regulating Frontica Business Solutions' delivery of shared services with the scope of the services to be further agreed between the parties. The Framework Agreement is made on a running basis and shall be terminable by each of the parties with 12 months' written notice, with an option for New Aker Solutions to prolong this period with 6 months if the necessary systems have not been fully migrated within the expiry of the notice period. The intention is further that Frontica Business Solutions and New Aker Solutions together will contribute to develop cost efficient processes for the shared services

Global Staffing Agreements

In conjunction with the Demerger, New Aker Solutions and Frontica Business Solutions will enter into an amendment to the Global Staffing Agreements currently in force for the business areas of New Aker Solutions. The Global Staffing Agreements regulates Frontica Business Solutions' (through Aker Advantage) supply of temporary contract personnel to New Aker Solutions. The Global Staffing Agreements will be amended to contain a mutual right for the parties to terminate the agreement on 6 months prior notice, earliest with effect from 1 January 2016. The amendment contains regulations regarding joint development obligations with cost focus and benchmarking activities for the parties. The amendment also addresses certain other issues, such as the Temporary Agency Workers Directive 2008/104/EC and performance of Frontica Business Solutions' obligations.

Transitional Services

In conjunction with the Demerger, New Aker Solutions and Akastor will enter into the Transitional Services Agreement to regulate certain transitional services to be performed by one party to the other in a transitional period after the separation of the two groups such as services related to treasury and insurances and other services which are not otherwise covered by the agreements mentioned above.

The compensation formats and detailed terms are further set out in the Transitional Services Agreement and may vary between the different categories of services, but shall always be on arm's length terms and conditions. If, following the separation, any of the parties to the Transitional Services Agreement should become aware of any intra group services that prior to the separation were provided to or from the New Aker Solutions Business on a regular basis and that were unintentionally omitted from the Transitional Services Agreement, and which, in the reasonable opinion of Akastor and/or New Aker Solutions, is material for a seamless separation of the New Aker Solutions Group from the Akastor Group, the relevant party shall for a transitional period have the right to purchase such services from the other relevant party on market terms.

3.9 Consummation of the Demerger

If the conditions to consummation of the Demerger are satisfied, New Aker Solutions will notify the Norwegian Registry of Business Enterprises (Nw. *Foretaksregisteret*) that the Demerger is to be consummated. Such notice is expected to be given after close of business on or about 26 September 2014. Upon registration of the notice with the Norwegian Registry of Business Enterprise, the following will occur by operation of Norwegian law:

- the reduction of the Company's share capital will be effected;
- the reduction to zero and simultaneous increase of New Aker Solutions share capital will be effected;
- assets, rights and liabilities will be transferred to New Aker Solutions in accordance with the Demerger Plan; and
- all other rights and obligations provided for in the Demerger Plan will take effect.

As soon as practicable after the registration of the consummation of the Demerger with the Norwegian Register of Business Enterprises, New Aker Solutions will cause the Consideration Shares in New Aker Solutions to be registered in the name of the eligible holders of Existing Aker Solutions Shares in New Aker Solutions shareholder register with the VPS. This is expected to occur on or about 3 October 2014.

3.10 Accounting and Tax Matters

Accounting Continuity

The Demerger will be completed with accounting continuity in accordance with applicable accounting principles, which implies that new fair value measurements of transferred assets and liabilities will not be undertaken. For accounting purposes, from and including 1 January 2014, transactions in the Company relating to assets, rights and liabilities that are transferred to New Aker Solutions in the Demerger, will be considered carried out for the account of New Aker Solutions.

Tax Consequences of the Demerger for Akastor and New Aker Solutions

In Norway, the tax treatment of the Demerger on the company level is based on continuity. The Demerger will as such trigger no taxation in Norway, but Aker Solutions Holding ASA (to be renamed Aker Solutions ASA) will continue with the same tax basis and acquisition dates on the shares in Aker Solutions Holding AS and the other assets transferred to Aker Solutions Holding ASA (to be renamed Aker Solutions ASA) in the Demerger. Because the tax treatment of demergers is based on continuity, no definite tax exemption is granted, only a deferral of the taxes.

Tax positions which are not connected to transferred assets will as the main rule stay with the business from which they originated. If this cannot be documented, such tax positions will be divided between the companies in accordance with the share split ratio applicable to the Demerger; see Section 3.4 "The Demerger—Share Split Ratio; Issuance of Consideration Shares". This rule will apply for carry forward losses, gains and loss account etc.

Tax Consequences of Intra-Group Transactions in Conjunction with the Demerger

As noted above, a number of intra-group transactions related to the Demerger will be carried out prior to consummation of the Demerger. The adjustments to the current structure of the Group will involve taxable transactions. The Company believes that such transactions will neither individually nor in the aggregate lead to material cash tax payments or material tax costs for accounting purposes.

Tax Consequences for Norwegian Shareholders

In Norway, the tax treatment of the Demerger on the shareholder level is based on continuity. For Norwegian shareholders, this implies that the shareholders tax basis in the Existing Aker Solutions Shares will be split between the original Akastor Shares and the new New Aker Solutions Shares. The split will be equal to the share split ratio (of 37.5:62.5) applied in the Demerger, see Section 3.4 "The Demerger—Share Split Ratio; Issuance of Consideration Shares". Further, the Consideration Shares issued upon consummation of the Demerger will for tax purposes be regarded as having been acquired at the same time as the corresponding Existing Aker Solutions Shares. The acquisition date is of importance for shareholders with different tax basis on their shares, since taxation of capital gains on shares is based on the principle of First In-First Out (FIFO).

The tax deferral for shareholders only applies to the Consideration Shares received through the Demerger.

Tax Consequences for Non-Norwegian Shareholders

Shareholders resident in jurisdictions other than Norway should consult with local tax advisers with respect to the tax consequences of the Demerger in their country of residence.

The issuance of Consideration Shares in the Demerger will not be subject to any withholding tax in Norway.

3.11 Allocation of Expenses Relating to the Demerger

Under the Demerger Plan, the expenses related to the Demerger, intra group restructurings in preparation of the Demerger, the refinancing of each of the New Aker Solutions Group and the Akastor Group and the admission to trading of the New Aker Solutions Shares and all other expenses related thereto will be divided between New Aker Solutions and Akastor based on which of the two companies who can be deemed to have incurred the cost. This means that each of the two companies will cover its own refinancing costs whilst New Aker Solutions will cover 100 per cent of the costs related to the listing of New Aker Solutions (including costs for external due diligence, preparation of combined accounts and audits). The cost incurred in connection with the internal restructuring will be shared equally between New Aker Solutions and Akastor while the cost of preparing this Information Memorandum, the prospectus for the listing of New Aker Solutions and corporate advisors related thereto will be shared on a 60-40 basis between New Aker Solutions and Akastor.

Expenses incurred in connection with the Demerger are in the aggregate expected to amount to approximately NOK 170 million whereof approximately NOK 65 million are refinancing costs which will be booked through the life of the new credit facilities, see Sections 4.8 “Presentation of the Company—Refinancing of Existing Borrowing Arrangements in Conjunction with the Demerger” and 5.5 “Presentation of New Aker Solutions—Capital Resources” for more information about the refinancing. The total amount of NOK 170 million comprise of fees to legal and other advisors, auditors, accountants and providers of transaction advisory service providers as well as the mentioned refinancing costs, and other expenses such as expenses for New Aker Solutions in connection with admission to trading of the New Aker Solutions Shares on the Oslo Stock Exchange, however, it does not include internal Akastor Group or New Aker Solutions Group costs relating to the Demerger, tax liabilities incurred as a result of intra group restructurings in preparation of the Demerger etc. Neither does it cover the cost of the IT-separation which will be carried out after consummation of the Demerger.

New Aker Solutions will disclose expenses of New Aker Solutions attributable to the listing of the New Aker Solutions Shares in connection with such listing.

3.12 Application for Admission to Trading of the New Aker Solutions Shares

If the General Meetings of the Company and New Aker Solutions approve the Demerger Plan, an application will be made for admission to trading of the shares of New Aker Solutions on the Oslo Stock Exchange. It is expected that the application will be submitted to the Oslo Stock Exchange on or about 27 August 2014 for consideration by the Board of Directors of the Oslo Stock Exchange at its board meeting scheduled to be held on 24 September 2014, and with the first day of trading in the shares in New Aker Solutions on or about 29 September 2014; see Section 3.14 “The Demerger—Timetable for the Demerger”.

3.13 Continued Trading of the Existing Aker Solutions Shares

The shares of the Company will continue to be traded on the Oslo Stock Exchange after consummation of the Demerger and the listing of New Aker Solutions under the name Akastor ASA with a new ticker which is yet to be determined at the date of this Information Memorandum.

3.14 Timetable for the Demerger

The expected timetable for the Demerger is as follows:

	Date
General Meetings in the Company and New Aker Solutions to pass upon the Demerger Plan	12 August 2014
Publication of listing prospectus for New Aker Solutions	On or about 15 September 2014
The Board of Directors of the Oslo Stock Exchange to pass upon the listing application of New Aker Solutions	24 September 2014
Expiry of creditor notice period	On or about 23 September 2014
Last day of trading in the Existing Aker Solutions Shares inclusive of right to Consideration Shares (Cut-Off Date)	On or about 26 September

	Date
	2014[1]
Registration of consummation of the Demerger with the Norwegian Register of Business Enterprises (Nw. *Foretaksregisteret*)	On or about 26 September 2014
First day of trading in the Existing Aker Solutions Shares exclusive of right to Consideration Shares	On or about 29 September 2014[1]
First day of trading in the shares in New Aker Solutions on the Oslo Stock Exchange and first day of trading of the Existing Aker Solutions Shares under its new name Akastor ASA	On or about 29 September 2014[2]
Record Date	On or about 2 October 2014[1]
Delivery of Consideration Shares to eligible shareholders' VPS accounts	On or about 3 October 2014

(1) The Company will issue a separate stock exchange announcement through the information distribution system of the Oslo Stock Exchange in respect of the final determination of the Cut-Off Date, the Record Date and the first date of trading in the Existing Aker Solutions Shares exclusive of right to Consideration Shares prior to commencement of trading on the Cut-Off Date.

(2) Trading in the New Aker Solutions Shares are expected to commence prior to delivery of such shares to eligible shareholders VPS Accounts. Trades during the period until delivery of the New Aker Solutions Shares to eligible shareholders' VPS accounts will be settled on a T+3 basis. No account-to-account transactions will be allowed in this period. Further information in this respect will be provided in connection with the listing of the New Aker Solutions Shares.

4 PRESENTATION OF THE COMPANY

4.1 Introduction to and History of the Existing Aker Solutions Group

The Group provides Engineering Solutions, Product Solutions, and Field Life Solutions and executes field development projects for the oil and gas industry.

For the year ended 31 December 2013, the Group had consolidated operating revenues from continuing operations of NOK 42.9 billion. As of 31 March 2014, the Group had approximately 28,000 employees in continued businesses, including approximately 22,700 own employees and about 5,300 contract staff, and activities in more than 30 countries. Its head office is in Norway, at Fornebu outside Oslo.

The companies brought together to create the Group were established in the first half of the 19^{th} century, during the Industrial Revolution. These companies delivered products such as steam engines for rail and marine use and a range of industrial ironworks. Over the next 100 years, the businesses grew significantly. In the mid-1900s, both Aker and Kværner were international corporations with activities in shipbuilding, hydro power, wood processing and other process operations, mechanical workshops and other industries. Through the 1970s, 80s and 90s, they developed their capabilities and experience as suppliers of complete solutions to offshore and onshore oil and gas and processing projects. They each grew – organically and through international acquisitions – to be leaders in their markets.

In March 2002, the former Kværner group and the Aker Maritime group (comprising the oil and gas activities of the wider Aker group) were merged, and started to operate as one company under the name Kværner. In 2004, following a restructuring of both Aker and Kværner, the Aker Kværner group was established and the parent company of this group – Aker Kværner ASA – was listed on the Oslo Stock Exchange. Four years later, Aker Kværner ASA changed its name to Aker Solutions ASA.

In December 2010, Existing Aker Solutions announced a decision to cultivate its core businesses by creating three separate companies: Aker Solutions, a provider of engineering, technologies, solutions and services for the upstream oil and gas industry; Kværner, a specialised engineering, procurement and construction (EPC) company; and Process & Construction International, a leading global supplier of engineering and construction services to onshore industry segments.

In February 2011, Existing Aker Solutions announced that it had completed the sale – to Jacobs Engineering Group Inc. – of most parts of the operations within its Process & Construction (P&C) business area and in July 2011 the demerger and listing of its specialized EPC business with Kværner as an entity separate from Existing Aker Solutions was completed.

In March 2011, Existing Aker Solutions announced that it had completed the sale of a substantial part of the Aker Marine Contractors AS business to the Singapore-listed company Ezra Holdings Ltd. in exchange for equity instruments in Ezra Holdings Ltd. and cash.

During the period from 2011 to 2014, the Group has invested in the business of Step Oiltools (2011) and acquired businesses such as Phaze Technologies and Benestad (June 2011), X3M (November 2011), Sandnessjøen Engineering (February 2012), Lyngdal Mek. Verksted (May 2012), Subsea House and SSH Engineering (July 2012), Thrum Energy (November 2012), Separation Specialists Inc. (January 2013), Enovate (February 2013), MPO (February 2013) and I.D.E.A.S (July 2013), all business acquired with the goal of supplementing and developing the Group's businesses.

In 2012 the Group also started the construction of a new drilling equipment manufacturing facility and service base in Macaé on Brazil's east coast in order to increase local content and presence in the Brazilian market. The Group is also in the process of building a new state of the art subsea equipment facility in Curitiba in Brazil as well as making investments in its subsea service base in Rio das Ostras which will be dedicated exclusively to subsea services after consummation of the Demerger. In addition the Group has opened a new office in Chiswick Park in London. This has been done as a response to the increasing amount of work expected by the Group in Brazil and the UK respectively. The Group has also recently increased its Subsea construction capacity in Norway.

In November 2013, Aker Solutions announced that it had agreed to sell its German mining and construction assets to China Railway Tunnelling Equipment Co. Ltd. (CRTE) as part of a plan to divest assets that do not fit with its main oil and gas service strategy.

In January 2014, Aker Solutions announced that it had completed the sale – to Cargotech – of its Mooring and Loading business area, and the same month Aker Solutions also announced that it had completed the sale – to EQT, a Swedish private equity fund – of its Well-Intervention Services business area.

In April 2014, Aker Solutions Inc. and Baker Hughes Incorporated agreed to form a non-incorporated alliance – the Subsea Production Alliance – to develop technology for production solutions in subsea fields.

On 30 April 2014 the Company announced that it will split into two companies to speed up a streamlining process that will more fully realise the industrial and return potential of all its business areas.

4.2 The Business of the Group Prior to Consummation of the Demerger

4.2.1 Business Areas

For the years ended 31 December 2013, 2012 and 2011 the business of the Group were for reporting purposes organised in three different business areas – Engineering Solutions, Product Solutions and Field-Life Solutions – which were the strategic business areas of the Group, see illustration in Section 3.3 "The Demerger—Allocation of Assets, Rights and Liabilities in the Demerger". The strategic business areas offered different products and services, and were managed separately in order to enable strategic flexibility and a high level of visibility. There have been varying levels of integration between the Engineering Solutions, Product Solutions and Field-Life Solutions business areas, which all have delivered products and services to customers within the oil and gas industry globally and where the Group's expertise and products have been exploited in interaction with each other.

Engineering Solutions included the sub-segment Engineering (ENG). Product Solutions included the following sub-segments: Subsea (SUB), Drilling Technologies (DRT), Umbilicals (UMB) and Process Systems (PRS), while Field-Life Solutions consisted of the sub-segments Maintenance, Modifications and Operations (MMO) and Oilfield Services and Marine Assets (OMA). The business segments and sub-segments are further discussed below.

4.2.2 Engineering Solutions

Through its Engineering Solutions business area the Group provides engineering services to oil and gas producers globally. The main focus areas are offshore development in general and deep waters and harsh and Arctic environments in particular. Projects performed are often complex long life field developments.

Engineering Solutions draw on the specialized skills of about 3,500 employees (as per 31 March 2014 and including hired-ins) in Oslo, Mumbai, Kuala Lumpur, London, Houston and Perth. The team has a global delivery model that involves working directly with oil companies on front-end engineering and design and engineering, procurement and project management services. It also collaborates with engineering, procurement and construction (EPC) contractors as a sub-supplier.

The Front End Spectrum organization covers the entire range of competence needed in early phase field development screening analysis as well as maturing concept designs. Covering all elements of field development facilities, from subsea installation, flowlines, risers, substructures (fixed and floating) and oil and gas processing topsides. Front End Spectrum removes traditional discipline barriers and executes projects in integrated teams.

Engineering Solutions will form part of the Field Design reporting segment within New Aker Solutions.

4.2.3 Product Solutions

Product Solutions is the largest business segment within the Existing Aker Solutions Group with close to 14,800 employees (as per 31 March 2014 and including hired-ins).

All the Group's product businesses, including associated engineering and life-cycle services, are grouped in the Product Solutions reporting segment and consist of the business areas Subsea (SUB), Drilling Technologies (DRT), Umbilicals (UMB) and Process Systems (PRS). Within each business area, the Group delivers individual products or provides integrated systems with high engineering contents to customers around the globe.

The Mooring and Loading business which was sold to Cargotech in January 2014 was also part of Product Solutions and has been treated as discontinued operations in the annual accounts for the Group for the period ended on 31 December 2013.

4.2.4 Field-Life Solutions

The Field-Life Solutions segment consists of the business areas Maintenance, Modifications and Operations (MMO) and Oilfield Services and Marine Assets (OMA) with MMO as the most significant contributor to the revenues of the business area.

Field-Life Solutions employs close to 7,950 employees (as per 31 March 2014 and including hired-ins) whereof approximately 7,800 are employed within MMO and 150 within OMA. The Group's MMO activities are mainly carried out through the main MMO offices in Stavanger, Bergen, Trondheim and Tromsø in Norway, but also through its subsidiary in Aberdeen. In addition, the Group has MMO operations in Malaysia, Brunei and on the east coast of Canada as well as the fabrication yards in Egersund, Ågotnes and Sandnessjøen. The main OMA operations are related to the three vessels *Skandi Aker*, *Skandi Santos* and *Aker Wayfarer*.

The Well-Intervention Services business area which was sold to EQT in January 2014 was also a part of Field-Life Solutions and has been treated as discontinued operations in the annual accounts for the Group for the period ended on 31 December 2013.

4.2.5 Other Partly Owned Businesses

In addition to the businesses discussed above, the Group has held certain marine and other assets which are partly owned by the Group, including, but not limited to:

- A 50 per cent ownership of the specialist vessel company DOF Deepwater; the remaining 50 per cent being owned by DOF. DOF Deepwater owns and operates five AHTS (type 16000 BHP) vessels that all are currently on charter contracts (this ownership is part of the Field-Life Solutions segment (OMA) in Existing Aker Solutions).

- A 7.4 per cent ownership in Ezra Holdings Ltd. an integrated offshore support solutions provider for the oil and gas industry. The business was founded in 1992 and is headquartered in Singapore. Following the sale of Aker Marine Contractors AS (AMC), which was completed in March 2011, the Company owns 7.4 per cent of the shares in Ezra Holdings Ltd. which is listed on the Singapore Stock Exchange (SGX) (this ownership is part of the Field-Life Solutions segment (OMA) in Existing Aker Solutions).

- A 76 per cent ownership in Step Oiltools B.V. and subsidiaries of that company, a group of drilling waste management companies (this ownership is part of Product Solutions (DRT) in Existing Aker Solutions).

4.3 The Business of the Group After Consummation of the Demerger (i.e. the Akastor Business)

4.3.1 The Akastor Business and strategic benefits of the Demerger

Akastor will be an oil service investment company with a portfolio of assets which will be developed according to individual value creation plans under focused and incentivised management with a flexible mandate to maximise long-term shareholder value by operational and structural means. The Akastor structure provides several benefits for the portfolio businesses.

Akastor will have a management and governance setup which will allow for swift decision making and structural flexibility. A lean corporate management team will sit with a portfolio management mandate, significant experience from restructuring and a proven transactional track record of value creation from the Aker group. On the business unit management level the management teams will have deep operational and oil field services experience. In order to maintain structural flexibility the business units will be developed on a stand-alone basis. This, in combination with the minimal corporate centre will significantly reduce the need for corporate reporting and participation in corporate initiatives which will free up time for business unit management to concentrate on developing the business. The Akastor businesses will not be force-fitted into an integration narrative; rather management will be able to develop each of the companies independently in order to extract the full value potential. Furthermore greater materiality for the smaller companies, who were sub scale within the larger Aker Solutions, means that they will receive more senior management attention.

4.3.2 Business Units

Akastor will from consummation of the Demerger report in six main reporting business units: Drilling Technologies (DRT) (to be renamed MHWirth), OMA (to be renamed AKOFS Offshore), Surface Products (to be renamed KOP Surface Products), Process Systems (PRS) (to be renamed Fjords Processing), Business Solutions (to be renamed Frontica Business Solutions) and Real Estate and other holdings. These six business units will also be the strategic business units of the Akastor Group. The number of reporting and business units has been increased compared to the reporting used in Existing Aker Solutions in order to allow for increased management attention and strategic flexibility and to cater for standalone business opportunities and focus of each business segment on development in its key markets and based on its industry expertise. The new business units are further discussed below.

4.3.3 MHWirth (formerly Drilling Technologies (DRT))

MHWirth (formerly Drilling Technologies or DRT) used to be a part of the Product Solutions reporting segment in Existing Aker Solutions, but will be a separate reporting segment within Akastor.

The MHWirth business unit is a provider of drilling solutions including a full range of drilling equipment, drilling riser solutions and related products and services for the drilling market with key focus on the offshore sector. MHWirth's customers are mainly offshore fabrication yards and drilling operators with Americas, Europe, the Asia-Pacific ("**APAC**") region and the Middle-East and North Africa ("**MENA**") as the key operating areas.

Products and systems sales and lifecycle services are provided from offices, service bases and production facilities located in key oil and gas producing regions worldwide, and the business unit consist of approximately 4,400 employees (as per 31 March 2014 and including hired-ins).

Technically advanced core equipment is produced in own workshops, while basic manufacturing which comprise the majority of the production is outsourced. Through a global network of resources, the business unit offers customer support and lifecycle services and advanced drilling simulators for training located in key oil and gas producing locations world-wide. The portfolio of products and services includes:

- complete topside product portfolio;
- single equipment and integrated solutions;
- full system integration and commissioning capabilities;
- complete drilling riser systems;
- integrated managed pressure drilling and riser gas handling services;
- drilling lifecycle service hubs in Norway, Houston, Mobile in Alabama, Dubai, Baku, China, Singapore and Brazil;
- drilling riser manufacturing in Malaysia and Brazil;
- premium performance technology centre in Stavanger; and
- 3D simulation and visualization.

4.3.4 AKOFS Offshore (OMA)

AKOFS Offshore (formerly OMA) used to be a part of the Field-Life Solutions reporting segment in Existing Aker Solutions under the oilfield services and marine assets (OMA) reporting line, but AKOFS Offshore will be a separate reporting segment within Akastor. In Akastor, AKOFS Offshore will be reported as a separate business, while the other former OMA assets such as DOF Deepwater and the Ezra investment will be reported under ”other holdings” within Akastor.

AKOFS Offshore (consisting of Aker Oilfield Services AS and subsidiaries) is a deepwater oilfield service business operating in Brazil, West Africa, the NCS and the Gulf of Mexico and mainly provides services to oil companies. The business unit consists of approximately 150 employees (as per 31 March 2014 including employees hired from other Group companies and external parties). The majority of the organisation operates the three existing vessels, while a smaller part of the organisation work with new tenders and concepts. The vessels are operated on fixed term service contracts with day rate prices and associated call off services.

AKOFS Offshore operates two specialised well intervention and subsea intervention vessels and one general subsea construction vessel; the *Skandi Aker*, the *Skandi Santos* and the *Aker Wayfarer*. These vessels are owned by partner companies, whereas the topside and subsea equipment of the *Skandi Aker* and *Skandi Santos* vessels are owned by Aker Oilfield Services. *Aker Wayfarer* is currently operating for Subsea 7 under a contract with duration until mid-August 2015. *Skandi Santos* has since 2010 been operating in Brazil on a five (5) year contract with Petrobras. Petrobras has an option to charter *Skandi Santos* for an additional period of up to five (5) years. From September 2013 to the termination of the contract by Total on 25 June 2014, *Skandi Aker* was working for Total in Angola, see further description of the termination under Section 4.7 “Presentation of the Company—Capital Resource—Events Subsequent to 31 March 2014 Affecting Liquidity. AKOFS Offshore has called the option to acquire the *Skandi Aker* vessel from DOF Subsea and the option will be exercised in February 2015.

AKOFS Offshore offers work-over services in deepwater subsea wells as well as subsea well installation and completion services through the utilisation of the vessels it operates. AKOFS Offshore provides hardware, software and personnel required to undertake subsea well intervention operations in water depths up to 2,300 meters.

4.3.5 KOP Surface Products (formerly Surface Products (SURF))

KOP Surface Products (formerly Surface Products or SURF) has been organized as a part of SUB business area and thereby the Product Solutions reporting segment in Existing Aker Solutions, but will be an autonomous business and a separate reporting segment within Akastor.

The KOP Surface Products business is a supplier of surface wellheads and trees, providing engineering, installation and life-of-field support services to the oil and gas industry focusing especially on customers in APAC and MENA where approximately 80 per cent and 10 per cent, respectively of its revenues are earned. The main customers of KOP Surface Products are the operator’s drilling departments. The KOP Surface Product business has been a technology and solutions innovator within the field of surface products since 1934.

The KOP Surface Products business offers a complete set of surface wellheads, Christmas tree gate valves, actuators, casing heads, hangers and spools, tubing hangers, bushing and annulus seal, tees and crosses, tree caps and other equipment and tools required for surface well completion. About 60 per cent of the equipment manufacturing and fabrication is outsourced to sub-contractors.

KOP Surface Products will have approximately 950 employees (as per 31 March 2014 and including hired-ins).

4.3.6 Fjords Processing (formerly Process Systems (PRS))

Fjords Processing (formerly Process Systems or PRS) used to be a part of the Product Solutions reporting segment in Existing Aker Solutions, but will be a separate reporting segment within Akastor.

The Fjords Processing business unit is positioned in the advanced mid-stream processing market focusing on the delivery of products, packages and complete modules for the treatment of crude oil, gas, produced water, sand and solids for the global oil and gas industry with business in APAC, MENA, North America, Africa and Europe. The Fjords Processing business unit is a technology based business unit, serving a wide client base in all segments of the mid-stream processing market including onshore, offshore, floating production and subsea installations with offshore fabrication yards and oil companies as its main customers. The integrated portfolio of products and services includes:

- Well-stream primary and secondary separation;
- Produced water (onshore and offshore);
- Hydrate Inhibition (MEG);
- Gas Processing (incl. TEG and gas sweetening);
- Increased oil recovery (including SRU and EOR);
- Pressure Vessels;
- Utilities including processing packages for power generation turbines;
- Process Life Cycle; and
- Vapour Recovery units.

The Fjords Processing business unit consists of approximately 600 employees (as per 31 March 2014 and including hired-ins) with operational centres in Norway, Canada, Brazil, Denmark, France, Malaysia, Australia, China, the UK and the US.

4.3.7 Frontica Business Solutions (formerly Business Solutions)

Frontica Business Solutions (formerly Business Solutions) has not been a part of the business segment reporting in Existing Aker Solutions, but will be a separate reporting and operating unit within Akastor.

Frontica Business Solutions has been a 100 per cent Aker Solutions owned global shared services provider covering Aker Business Services, Aker Advantage and Aker Global Employment. The unit delivers economy of scale, cost efficiency, and flexibility to companies within the Group through process standardization, efficient use of resources and technology, and purchasing power.

Frontica Business Solutions provides a wide range of services to the businesses and corporate in the Existing Aker Solutions Group and to some previously owned companies, such as Kværner, including, but not limited to HR and Finance services (e.g. payroll and vendor invoice management), permanent and temporary recruitment, IT services (hardware, infrastructure, application management, consultancy), administrative resources (assistants, document controllers), facility management, supply management and advisory services. After consummation of the Demerger, Frontica Business Solutions will continue to provide services both to New Aker Solutions (pursuant to a new Frame Agreement, see further description in Section 3.8 “The Demerger—Separation Arrangements Relating to the Demerger”) and to the Akastor Business and will also offer its services to other third parties. As of the date of this Information Memorandum approximately 70 per cent of the revenues of Frontica Business Solutions come from the services provided to companies within the New Aker Solutions Group.

Frontica Business Solutions has approximately 1,450 employees, of which almost 1,100 are permanent employees (as per 31 March 2014), with operational centres in Norway, the US, the UK, India, Brazil, and Malaysia. In addition, Aker Advantage has recently been strengthened by the transfer of approximately 130 engineers from MMO. Aker Advantage has also just signed a one-year framework agreement with Statoil to provide the oil company with personnel with engineering and technical experience. The contract, which has a one-year extension option, comes into effect in August 2014 and covers work within mechanical completion and commissioning, process technology, mechanical technology, HSE technical services, electrical and automation technologies and life-cycle information management. The work will largely be carried out in Norway, with some chances for assignments internationally.

4.3.8 Real Estate and other holdings

Real Estate and other holdings has not been a separate reporting segment in Existing Aker Solutions, but will be a separate reporting segment within Akastor.

Real Estate

The real estate portfolio consists of owned real estate as well as property leases such as the leases for the Akastor and New Aker Solutions head offices at Fornebu in Norway. As part of its property management, the Company has in the past and Akastor may in the future continue to work on real estate development projects.

The owned properties in the real estate portfolio of Akastor will following consummation of the Demerger include the following main properties and facilities (primary operating purpose indicated in parenthesis):

- **Norwegian owned properties**: Land and buildings at Pusnes (offices, storage and workshops let to MacGregor Pusnes AS), Stord (offices and workshop let to Wärtsilä), Egersund (manifold and testing facilities), Tranby (Subsea plant), Ågotnes (Subsea service base), Borgenskogen in Stokke (Subsea house), Kristiansand (drilling life cycle service hub, partly owned by MHWirth), Midsund (Fjords Processing facility) and Sandnessjøen (MMO fabrication).

- **Properties owned outside of Norway**: Land and buildings at Batam, Indonesia (Surface manufacturing facility), Singapore (drilling lifecycle service hub), Rayong, Thailand (offices and workshop), Katy, Texas (drilling lifecycle service hub, owned by MHWirth) and Macaé, Brazil (new drilling facilities, owned MHWirth).

The real estate and properties owned or leased by Akastor will mainly be used either by companies within the Akastor Group or leased (or, in the case of leased or sub-leased property, sub-leased or sub-sub-leased) out to companies within the New Aker Solutions Group and a part of the long term strategy of the Real Estate and other holdings segment is thus to support the New Aker Solutions Group. Certain properties will also be leased out to other third parties.

Other holdings

In addition to the real estate properties described above, the Real Estate and other holdings reporting segment will contain the following main assets:

- Shares in DOF Deepwater AS: a joint venture owned 50/50 by DOF ASA and the Company. DOF Deepwater owns and operates five AHTS (type 16000 BHP) vessels that all are currently on charter contracts.

- Shares in Ezra Holdings Ltd.: an integrated offshore support solutions provider for the oil and gas industry. The business was founded in 1992 and is headquartered in Singapore. Following the sale of Aker Marine Contractors AS (AMC), which was completed in March 2011, the Company owns 7.4 per cent of the shares in Ezra Holdings Ltd. which is listed on the Singapore Stock Exchange (SGX).

- Shares in Step Oiltools B.V. and subsidiaries thereof: a cooperation between the Group and Chris Pianca providing drilling waste management products and services. The Company owns 76 per cent of the shares in Step Oiltools B.V through its subsidiary Aker MH AS (recently merged with STEP Offshore AS).

- 100 per cent of the shares in Aker Insurance AS (the Group's internal (captive) insurance company) as well as the Company's interest in Aker Pensjonskasse.

4.4 Non-operational Material Contracts Relating to the Akastor Business

The Group is party to a number of material contracts relating to the Akastor Business, entered into in the ordinary course of business. However, such contracts are not further described here.

During the two years preceding the publication of this Information Memorandum, the Akastor Group has entered into certain contracts for acquisitions and divestitures outside the ordinary course of business. These contracts are summarised below.

Acquisitions and Divestitures Outside the Ordinary Course of Business During the Two Years Preceding the Date of this Information Memorandum

- **Well-Intervention Services (WIS)**: In January 2014, the Company completed the sale of its Well-Intervention Services Business to EQT, a Swedish private equity fund for an enterprise value of NOK 4 billion. The agreement includes an earn-out provision where the Company (after consummation of the Demerger, Akastor), will receive 25 per cent of any internal rate of return exceeding 12 per cent a year on EQT's equity investment.

- **Mooring and Loading Systems (MLS)**: In January 2014 the Company completed the sale of its Mooring and Loading Systems Business to Cargotec for an enterprise value of NOK 1.4 billion.

- **German mining and construction assets**: In November 2013, the Company announced that it had agreed to sell tunnel-boring and shaft-boring technology forming part of its German mining and construction assets to China Railway Tunnelling Equipment Co. Ltd. (CRTE) as part of a plan to divest assets that do not fit with its main offshore-service strategy.

- **Mananged Pressure Operations (MPO)**: In February 2013, the Company announced that it had acquired the company Managed Pressure Operations International, Ltd. (MPO) as part of its strategy to strengthen DRT's product and service portfolio.

Other Non-operational Material Contracts of the Akastor Group Discussed Elsewhere in this Information Memorandum

Certain other material contracts which the Group has recently completed or made a firm commitment to complete, or which the Group intends to complete, are discussed elsewhere in this Information Memorandum as follows:

- Arrangements for refinancing of certain existing borrowing arrangements, see Sections 4.7 "Presentation of the Company—Capital Resources" and Section 4.8 "Presentation of the Company—Refinancing of Existing Borrowing Arrangements in Conjunction with the Demerger".

- The Demerger Plan, the Separation Agreement, the Technology Agreement and other related arrangements in respect of the Demerger, see Section 3 "The Demerger".

- Construction Site in Macaé – Brazil (DRT): In November 2013, the Company entered into a lump sum agreement for the construction of its new Site in Macaé, as part of its expansion strategy in Brazil. The total investment for the project is approximately NOK 600-650 million and completion is expected in Q1 2015.

4.5 Patents and Licenses Relating to the Akastor Business

The Existing Aker Solutions Group has, as will the Akastor Group have upon consummation of the Demerger, a number of patents and licences, and utilise a number of manufacturing processes and otherwise proprietary technologies and know-how in its business. Such patents and licenses, manufacturing processes and otherwise proprietary technologies and know-how are in the aggregate material to the Akastor Business, and notwithstanding that some proprietary technologies and know-how are particularly important in respect of taking advantage of market opportunities in some of the business segments of the Akastor Group, the Company believes that the Akastor Group does not depend on any single patent or licence, manufacturing process, proprietary technology or know-how. Examples of areas where the Akastor Group benefits from proprietary technology and know-how and where such proprietary technology and know-how create market advantages, include drilling equipment (e.g. MDDM modular top-drive) and topside processing systems.

4.6 Principle Markets

Demand for the technology, products and services of the Akastor Group is driven, inter alia, by the world's increasing consumption of oil and gas for transportation, energy production and industrial purposes as well as the markets ability to produce and the development of new technologies making oil production more efficient.

The world's energy consumption is expected to continue to grow. Combined with declining reserves and reduced oil and gas production in many parts of the world, this is expected to generate a persistent need for new developments. Furthermore, oil production is increasingly moving offshore.

For many years, the North-West European Continental Shelf has been the world's primary geographical market for offshore oil and gas activities. Historically, this was also the home market and a breeding ground for new technologies and solutions of the Group. This region continues to play a key role for the Akastor Group, although the composition of this market is shifting with the maturing of the oil and gas fields in the region and technologies and solutions required for increased oil and gas recovery, satellite field developments and maintenance and modifications required to extend the lifespan of existing field infrastructure are becoming increasingly important.

Over the past 15-20 years, other geographical markets have become increasingly important. International oil companies have shifted the focus of their exploration activities to new frontier areas. National oil companies supported by governments with ambitious development plans are playing an important role in many regions.

Brazil represents one of the most rapidly growing single market in the offshore industry today. Other countries with recent strong growth and high national ambitions are found in West Africa, South and South East Asia, the Caspian Sea, in the Gulf of Mexico and in the Arctic offshore region.

One common denominator for these frontier regions is that remaining oil and gas reserves are increasingly difficult to produce. New fields are often located in deep waters, tough climate and remote areas. Exploration and production in such regions typically involve development of new technology, deployment of ground breaking products and large and complex projects.

The oil price influences oil companies' priorities for, and choices between, new developments, upgrades to existing facilities or commitments to improving recovery from producing fields. Oil prices thereby affect the activity in main markets of the Akastor Group. The Akastor Group's share of new deliveries compared with lifecycle services may accordingly vary over time in line with oil price trends.

The Group's success also depends on the trust the Company inspires in its customers. The most important success factor for achieving that trust is to deliver quality products and projects predictably according to agreed milestones and budgets.

4.7 Capital Resources

Sources of Liquidity

The Group's primary sources of liquidity have been cash flows from operating activities and net proceeds of borrowings.

For the three months ended 31 March 2014, the Group's net cash flow from operating activities was negative NOK 758 million; net cash flow from investing activities was NOK 5,354 million and net cash flow from financing activities was negative NOK 3,458. As of 31 March 2014, the Group had cash and cash equivalents of NOK 3,492 million. Additional undrawn committed non-current bank revolving credit facilities amounted to NOK 6,000 million as of 31 March 2014, which together with cash and cash equivalents gave a total liquidity buffer of NOK 9,500 million.

For further information, see Section 6 "Selected Historical Financial Information".

Events Subsequent to 31 March 2014 Affecting Liquidity

On 10 April 2014 the General Meeting of the Company resolved to pay dividend in the amount of NOK 4.10 per share. Payment was made on 2 May 2014.

On 13 June 2014 the Company announced that it had sold its 93 per cent holding in Quality Hotel Expo at Fornebu to Fornebu Hotellinvest AS, a syndicate set up by Pareto Project Finance AS for NOK 447 million. The Company will book a gain in the second quarter of 2014 of about NOK 100 million after taxes and transaction costs.

On 25 June 2014 the Company's subsidiary, Aker Oilfield Services (which will be a part of AKOFS Offshore within the Akastor Group after consummation of the Demerger), was notified by Total of Total's decision to terminate the contract for operation of the vessel *Skandi Aker* in Angola. Operation of *Skandi Aker* for Total in Angola started in September 2013. In 2014 the revenue utilization of *Skandi Aker* up until cancellation was 37 per cent. The remaining value of the contract back-log at the time of termination was approximately USD 150 million which will be taken out of the back-log for 2014 and 2015. In addition, Aker Oilfield Services may incur demobilization costs beyond the charter rate to be paid by the customer, other costs and claims arising out of the termination, costs to prepare the vessel for new contracts, and uncovered operating expenses, including continuing charter under the bareboat charter, until the vessel is back on contract.

On 26 June 2014, the Company repaid two bond loans in the aggregate amount of approximately NOK 1,900 million on their maturity date (the two bond loans with ISIN NO 0010504616 and ISIN NO 0010504608 – see further description under "Maturity Overview of Existing Borrowing Arrangements" below).

The Group has also since 31 March 2014 made certain capital expenditures and investments which will be further elaborated on when the Group's results for the three months ending 30 June 2014 are made public.

In addition, certain arrangements will be undertaken in connection with the Demerger to ensure an appropriate balance sheet for the New Aker Solutions Group and the Akastor Group, see Section 7 "Unaudited Pro Forma Financial Information" for further information.

Existing Borrowing Arrangements in Existing Aker Solutions

The Group has issued two bond loans which mature June 2017 and October 2019 respectively and were issued in June and October 2012 respectively. The bond loans are denominated in NOK and were issued in the Norwegian bond market. Both bond loans were issued based on a floating interest rate plus a predefined margin. Nordic Trustee ASA (previously named Norsk Tillitsmann ASA) act as loan trustee for the bond loans, and the loan agreements are based on Nordic Trustee's standard loan documentation for such bond loans. The bond loans are issued on a negative pledge basis and do not include any dividend restrictions and will be assumed by New Aker Solutions as part of the Demerger.

The two bond loans which matured in June 2014 were issued in June 2009 and were repaid in full on 26 June 2014.

After the repayment of the Group's NOK 750 million term loan facility and Euro 130 of the Euro 400 million term loan credit facility in January 2014, the bank debt of the Group consists of one NOK 6,000 million multi-currency revolving credit facility maturing in June 2016 and one Euro 270 million (originally Euro 400 million) multi-currency term loan facility maturing in full in November 2015. The facilities are provided by bank syndicates consisting of high quality Nordic and international banks. The NOK 6,000 million facility was drawn to NOK 1,650 as of 31 December 2013 and the Euro 400 million facility was fully drawn as of that date. The terms and conditions of the credit facilities included negative pledge provisions and restrictions on inter alia acquisitions, disposals, demergers and mergers. The credit facility agreements also include change of control provisions, which are triggered if (i) Aker ASA and/or the Kingdom of Norway cease to control, directly or indirectly, more than 50 per cent of the shares of Aker Kværner Holding AS, or (ii) Aker Kværner Holding AS ceases to hold at least 33.4 per cent of the shares in the Company, or (iii) any person or group of persons acting in concert (other than Aker Kværner Holding AS, Aker ASA and/or the Kingdom of Norway, directly or indirectly) gains control of the Company. The facilities do not include any dividend restrictions and are unsecured. The financial covenants of the Group's credit facilities are based on two sets of key financial ratios; a gearing ratio based on gross debt/EBITDA and an interest cover ratio based on EBITDA/net finance costs. The financial covenants are tested on a quarterly basis. The applicable margin is based on a price grid determined by the gearing ratio. The facilities will be re-financed in connection with the Demerger, see further description in Sections 4.8 "Presentation of the Company—Refinancing of Existing Borrowing Arrangements in Conjunction with the Demerger" and 5.5 "Presentation of New Aker Solutions—Capital Resources".

In addition to the financing described above, the Group has also entered into certain existing financing arrangements with the Brazilian Development Bank EXIM ("**BNDES**") for the financing of its Brazilian operations. This debt is entered into in respect of New Aker Solutions Business and is therefore intended to follow the New Aker Solutions Group. The Group is also currently in negotiations with BNDES regarding further financing of its SUB and DRT businesses in Brazil. This new financing is intended to follow the Akastor Group and the New Aker Solutions Group depending on where the business area to which the debt relates is placed. However, this is still subject to final agreement with BNDES.

Maturity Overview of Existing Borrowing Arrangements

The following table sets out the Group's principal borrowing arrangements as of 31 December 2013 and their repayment schedule.

Amounts in NOK million			**Payments Due by Period, as of 31 December 2013**				
Bond Loan / Credit Facility / Other loan	**Book Value**	**Total Undiscounted Cash Flow(1)**	**6 Months and Less**	**6-12 Months**	**1-2 Years**	**2-5 Years**	**More than 5 Years**

Amounts in NOK million			Payments Due by Period, as of 31 December 2013				
Bond Loan / Credit Facility / Other loan	**Book Value**	**Total Undiscounted Cash Flow[1]**	**6 Months and Less**	**6-12 Months**	**1-2 Years**	**2-5 Years**	**More than 5 Years**
ISIN NO 001050461.6[3]	(1,812)	(1,805)	(1,805)	—	—	—	—
ISIN NO 001050460.8[3]	(187)	(187)	(187)	—	—	—	—
ISIN NO 0010647431	(1,498)	(1,811)	(44)	(44)	(89)	(1,633)	—
ISIN NO 0010661051	(1,002)	(1,338)	(29)	(29)	(59)	(176)	(1,044)
Total bond loans	**(4,499)**	**(5,141)**	**(2,065)**	**(73)**	**(148)**	**(1,809)**	**(1,044)**
Term loan[2]	(4,104)	(4,205)	(1,133)	(774)	(2,298)	—	—
Revolving Credit Facility (NOK 6,000 million)	(1,636)	(1,780)	(1,676)	(26)	(52)	(26)	—
Total Credit Facilities	**(5,740)**	**(5,985)**	**(2,809)**	**(800)**	**(2,350)**	**(26)**	**—**
Brazilian Development Bank EXIM Loan	(1,044)	(1,176)	(49)	(35)	(577)	(516)	—
Other Loans	(33)	(33)	(4)	(3)	(6)	(15)	(5)
Total Borrowings	**(11,316)**	**(12,335)**	**(4,927)**	**(911)**	**(3,081)**	**(2,366)**	**(1,049)**

(1) "Total Undiscounted Cash Flow" is the principle amount borrowed and the nominal value to be repaid at the maturity of the bonds, including interest payments.

(2) Including NOK 750 term loan maturing in October 2014 (and repaid in January 2014) and Euro 400 million with Euro 130 million maturing in May 2014 (and repaid in January 2014) and Euro 270 million maturing in November 2015.

(3) Repaid in full on 26 June 2014.

4.8 Refinancing of Existing Borrowing Arrangements in Conjunction with the Demerger

In parallel with the financing of New Aker Solutions in conjunction with consummation of the Demerger – see Section 5.5 "Presentation of New Aker Solutions—Capital Resources" – the Company will refinance its NOK 6,000 million revolving credit facility which mature in June 2016 and its Euro 270 million (originally Euro 400 million) revolving credit facility which mature in full in November 2015. These credit facilities will be refinanced with a five year NOK 4,000 million revolving credit facility entered into by New Aker Solutions as well as a combined NOK 4,500 term and revolving credit facilities (consisting of a NOK 2,500 term loan with 3 years maturity and a NOK 2,000 revolving credit with 5 years maturity) entered into by Akastor on 3 July 2014. As of 31 March 2014, NOK 0 (zero) of the existing NOK 6,000 million and Euro 270 million of the Euro 270 million (originally Euro 400 million) facilities were utilised.

Pursuant to the Demerger Plan the obligations of Existing Aker Solutions will be divided between New Aker Solutions and Akastor as set out in therein. The Demerger is based on the principle of continuity and based on this principle and the division set out in the Demerger Plan, the two bond loans in the amount of NOK 1,500 million and NOK 1,000 millon issued by the Company on 4 June 2012 and 3 October 2012 respectively will be held by New Aker Solutions after consummation of the Demerger. The maturity dates for these loans are 6 June 2017 and 9 October 2019.

The Group's current outstanding loans with the Brazilian Development Bank BNDES) related to the New Aker Solutions Business is also expected to be held by New Aker Solutions after consummation of the Demerger, however this is still subject to final negotiation with BNDES and further information will be provided in the listing prospectus for New Aker Solutions.

4.9 Working Capital Statement

In the opinion of the Company, the working capital for the Group is sufficient for its present requirements.

4.10 Recent Developments for the Group and Significant Trends

Other than (i) the award of a contract worth more than USD 300 million from Petrobras to supply eight manifolds, (ii) the award of a contract worth NOK 14,000 million from Total to provide a subsea production system for the Kaombo Block 32 development in Angola, (iii) the alliance entered into between the Company and Baker Hughes Incorporated as further described in Section 5.3 "Presentation of New Aker Solutions—Material Contracts Relating to the New Aker

Solutions Business―Subsea Production Alliance with Baker Hughes Incorporated", (iv) the award of a framework agreement from BP to provide engineering, modifications and maintenance services for BP-operated oil and gas fields in Norway, (v) reduced activities in the Norwegian MMO market, (vi) cancellation by Total of the contract for *Skandi Aker*, see Section 4.7 "Presentation of the Company—Capital Resources—Events Subsequent to 31 March 2014 Affecting Liquidity", and (vii) the Demerger, and associated transactions and arrangements, as discussed in further detail elsewhere in this Information Memorandum, the Group has not experienced any significant changes in its financial or trading position, or any significant recent trends in production, sales and inventory, and costs and selling prices, since 31 March 2014.

However, the Company has, on 11 July 2014, announced that the AKOFS Offshore business unit of Akastor will see some of its assets and goodwill written down by about NOK 1.6 billion as part of the Demerger process. The write-offs will not impact New Aker Solutions. The value of Aker Oilfield Services' investments in the *Skandi Aker* and *Aker Wayfarer* vessels will be written down and a provision will be made on future leasing commitments for the vessels. The goodwill value of the business area Oilfield Services and Marine Assets (OMA), which Aker Oilfield Services belongs to, will also be written down. The writedowns follow extensive internal and external valuations of Existing Aker Solutions' business that were carried out to define the right equity ratio in the Demerger. In addition, the cancelation in June by Total in Angola of a two-year contract for the *Skandi Aker* vessel (as referred to above) and a generally weaker market have created uncertainty about the value of the vessel and the goodwill value of OMA. An impairment charge of NOK 664 million will be taken on the *Skandi Aker* and NOK 306 million on the goodwill value of OMA. In addition, an impairment charge of NOK 662 million will also be taken on the *Aker Wayfarer* as some prior investments in the vessel have little or no value based on recently revised business cases and market outlook. The after-tax effect of these impairments is expected to be about NOK 1.3 billion. Most of the *Aker Wayfarer* impairment will impact earnings before interest, taxes, depreciation and amortization (EBITDA). The *Skandi Aker* and OMA goodwill impairments will impact earnings before interest and taxes (EBIT). The writedowns, as well as other financial consequences of the Demerger, will be incorporated in the second-quarter 2014 results which are to be disclosed on 17 July 2014 by the Company.

4.11 Board of Directors, Management, Corporate Governance and Employees of the Group today and Akastor going forward

Board of Directors

The Company's Articles of Association provide that the Company's Board of Directors shall consist of a minimum of six and a maximum of twelve members. The Company's current Board of Directors is composed of seven shareholder-elected members and four employee-elected members.

The members of the Board of Directors, and their holdings of Existing Aker Solutions Shares, are presented in the table below. The Company's registered business address, Snarøyveien 36, 1364 Fornebu, Norway, serves as c/o address for the members of the Company's Board of Directors in relation to their directorship of the Company.

	Shares held in the Company(1)
Øyvind Eriksen — Chairman	—(2)
Stuart Ferguson — Deputy Chairman	—
Kjell Inge Røkke — Board Member	—(2)
Sarah Ryan — Board Member	—
Anne Drinkwater — Board Member	3,500
Lone Fønss Schrøder — Board Member	4,400
Koosum Kalyan — Board Member	—
Åsmund Knutsen — Board Member (employee representative)	5,112
Atle Teigland — Board Member (employee representative)	4,053
Arild Håvik — Board Member (employee representative)	1,947
Hilde Karlsen — Board Member (employee representative)	2,088

(1) No stock options exist in respect of any member of the Board of Directors.

(2) Øyvind Eriksen does not hold any Shares in the Company, but he has an ownership interest through his holding of 100 000 shares in Aker ASA and 0.20 per cent of the shares in TRG Holding AS through a privately owned company.

(3) The largest shareholder of the Company – Aker Kværner Holding AS, owning 40.3 per cent of the shares in the Company – is controlled by Aker ASA (70 per cent) which is controlled by Kjell Inge Røkke and members of his family through TRG Holding AS and The Resource Group AS. The remaining shares in Aker Kværner Holding AS are as of the date of this Information Memorandum owned by the

Norwegian Government (30 per cent). In addition to its shareholding in the Company through Aker Kværner Holding AS, Aker ASA also owns 6.3 per cent of the shares in the Company directly.

There will be made changes to the Company's Board of Directors following consummation of the Demerger. Election of a new board of directors will be held on the Extraordinary General Meeting to be held on 12 August 2014.

The composition of the Company's Board of Directors is currently in compliance with the independence requirements of the Norwegian Code of Practice for Corporate Governance of 23 October 2012 (the "**Corporate Governance Code**") and the Company will ensure that also the new Board of Directors of Akastor is in compliance with the Corporate Governance Code. The Corporate Governance Code provides that a board member is generally considered to be independent when he or she does not have any personal, material business or other contacts that may influence the decisions he or she makes as a board member.

The Chairman of the Board of Directors, Mr Øyvind Eriksen, is also Chief Executive Officer of Aker ASA. Aker ASA owns 70 per cent of the shares in Aker Kværner Holding AS, which in turn is the Company's largest shareholder with a 40.3 per cent ownership. As stated above, in addition to its shareholding in the Company through Aker Kværner Holding AS, Aker ASA also owns 6.3 per cent of the shares in the Company directly and the Board Member Kjell Inge Røkke has a controlling ownership interest in this company. The Company is not aware of other companies or partnerships of which the members of the Board of Directors or Management are members and which are considered of significant importance for Existing Aker Solutions.

Management

The Company's executive management (the "**Management**") consists of 16 individuals. The members of the Company's Management, and their holdings of Existing Aker Solutions Shares, are set out in the table below.

	Shares held in the Company(1)
Luis Arujo — Chief Executive Officer of New Aker Solutions	15,757
Frank Ove Reite — Chief Executive Officer of Akastor	—
Leif Hejø Borge — President and Chief Financial Officer	39,725
Alan Brunnen — Head of Subsea	—
Karl Erik Kjelstad — Head of Oilfield Services and Marine Assets	23,074
Tore Sjursen — Head of Maintenance, Modifications and Operations	8,366
Roy Arne Dyrseth —Head of Drilling Technologies	—
David Merle — Head of Process Systems	1,875
Valborg Lundegaard — Head of Engineering	5,185
Tom Munkejord — Head of Umbilicals	1,481
Åsmund Bøe — Chief Technology Officer	—
Sissel Lindland — Chief HR Officer	7,389
Mark Riding — Chief Strategic Marketing	15,169
Erik Wiik — Regional President – North America	8,148
Per Harald Kongelf — Regional President – Norway	—
David Currie — Regional President – UK	—

(1) No stock options exist in respect of any member of Management.

Following consummation of the Demerger, the Management of the Company (then named Akastor ASA) will be made up of, inter alia, the following individuals:

	Shares held in the Company(1)
Frank Ove Reite — Chief Executive Officer of Akastor ASA	—
Leif Hejø Borge — Chief Financial Officer	39,725
Karl Erik Kjelstad — Investment Director	23,074
David Merle — Investment Director	1,875

(1) No stock options exist in respect of any member of Management.

The remaining roles within the Management of Akastor are yet to be announced.

Head office

The Company has its head office at Snarøyveien 36, 1364 Fornebu, Norway.

Benefits upon Termination of Employment

None of the members of the Board of Directors have contracts providing benefits upon termination of their positions as Board Members.

Most members of the Management team have contracts entitling them to six months' severance pay upon termination of contract.

Nomination Committee

The Company's Articles of Association provide for a Nomination Committee composed of minimum three members who are elected by the General Meeting for two-year terms. The Nomination Committee is responsible for nominating the shareholder-elected members of the Board of Directors and to make recommendations for remuneration to the members of the Boards of Directors. The current members of the Nomination Committee are Leif-Arne Langøy (chairman), Gerhard Heiberg, Kjetil Kristiansen and Mette Wikborg.

Audit Committee

The Company has an Audit Committee comprising of three members elected by and among the member of the Board of Directors. The current members of the Audit Committee are Anne Drinkwater (Chairperson), Lone Fønss Schrøder and Atle Teigland.

Remuneration Committee

The Company does currently not have a Remuneration Committee as the experience from having such showed more merit in discussing matters comprised by this committee's mandate with all board members present.

Board Risk Committee

The Company has a Board Risk Committee comprising of four members elected by and among the members of the Board of Directors. The current members of the Board Risk Committee are Stuart Ferguson (Chairperson), Koosum Kalyan, Anne Drinkwater and Åsmund Knutsen.

Corporate Governance

The Company's corporate governance principles are based on, and comply with, the Corporate Governance Code other than as disclosed in the Company's corporate governance statement for the year ended 31 December 2013 set forth on page 9 of the Company's 2013 Annual Report (which makes a reference to the Company's web page) which is incorporated by reference in this Information Memorandum; see Section 8 "Incorporation by Reference; Documents on Display".

4.12 Corporate Information and Share Capital

Incorporation, Company Registration Number, Registered Office and Other Company Information

The Company is a Norwegian public limited liability company incorporated under the laws of Norway and in accordance with the Norwegian Public Limited Companies Act of 13 June 1997 no. 45 with company registration number 986 529 551, which will continue to be the company registration number of the Company after consummation of the Demerger. The Company was incorporated on 29 January 2004.

The Company has its head office and registered address at Snarøyveien 36, N-1364 Fornebu, Bærum, Norway, its telephone number is +47 67 51 30 00 and its web-site is www.akersolutions.com.

Trading Market for the Shares and Trading Symbol

The shares of the Company are admitted to trading on the Oslo Stock Exchange, and trade under the trading symbol "Aker Solutions" with the ticker "AKSO". The Existing Aker Solutions Shares will continue to trade on the Oslo Stock Exchange under the name Akastor ASA. The ticker "AKSO" will be taken over by New Aker Solutions from the first day of listing of this company. The new ticker for the Company under the name Akastor is yet to be agreed, but will be announced well in advance of the time the current ticker is changed.

International Securities Identification Number (ISIN) and Shareholders Register

The Existing Aker Solutions Shares are, and will after consummation of the Demerger continue to be, registered in book-entry form with the VPS under the International Securities Identification Number ("**ISIN**") NO 0010215684. The Company's register of shareholders with the VPS is administrated by DNB Bank ASA, Registrars Department, Dronning Eufemias gate 30, N-0191 Oslo, Norway.

Share Capital

As of the date hereof, the Company's share capital is NOK 454,840,000 divided into 274,000,000 Shares with each Share having a par value of NOK 1.66. Upon consummation of the Demerger, the Company's share capital will be NOK 162,208,000 divided into 274,000,000 Shares, with each Share having a par value of NOK 0.592. All the existing Shares have been created under the Norwegian Public Limited Companies Acts, and are validly issued and fully paid. The Company has one class of shares.

Share Capital History

The only change in the Company's share capital during the years ended 31 December 2013, 2012 or 2011 is the reduction of the Company's share capital from NOK 548,000,000 to NOK 454,840,000 in connection with the Kværner demerger in 2011. There have been no changes in the Company's share capital for the period since 31 December 2013 to the date of this Information Memorandum.

Notifiable Holdings

As at 9 July 2014, which was the latest practicable date prior to the date of this Information Memorandum, and insofar as known to the Company, the following persons are, directly or indirectly, interested in 5 per cent or more of the issued share capital of the Company:

	Per cent
Aker Kværner Holding AS	40.3(1) (2)
Aker ASA	6.3(2)
Artisan Partners Limited Partnership	5.3

(1) The largest shareholder of the Company – Aker Kværner Holding AS, owning 40.3 per cent of the shares in the Company – is controlled by Aker ASA (70 per cent) which is controlled by Kjell Inge Røkke and members of his family through TRG Holding AS and The Resource Group AS. The remaining shares in Aker Kværner Holding AS are as at the date of this Information Memorandum owned by the Norwegian Government (30 per cent).

(2) The Oslo Stock Exchange, being the competent takeover authority in Norway, has previously confirmed that any further acquisition of shares in the Company by Aker Kværner Holding AS is exempted from the mandatory offer obligations set out in chapter 6 of the Norwegian Securities Trading Act. The Oslo Stock Exchange has previously also confirmed that Aker ASA, which owns 70 per cent of the shares in Aker Kværner Holding AS, is also exempted from a mandatory offer obligation in case of acquisition of shares in the Company unless it (alone or together with consolidated parties) acquires shares bringing its direct ownership above 1/3 of the votes in the Company.

4.13 Legal and Arbitration Proceedings Relating to the Akastor Business

From time to time, the Akastor Group will be involved in litigation, disputes and other legal proceedings arising in the normal course of its business. The Akastor Business is not, nor has it been during the course of the preceding twelve months, involved in any legal, governmental or arbitration proceedings which may have, or have had in the recent past, significant effects on the Akastor Business or the financial condition or profitability of the Akastor Group, and Company is not aware of any such proceedings which are pending or threatened.

The disputes discussed below constitute, in the opinion of the Company, the current most material disputes relating to the Akastor Business. In addition to these disputes, the Akastor Group is currently, and will from time to time be, involved in negotiations with its customers, sub-contractors and joint venture partners in connection with projects, for instance relating to variation orders and final account settlement; and if such negotiations are not successful, the matter could be referred to legal or arbitration proceedings for final resolution. As an example, MHWirth is currently in final settlement discussions with its client and its subcontractors regarding delivery of drilling packages to two rigs. Discussions regard typical issues concerning liability for liquidated damages, cost related to various quality issues, rights to compensation for prolonged execution period, compensation for variation orders, etc. These issues are constantly evaluated and provided for in the project accounts, but the provisions may not be sufficient if the outcome of the dispute is different than expected. There will always be a risk that such issues will become subject for litigation or arbitration, but it is more likely than not that the matter will be settled amicably.

In 2009, a subsidiary of Akastor entered into an Engineering, Procurement and Construction contract with Westcoast Energy Inc, d.b.a. Spectra Energy Transmission for the provision of a gas processing plant and TEG module in Northern British Columbia, Canada. The Company issued a parent company guarantee under the contract and the contract scope was delivered by the Akastor subsidiary during the course of 2011. The client has initiated arbitration proceedings alleging defective deliverables by the Akastor subsidiary and its fabrication subcontractor Maxfield Inc, and also by the client's onsite mechanical contractor CH2M Hill.

As mentioned in Section 4.7 "Presentation of the Company—Capital Resources—Events Subsequent to 31 March 2014 Affecting Liquidity", Aker Oilfield Services disagrees with the termination and Total's right to terminate the contract for *Skandi Aker*. Even though no formal legal proceedings have been initiated as of the date of this Information Memorandum, a potential dispute with Total could have a significant effect on the Akastor Business or the financial condition or profitability of the Akastor Group.

See Section 5.9 "Presentation of New Aker Solutions—Legal and Arbitration Proceedings Relating to the New Aker Solutions Business" for a discussion of legal and arbitration proceedings in respect of the New Aker Solutions Business,

4.14 Independent Auditor

The Company's independent auditor is KPMG AS, which has its registered address at Sørkedalsveien 6, N-0306 Oslo, Norway. KPMG AS is a member of The Norwegian Institute of Public Accountants (Nw. *Den Norske Revisorforening*).

4.15 Legal Advisor

Advokatfirmaet BA-HR DA, Tjuvholmen allé 16, N-0252, Oslo, Norway have acted as legal counsel (as to Norwegian law) to the Company in connection with the Demerger.

5 PRESENTATION OF NEW AKER SOLUTIONS

5.1 Introduction

After consummation of the Demerger, New Aker Solutions will be a streamlined oil service company with Subsea and Field Design as its two primary reporting segments. The demerger of Subsea (SUB), Umbilicals (UMB), Engineering (ENG) and Maintenance, Modifications and Operations (MMO) into a separate independent entity will allow a more focused strategy and effective management, reduced operational complexity and costs and faster realization of operational synergies.

New Aker Solutions will have a narrower scope of business than Existing Aker Solutions and the businesses of New Aker Solutions will have more operational, commercial and strategic similarities than is the case within the Group today. This will allow for a simpler and more cost efficient operating structure, focused on value creation though organic growth and operational excellence with less compromise and trade-offs. This in turn will allow management to focus their attention on operations with minimal distractions from turnarounds and internal restructuring efforts. Furthermore, increased comparability to peers is expected to improve the effectiveness of benchmarking as a management tool.

The New Aker Solutions Group will provide a wide range of subsea technologies, solutions and products across the offshore upstream segment of the oil and gas industry. New Aker Solutions will support companies when they develop facilities and infrastructure to produce oil and gas and when they seek to maximize production and extend the life of fields. New Aker Solutions will design production facilities and provide the maintenance of these as well as engineering and project management services in connection with the decommissioning of facilities once production ends.

New Aker Solutions' main customers will be international, national and independent oil and gas companies around the globe. New Aker Solutions will also work with drilling and FPSO contractors and construction and offshore installation companies.

The New Aker Solutions Group will have more than 20,400 employees (as per 31 March 2014 and including own employees and hired-ins) with engineering, fabrication and project management competence. More than 14,000 of these employees originate from the businesses in Norway, with the rest working for businesses in other places around the world, including the United Kingdom, Malaysia, India, Brazil and the United States. In total, the New Aker Solutions Group will have operations in 40 locations in 19 countries world-wide, with head office in Fornebu, Norway.

The New Aker Solutions Group holds a strong position in the North Sea and in Brazil as well as in North America (especially SUB and UMB) and West Africa. The New Aker Solutions Group will further target other major offshore regions around the globe, inter alia, APAC.

5.2 The Business of the New Aker Solutions Group After Consummation of the Demerger

5.2.1 Reporting Segments and Business Areas

The business of New Aker Solutions will for external reporting purposes be organised in two primary segments: Subsea and Field Design. The Field Design segment includes the current business areas Engineering (ENG) and Maintenance, Modifications and Operations (MMO). The Subsea segment consists of the current business areas Subsea (SUB) and Umbilicals (UMB).

5.2.2 Subsea (SUB)

Through its SUB business area, the New Aker Solutions Group has more than 40 years of experience as a global provider of subsea technologies, solutions and services. SUB offerings cover all phases of the life of fields, from concept screening and design through manufacturing, installation and commissioning to operational support, maintenance services and upgrades, mainly to oil companies as customers. Through a comprehensive subsea product and operations portfolio, with a key focus on providing top-tier global subsea production systems and products, the goal is to increase production, enhance feasibility and extend the boundaries of economic hydrocarbon recovery.

As a provider of subsea technologies and services, New Aker Solutions Group is at the forefront of key technologies that drive future field developments with the opportunities and risks this position brings with it. The Group's new subsea processing and boosting solutions are paving the way for exploring deeper waters, complex reservoirs, harsher fluids and longer step-outs. With the market strongly driving increased oil recovery from existing fields, New Aker Solutions

Group has developed solutions to meet these needs by creating standardised solutions resulting in reduced development costs.

The New Aker Solutions Group has a portfolio of subsea projects with a range of technical requirements to optimise the field and production profile for its clients. In a technology driven industry, New Aker Solutions Group has met client demands for increasingly complex and integrated technical solutions, challenging existing ranges with regards to temperatures, pressures, water depths, step-outs and monitoring production parameters. For the year ended 31 December 2013, 77 per cent of the revenues of the SUB business came from lump-sum contracts which is the contract format used for product and system sales. For a further description of the risks associated with projects under lump-sum contracts, see the first risk factor listed in Section 1.3 "Risk Factors—Risks Relating to the Akastor Group and the New Aker Solutions Group". Life cycle services are usually provided on reimbursable contracts.

New Aker Solutions is also well placed in the emerging market for advanced and integrated subsea production systems – the "Subsea Factory" – that will combine subsea hardware, subsea processing and the management of reservoir performance into a full field concept. This will require high competence in advanced subsea process systems, control systems and large scale engineering and project management. The competence and skillsets in New Aker Solutions' portfolio, plus its Subsea Production Alliance with Baker Hughes Incorporated, positions SUB at the forefront of the development of this section of the offshore industry.

Headquartered in Oslo, Norway, the SUB business area employs 9,200 people (as per 31 March 2014 including hired-ins) based in 27 locations around the world dedicated to subsea deliveries. The SUB business area has regional sales and engineering offices, as well as manufacturing and service facilities, near all key oil and gas hubs and deepwater regions around the world including the North Sea, the US, Brazil, West Africa and APAC.

The SUB business' main manufacturing sites are located in Norway, the UK, Malaysia and Brazil.

5.2.3 Umbilicals (UMB)

Within its Umbilicals business area, the New Aker Solutions Group has over the past 20 years delivered more than 400 umbilicals to some of the world's most challenging fields, from shallow water to ultra-deep water, harsh environment and with high pressure – high temperature applications. Since 1993, more than 4,000 kilometres of New Aker Solutions' umbilicals have been installed worldwide.

The Umbilicals product line of New Aker Solutions provides cost effective and technically advanced subsea control umbilicals and power cable systems to the oil and gas industry world-wide with oil companies and installation contractors as its main customers. Subsea control umbilicals are deployed on the seabed in order to supply necessary hydraulic fluids and chemicals to subsea oil and gas wells and subsea manifolds. The subsea control umbilicals allow the operator of an oil field to operate and control subsea production systems.

The New Aker Solutions Group delivers umbilicals worldwide, including in the Bay of Bengal (India), Western Australia, Gulf of Mexico, West Africa, China, Egypt, the North Sea and the Barents Sea, to mention some areas. The majority of the deliveries (being product and system sales) are made under lump-sum contracts.

The Umbilicals business has approximately 600 employees (as per 31 March 2014 and including hired-ins) with engineering and project management capabilities located at Fornebu, Norway and its two main manufacturing facilities located in Moss, Norway and Mobile in Alabama, USA. Both manufacturing facilities have engineering and project management capability, which enables the New Aker Solutions Group to service the requirements of its global customers. The two manufacturing facilities are provided with reliable horizontal bundling and extrusion machines, deepwater access to installation/transportation vessels, high capacity processing and storage carousels and on-site welding and test facilities.

Existing Aker Solutions is a main supplier of steel tube controls umbilicals with a significant market share.

5.2.4 Engineering (ENG)

The Engineering business area consists of approximately 3,500 engineers (as per 31 March 2014 and including hired-ins), mainly based in Oslo, London, Mumbai in India and Kuala Lumpur in Malaysia. Engineering also has a presence in Houston and Perth. The business area has a long track record from the North Sea and international projects, and offers intellectual property and specialist competence particularly well suited for complex oil and gas developments in deep waters and harsh environments with oil companies as its main customers. Engineering has operations in the North Sea, the US, South East Asia and India.

Through the Engineering business area the New Aker Solutions Group will provide a wide field development understanding – from concept selection to completion – integrating all key products and technologies within field development. The New Aker Solutions Group's dedicated front-end organisation delivers full field development solutions and in-depth specialised technical studies. The Group's products and services range from feasibility studies and field planning, through concept screening and selection, concept definition and project execution strategy, to detailed engineering, procurement services and construction management assistance. New Aker Solutions also provides advisory studies, third party verification, technology development and license packages. The majority of ENG's contracts (being contracts for engineering and procurement services and feed concept studies) are on a reimbursable pricing format.

In addition, the India Engineering team is a provider of engineering services and integrated solutions to other sectors such as petrochemicals, refining, polymers, minerals and metals industries, in India and internationally.

5.2.5 Maintenance, Modifications and Operations (MMO)

Through its Maintenance, Modifications and Operations (MMO) business area, the New Aker Solutions Group provides engineering, project management, fabrication and offshore construction services to the upstream oil and gas industry with oil companies as its main customers. The offering covers the entire lifetime of fields from front end design through engineering, procurement, construction and installation (EPCI) to commissioning. The MMO business area also has core competence of services within brownfield front end studies, Asset Integrity Management (AIM) services, offshore modifications and hook-up services, fabrication and decommissioning services.

Maintenance, Modifications and Operations represent a growing market internationally for the New Aker Solutions Group as existing offshore and land-based installations mature and the facilities needs to be modified due to changes in the assets production as well as maintain the integrity of the facilities. Major front-end engineering and design (FEED) and modification projects include drilling upgrades, tie-ins, low-pressure production upgrades, water injection upgrades and increased oil recovery projects. Vast experience with maintenance and modification projects for the oil and gas industry has enabled the New Aker Solutions Group to develop technology and front-end specialist teams. These teams collaborate closely with the New Aker Solutions Group's experts globally to secure synergies for the client's benefit in both greenfield and brownfield projects.

The MMO business mainly has operations in the North Sea, Malaysia and Canada. In the North Sea, New Aker Solutions is the MMO market leader, with a market share of 35-40 per cent in the Norwegian sector and 12-15 per cent in the UK sector. The MMO business area has on-going projects in more than 36 offshore installations on the Norwegian Continental Shelf (NCS). *Snorre*, *Valhall*, *Åsgard*, *Gullfaks* and *Ekofisk* are just some of the fields where people from this business area conduct challenging and complex operations for New Aker Solutions Group's clients. The majority of MMO's contracts are on a reimbursable pricing format.

The business area is headquartered in Stavanger, Norway, and engineering and pre-fabrication facilities are located in close proximity to key customers in Norway and the UK. This business area also includes fabrication yards in Egersund, Norway which is tailor made for topsides module fabrication and fabrication and testing of subsea structures, as well as fabrication sites at Ågotnes, Norway and in Sandnessjøen, Norway. The Maintenance, Modifications and Operations business area consists of approximately 7,800 employees (as per 31 March 2014 and including hired-ins and contract workers). The MMO business area has started an ambitious international growth plan. Currently the main international operations are in Aberdeen, the East Coast Canada and Brunei and there are plans for further expansions in APAC.

5.3 Non-operational Material Contracts Relating to the New Aker Solutions Business

After consummation of the Demerger, the New Aker Solutions Group will be party to a number of material commercial contracts relating to the New Aker Solutions Business, entered into in the ordinary course of business. However, such contracts are not further described here.

Acquisitions Outside the Ordinary Course of Business During the Two Years Preceding the Date of this Information Memorandum

During the two years preceding the publication of this Information Memorandum, companies that will be part of the New Aker Solutions Group has entered into certain contracts for acquisitions outside the ordinary course of business as summarised below.

- **Enovate Systems Limited**: In February 2013 the Company announced that it had completed the purchase of a controlling stake in the Aberdeen-based Enovate for GBP 75.2 million.

Other Non-operational Material Contracts of the New Aker Solutions Group Discussed Elsewhere in this Information Memorandum

Certain other material contracts which the Group has recently completed or made a firm commitment to complete, or which the Group intends to complete, are discussed elsewhere in this Information Memorandum as follows:

- New Aker Solutions Group will enter into certain borrowing arrangements in conjunction with consummation of the Demerger, which will be material to the New Aker Solutions Group; see Section 5.5 "Presentation of New Aker Solutions—Capital Resources" for a discussion of such borrowing arrangements.

- The Demerger Plan, the Separation Agreement, the Technology Agreement and other related arrangements in respect of the Demerger, see Section 3 "The Demerger".

Subsea Production Alliance with Baker Hughes Incorporated

In April 2014, Aker Solutions Inc. and Baker Hughes Incorporated agreed to form an alliance to develop technology for production solutions that will boost output, increase recovery rates and reduce costs for subsea fields. The non-incorporated alliance will combine Aker Solutions' strengths in subsea production and processing systems with Baker Hughes' expertise in well completions and artificial-lift technology to deliver reliable, integrated in-well and subsea production solutions that will help mitigate risk, accelerate output and extend the life of subsea fields. The alliance team will also focus on advancing the industry's well-intervention capabilities to further optimize efficiency and reduce risks in subsea developments. The structure of the alliance provides the flexibility for each company to offer any products and services to design the best solution for customers' production challenges.

Joint Venture Agreements

The New Aker Solutions Group has entered into several joint venture agreements for cooperation and operations around the world. In addition to the new alliance and joint research agreement entered into with Baker Hughes Incorporated, the Group has, inter alia, entered into joint venture agreements in connection with its deliveries under the contract for deliveries on the Kaombo field as well as a joint venture agreement for the Aker Arctic development.

Construction Site in São José dos Pinhais – Brazil (SUB)

Since 2013, the New Aker Solutions Business in Brazil has entered into agreements for the construction of its new site in São José dos Pinhais, which will substitute SUB's current site in Curitiba/PR. The total investment be in the area of NOK 650-700 million and completion is expected in Q3 2015.

5.4 Patents and Licenses Relating to the New Aker Solutions Business

The Company has sought to identify the intellectual property rights and know-how which historically has been utilised in the New Aker Solutions Business and the Akastor Business, respectively. In conjunction with the Demerger, entities within the Akastor Group and entities within the New Aker Solutions Group will enter into the Technology Agreement which regulates allocation of ownership to certain key intellectual property rights and know-how between the parties, and licensing of certain intellectual property rights and know-how from the Akastor Group to the New Aker Solutions Group and vice versa. The main principle for allocation of ownership to intellectual property rights and know-how under the Technology Agreement is that ownership will follow the party to which it naturally belongs; for example intellectual property rights and know-how related to SUB, UMB, ENG and MMO will be allocated to the New Aker Solutions Group, and intellectual property rights and know-how to certain other conceptual designs to the Akastor Group. Licensing arrangements will be used in respect of intellectual property rights and know-how which are required for the successful operations of the party not being allocated ownership to such intellectual property rights or know-how.

5.5 Capital Resources

It is contemplated that New Aker Solutions through the Demerger will be established with a minimum cash position of approximately NOK 500 million. In addition New Aker Solutions has, on 3 July 2014, entered into a credit facility in the amount of NOK 4,000 million which will be utilised in connection with consummation of the Demerger to repay debt to the Akastor Group, to cover fluctuations in working capital and to facilitate future growth. A group of three Nordic banks have been given the role as coordinators for the credit facility and the lenders will be a group of a reputable Nordic and international banks. The facility will be a five year revolving credit facility.

In addition to the new NOK 4,000 million facility described above, New Aker Solutions will in accordance with the Demerger Plan take over bond loans in a total amount of NOK 2,500 million.

The Group's current outstanding loans with the Brazilian Development Bank (BNDES) related to the New Aker Solutions Business is also expected to be held by New Aker Solutions after consummation of the Demerger, however this is still subject to final negotiation with BNDES and can therefore not be asserted. Any failure to obtain BNDES consent could lead to an obligation to prepay this debt instead. The Group is currently also in negotiation with BNDES in order to finance additional New Aker Solutions Business in Brazil. Further information will be provided in the listing prospectus for New Aker Solutions.

5.6 Working Capital Statement

The working capital of the New Aker Solutions Group will, upon consummation of the Demerger, and upon execution of the contemplated credit facility as further discussed in Section 5.5 "Presentation of New Aker Solutions—Capital Resources" in the opinion of the Company be sufficient for its then present requirements.

5.7 Board of Directors, Management and Corporate Governance

Board of Directors

New Aker Solutions Articles of Association provide that the company's Board of Directors shall consist of a minimum of three and a maximum of five members. New Aker Solutions current interim Board of Directors is composed of three members, Svein Oskar Stoknes (Chairman), Marianne Mithassel Aamodt (Director) and Axel Ranang Gustavsen (Director). All current directors are employees of the Company.

Upon consummation of the Demerger, prior to admission to trading of the shares of New Aker Solutions on the Oslo Stock Exchange, a new Board of Directors will replace the existing interim Board of Directors of the company. The composition of the new Board of Directors will be in compliance with the Corporate Governance Code.

The Company is not aware of other companies or partnerships of which the members of the current interim Board of Directors are members and which are considered of significant importance for New Aker Solutions. Any such positions held by the new Board of Directors or the new Management of New Aker Solutions will be disclosed in the listing prospectus for New Aker Solutions.

None of the members of the existing interim Board of Directors of New Aker Solutions have contracts providing benefits upon termination of their positions as members of the Board of Directors of New Aker Solutions.

Management

As of the date of this Information Memorandum, Per Harald Kongelf is the interim Chief Executive Officer of New Aker Solutions and currently the only person forming part of the management of that company. Per Harald Kongelf is also an employee of the Company.

Upon consummation of the Demerger, and prior to admission to trading of the shares of New Aker Solutions on the Oslo Stock Exchange, a new executive management team will be in place for New Aker Solutions consisting of the following persons:

	Shares held in the Company
Luis Araujo — Chief Executive Officer (and interim Head of HSE, Risk and Compliance)	15,757
Svein Oskar Stoknes — Chief Financial Officer	1,297
Mark Riding — Head of Strategy & Organisational Development	15,169
Alan Brunnen — Head of Subsea	—
Tore Sjursen — Head of Maintenance, Modifications and Operations	8,366
Valborg Lundegaard — Head of Engineering	5,185
Erik Wiik — Regional President – North America	8,148
Per Harald Kongelf — Regional President – Norway	—
David Currie — Regional President – UK	—

Relevant terms for the employment agreements of the new executive management team will be presented in the listing prospectus for New Aker Solutions.

Per Harald Kongelf will not be entitled to benefits upon termination of his role as interim Chief Executive Officer of New Aker Solutions.

Corporate Governance

Upon consummation of the Demerger, and prior to admission to trading of the shares of New Aker Solutions on the Oslo Stock Exchange, New Aker Solutions will have implemented corporate governance principles based on the Corporate Governance Code.

5.8 Corporate Information and Share Capital

Incorporation, Company Registration Number, Registered Office and Other Company Information

New Aker Solutions is a Norwegian public limited liability company incorporated under the laws of Norway and in accordance with the Norwegian Public Limited Companies Act of 13 June 1997 no. 45 with company registration number 913 748 174 under the name Aker Solutions Holding ASA. It was incorporated on 23 May 2014 by the Company, solely for the purpose of the Demerger. New Aker Solutions will have no subsidiaries or operational activity prior to consummation of the Demerger.

New Aker Solutions has its registered address at Snarøyveien 36, N-1364 Fornebu, Bærum, Norway.

Application for Admission to Trading of the New Aker Solutions Shares

If the General Meetings of the Company and New Aker Solutions approves the Demerger Plan, an application will be made for admission to trading of the shares of New Aker Solutions on the Oslo Stock Exchange. It is expected that the application will be submitted to the Oslo Stock Exchange on or about 27 August 2014 for consideration by the Board of Directors of the Oslo Stock Exchange at its board meeting scheduled to be held on 24 September 2014 and with the first day of trading in the shares in New Aker Solutions expected to be on or about 29 September 2014; see Section 3.14 "The Demerger—Timetable for the Demerger".

International Securities Identification Number (ISIN) and Shareholders Register

The shares of New Aker Solutions are registered in book-entry form with the VPS under ISIN NO 0010714496. New Aker Solutions' register of shareholders with the VPS is administrated by DNB Bank ASA, Registrars Department, Dronning Eufemias gate 30, N-0191 Oslo, Norway.

Share Capital

The share capital of New Aker Solutions is as of the date of this Information Memorandum NOK 1,000,000 divided into 100,000 shares, each share having a par value of NOK 10. All of these shares were subscribed for by the Company for a total subscription price of NOK 1,000,000 at inception of the company on 23 May 2014. All the existing shares have been created under the Norwegian Public Limited Companies Acts, and are validly issued and fully paid. New Aker Solutions has one class of shares.

Upon consummation of the Demerger, New Aker Solutions share capital will be NOK 293,807,940.12 divided into 272,044,389 shares, each share having a par value of NOK 1.08. The Consideration Shares to be issued upon consummation of the Demerger will constitute 100 per cent of the shares in issue in New Aker Solutions as at the date of consummation of the Demerger.

5.9 Legal and Arbitration Proceedings Relating to the New Aker Solutions Business

From time to time, the New Aker Solutions Group will be involved in litigation, disputes and other legal proceedings arising in the normal course of its business. Other than as disclosed below, the New Aker Solutions Business to be assumed by New Aker Solutions in the Demerger is not, nor has it been during the course of the preceding twelve months, involved in any legal, governmental or arbitration proceedings which may have, or have had in the recent past, significant effects on the New Aker Solutions Business or the financial condition or profitability or the group of entities that will form the New Aker Solutions Group after consummation of the Demerger, and the Company is not aware of any such proceedings which are pending or threatened.

The disputes discussed below constitute, in the opinion of the Company, the current most material disputes relating to the New Aker Solutions Business. In addition to these disputes, the New Aker Solutions Group is currently, and will from time to time be, involved in negotiations with its customers, sub-contractors and joint venture partners in connection with projects, for instance relating to variation orders and final account settlement; and if such negotiations are not successful, the matter could be referred to legal or arbitration proceedings for final resolution. As an example, the Company is currently discussing the settlement with a previous joint venture partner within the New Aker Solutions Business where there is a dispute between the Company and the joint venture partner as to the settlement and if these discussions do not lead to an amicable agreement between the Company (and after consummation of the Demerger, New Aker Solutions) and the joint venture partner, the dispute could be referred to legal or arbitration proceedings which in turn could have a material adverse effect on New Aker Solutions' business, result of operation and financial condition.

Aker Egersund AS (AEG) has received a claim from a supplier of insulation, scaffolding and painting services, related to a modification project. The claim is NOK 89 million. The supplier claims that AEG shall compensate for supplier's overruns of estimates made in the project, and also share the supplier's productivity risk. Furthermore, the supplier claim that the overrun cost has exceeded what could reasonably have been expected when signing the subcontract, and that the overrun cost is mainly caused by AEG. AEG has refused this claim as it has no legal basis in the signed subcontract between the parties. The dispute is not yet amicably resolved, and initiation of arbitration may be imminent.

5.10 Independent Auditor

New Aker Solutions independent auditor is KPMG AS, which has its registered address at Sørkedalsveien 6, N-0306 Oslo, Norway. KPMG AS is a member of The Norwegian Institute of Public Accountants (*Nw. Den Norske Revisorforening*).

The Annual Financial Statements for the Group for the years ended 31 December 2013, 2012 and 2011 – which have been incorporated in this Information Memorandum by reference, see Section 8 "Incorporation by Reference; Documents on Display" – have been audited by KPMG AS as stated in their reports. Further, KPMG AS has applied assurance procedures in accordance with professional standards in order to express an opinion as to whether the Unaudited Pro Forma Financial Information included in Section 7 "Unaudited Pro Forma Financial Information" of this Information Memorandum has been properly compiled on the basis stated, and that such basis is consistent with the accounting policies of the Company; see Appendix B (Independent Assurance Report on Unaudited Pro Forma Financial Information).

6 SELECTED HISTORICAL FINANCIAL INFORMATION

The following summary of consolidated financial data has been derived from the Group's audited Annual Financial Statements as of and for the years ended 31 December 2013, 2012 and 2011 prepared in accordance with IFRS and the unaudited Interim Financial Statements as of and for the three months ended 31 March 2014 and 2013 prepared in accordance with *International Accounting Standard 34 Interim Reporting*. All figures stated are based on Annual Financial Statements with the exception of the discontinued operations in 2011. The financial data has been restated to reflect profits from discontinuing operations in 2011 related to disposals in 2014. In the Annual Financial Statements in 2011 these profits are classified as continuing operations. The historical results of the Group are not necessarily indicative of its results for any future period. For a discussion of certain risks that could impact the business, operating results, financial condition, liquidity and prospects of the Group, see Section 1 "Risk Factors". The following summary of consolidated financial data should be read in conjunction with the other information contained in this Information Memorandum, including the Annual Financial Statements of the Group and the notes therein, which have been incorporated in this Information Memorandum by reference; see Section 8 "Incorporation by Reference; Documents on Display".

Selected Consolidated Income Statement Data

The table below sets out a summary of the Group's consolidated income statement data for the three months ended 31 March 2014 and 2013 and the years ended 31 December 2013, 2012 and 2011:

Amounts in NOK million	**Three months ended 31 March**		**Year Ended 31 December**		
	2014	**2013**	**2013**	**2012**	**2011[(1)]**
Operating revenue and other income	11,229	10,312	42,900	41,632	33,751
Operating expenses	(10,182)	(9,545)	(39,397)	(37,461)	(30,875)
Operating profit before depreciation, amortisation and impairment	**1,047**	**767**	**3,503**	**4,171**	**2,876**
Depreciation, amortisation and impairment	(360)	(269)	(1,618)	(895)	(642)
Operating profit	**687**	**498**	**1,885**	**3,276**	**2,234**
Finance income	8	29	73	110	179
Finance expenses	(150)	(169)	(798)	(602)	(634)
Profit (loss) from associated companies and jointly controlled entities	2	(13)	(26)	9	(77)
Profit (loss) on foreign currency forward contracts	(95)	(6)	264	(124)	34
Profit before tax	**452**	**339**	**1,398**	**2,669**	**1,736**
Income tax (expense) benefit	(146)	(89)	(393)	(609)	(403)
Profit for the period continuing operations	**306**	**250**	**1,005**	**2,060**	**1,333**
Discontinued operations					
Profit from discontinued operations (net of income tax)	2,901	19	262	200	3,921
Profit for the period	**3,207**	**269**	**1,267**	**2,260**	**5,254**
Profit for the period attributable to:					
Equity holders of Aker Solutions ASA/the parent company	3,205	270	1,257	2,249	5,218
Non-controlling interests	2	(1)	10	11	36
Profit for the period	**3,207**	**269**	**1,267**	**2,260**	**5,254**
Basic earnings per share (NOK)	11.78	1.00	4.63	8.33	19.37
Diluted earnings per share (NOK)	11.78	0.99	4.63	8.30	19.32
Basic earnings per share (NOK) for continuing operations	1.12	0.92	3.68	7.67	4.81
Diluted earnings per share (NOK) for continuing operations	1.12	0.92	3.67	7.64	4.80

(1) Restated unaudited figures to reflect discontinued operations.

The table below sets out a summary of the Group's consolidated comprehensive income statement data for the three months ended 31 March 2014 and 2013 and the years ended 31 December 2013, 2012 and 2011:

Amounts in NOK million	**Three months ended 31 March**		**Year Ended 31 December**		
	2014	**2013**	**2013**	**2012**	**2011**
Profit for the period	3,207	269	1,267	2,260	5,254
Other comprehensive income					
Items that may be reclassified subsequently to profit or loss:					
Cash flow hedges, demerger Kværner	—	—	—	—	(13)
Cash flow hedges, effective portion of changes in fair value	(180)	94	495	(40)	(171)
Cash flow hedges, reclassification to income statement	61	(32)	(134)	58	203
Cash flow hedges, deferred tax	32	(17)	(94)	(6)	(9)
Change in fair value reserve	(98)	15	49	111	8
Net gain on hedge of net investment in foreign operations, net of tax	—	—	—	—	(123)
Translation differences – foreign operations	(101)	200	973	(468)	278
Total cash flow hedges	**(286)**	**260**	**1,289**	**(345)**	**173**
Items that will not be reclassified to profit or loss:					
Defined benefit plan actuarial gains (losses)	(1)	—	25	172	(192)
Defined benefit plan actuarial gains (losses), deferred tax	—	—	(7)	(48)	56
Total cash flow actuarial movements	**(1)**	**—**	**18**	**124**	**(136)**
Other comprehensive income, net of tax	**—**	**—**	**1,307**	**(221)**	**37**
Total comprehensive income for the period, net of tax	**2,920**	**529**	**2,574**	**2,039**	**5,291**
Attributable to:					
Equity holders of Aker Solutions ASA	2,916	522	2,570	2,044	5,280
Non-controlling interests	4	7	4	(5)	11
Total comprehensive income for the period	**2,920**	**529**	**2,574**	**2,039**	**5,291**

Selected Consolidated Balance Sheet Data

The table below sets out a summary of the Group's consolidated balance sheet data as of 31 March 2014 and 2013 and as of 31 December 2013, 2012 and 2011:

Amounts in NOK million	**As of 31 March**		**As of 31 December**		
	2014	**2013**	**2013**	**2012**	**2011**
Assets					
Non-current assets					
Property, plant and equipment	9,728	10,418	9,815	10,041	7,409
Deferred tax assets	546	563	600	570	533
Intangible assets	8,323	8,130	8,242	6,884	6,310
Interest-bearing non-current receivables	162	696	159	672	704
Other non-current operating assets	278	220	162	168	192
Investments	976	860	1,085	852	664
Total non-current assets	**20,013**	**20,887**	**20,063**	**19,187**	**15,812**
Current assets					
Current tax assets	180	85	106	68	103
Current operating assets	21,475	22,235	21,695	19,325	14,422
Interest-bearing current receivables	142	243	511	421	534
Cash and cash equivalents	3,492	2,167	2,345	1,214	1,308
Assets classified as held for sale	—	—	3,437	—	1,831
Total current assets	**25,289**	**24,730**	**28,094**	**21,028**	**18,198**

Amounts in NOK million	As of 31 March		As of 31 December		
	2014	2013	2013	2012	2011
Total assets	**45,302**	**45,617**	**48,157**	**40,215**	**34,010**
Equity and liabilities					
Equity					
Total equity attributable to the equity holders of Aker Solutions ASA	16,311	12,345	13,394	11,823	10,797
Non-controlling interests	164	164	161	157	169
Total equity	**16,475**	**12,509**	**13,555**	**11,980**	**10,966**
Non-current liabilities					
Non-current borrowings	5,828	11,216	7,420	6,683	5,371
Employee benefit obligations	750	811	748	805	963
Deferred tax liabilities	2,050	1,906	2,076	1,828	1,173
Other non-current liabilities	376	488	356	415	661
Total non-current liabilities	**9,004**	**14,421**	**10,600**	**9,731**	**8,168**
Current liabilities					
Current borrowings	2,075	1,098	3,896	1,008	629
Current tax liabilities	132	8	38	37	86
Other current operating liabilities	17,616	17,581	19,115	17,459	14,116
Liabilities classified as held for sale	—	—	953	—	45
Total current liabilities	**19,823**	**18,687**	**24,002**	**18,504**	**14,876**
Total liabilities and equity	**45,302**	**45,617**	**48,157**	**40,215**	**34,010**

Selected Consolidated Cash Flow Data

The table below sets out a summary of the Group's consolidated cash flow data for the three months ended March 31 2014 and 2013 and the years ended 31 December 2013, 2012 and 2011:

Amounts in NOK million	Three months ended 31 March		Year Ended 31 December		
	2014	2013	2013	2012	2011
EBITDA continuing operations	1,047	767	3,503	4,171	2,876
EBITDA discontinued operations	17	101	635	568	569
Change in cash flow from operating activities	(1,822)	(2,870)	(1,060)	(2,956)	382
Net cash flow from operating activities	**(758)**	**(2,002)**	**3,078**	**1,783**	**3,827**
Cash flow from investing activities					
Capital expenditure fixed assets	(227)	(477)	(2,651)	(2,961)	(3,385)
Proceeds from sale of businesses	5,460	—	—	1,227	3,516
Acquisitions of subsidiaries, net of cash acquired	(80)	(1,046)	(1,136)	92	(673)
Cash flow from other investing activities	201	(35)	(465)	(361)	340
Net cash flow from investing activities	**5,354**	**(1,558)**	**(4,252)**	**(2,003)**	**(202)**
Cash flow from financing activities					
Change in external borrowings	(3,458)	4,487	3,281	1,263	(2,106)
Dividends to shareholders of Aker Solutions ASA and non-controlling interests	—	—	(1,082)	(1,059)	(747))
Cash flow from other financing activities	—	—	83	57	(25)
Net cash from financing activities	**(3,458)**	**4,487**	**2,282**	**261**	**(2,878)**
Translation adjustments	9	26	23	(135)	(432)
Net increase (decrease) in cash and bank deposits	**1,147**	**953**	**1,131**	**(94)**	**315**
Cash and bank deposits at the beginning of the period	2,345	1,214	1,214	1,308	3,198
Cash and bank deposits in Kværner at demerger	—	—	—	—	(2,205)
Cash and bank deposits at the end of the period	**3,492**	**2,167**	**2,345**	**1,214**	**1,308**

7 UNAUDITED PRO FORMA FINANCIAL INFORMATION

Cautionary Note Regarding the Unaudited Pro Forma Financial Information

The following tables set out Unaudited Pro Forma Financial Information for the Akastor Group as of and for the three months ended 31 March 2014 and the year ended 31 December 2013.

The Unaudited Pro Forma Financial Information has been prepared solely to show how the Demerger would have impacted on the consolidated income statement for the Group for the three months ended 31 March 2014 and the year ended 31 December 2013 had the Demerger occurred on 1 January 2014 and 1 January 2013 respectively, and the consolidated balance sheet as of the three months ended 31 March 2014 and the year ended 31 December 2013 had the Demerger occurred at 1 January 2014 and 1 January 2013 respectively. As further discussed in Section 3.14 "The Demerger—Timetable for the Demerger", the Demerger is expected to be consummated on or about 26 September 2014.

Although the Unaudited Pro Forma Financial Information is based on estimates and assumptions based on current circumstances believed to be reasonable, actual results could have materially differed from those presented herein. There is a greater degree of uncertainty associated with pro forma figures than with actual reported financial information. The Unaudited Pro Forma Financial Information has been prepared for illustrative purposes only and, because of its nature, addresses a hypothetical situation and, therefore, does not purport to present the results of operations of the Akastor Group as if the Demerger had occurred at the commencement of the period being presented, or the financial condition of the Akastor Group as at the date being presented, nor should it be used as the basis of projections of the results of operations for the Akastor Group for any future period or the financial condition of the Akastor Group for any date in the future.

The Unaudited Pro Forma Financial Information has been compiled to comply with the requirements as set forth in Section 3.5 of the Continuing Obligations by reference to Annex II of Commission Regulation (EC) no. 809/2004 implementing Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 regarding information contained in prospectuses as well as the format, incorporation by reference and publication of such prospectuses and dissemination of advertisements, which pursuant to the Continuing Obligations apply correspondingly to information memorandums such as this Information Memorandum.

Independent Assurance Report on Unaudited Pro Forma Financial Information

With respect to the Unaudited Pro Forma Financial Information included in this Information Memorandum, KPMG AS has applied procedures in accordance with ISAE 3240 *Assurance Engagement to Report on Compilation of Pro Forma Financial Information Included in a Prospectus* in order to express an opinion as to whether the Unaudited Pro Forma Financial Information has been properly compiled on the basis stated, and that such basis is consistent with the accounting policies of the Company; see Appendix B (Independent Practitioner's Assurance Report on the Compilation of Pro-Forma Financial Information included in an Information Memorandum). There are no qualifications to this assurance report.

Sources of the Unaudited Pro Forma Financial Information

The historical financial information for the Group as set out in the "Existing Aker Solutions Group" column in the tables below has been extracted, without material adjustment, from the Annual Financial Statements for the Group as of and for the year ended 31 December 2013, which are incorporated by reference to this Information Memorandum; see Section 8 "Incorporation by reference; Documents on Display". The historical financial information for the Group presented as at 31 March 2014 has been extracted from the unaudited condensed interim financial information for the group as of and for the period ended 31 March 2014.

Financial information as reflected in the "New Aker Solutions Group Combined" columns in the tables below has been derived from the historical financial information used to prepare the Group's Consolidated Annual Financial Statements as of and for the year ended 31 December 2013 and the unaudited interim condensed financial information as of and for the period ended 31 March 2014 for legal entities and business units to be transferred to the New Aker Solutions Group.

In addition, adjustments have been made to such historical financial information in order to reflect allocations of revenues and costs which were not historically allocated to New Aker Solutions Group entities. These allocations are described in note 1 Basis of Preparation to the Unaudited Pro Forma Financial Information.

Because the entities involved in the restructuring are under common control, IFRS permits the use of historical book values. The effect of this is that the historical values in the financial statements of the Group will also be the values going forward used in the financial statements of the New Aker Solutions Group and there is no requirement to make any fair value adjustment or record any potential additional goodwill on the transaction.

The purpose of the Unaudited Pro Forma Financial Information is to illustrate how the financial position and result of operations of the Akastor Group may have been presented if the Demerger had occurred in an earlier period, all other things equal. In connection with the contemplated listing of the shares of New Aker Solutions on the Oslo Stock Exchange, audited combined carve-out financial statements as of and for the years ended 2011, 2012 and 2013 as well as unaudited interim combined carve-out financial statements as of and for the three and six months periods ended 30 June 2014 and 30 June 2013 will be prepared. The Company believes that the pro forma information included in this Section 7 provides sufficient information in all material respects to enable the readers to understand the effects of the Demerger. However, the information presented for New Aker Solutions in the pro forma information may ultimately differ from the corresponding information presented in the combined carve-out financial statements for New Aker Solutions when they are completed.

The Unaudited Pro Forma Financial Information does not include all information required for financial statements under IFRS, and should be read in conjunction with the Annual Financial Statements as of and for the year ended 31 December 2013 for the Group and the interim condensed Financial Statements as of 31 March 2014. The Unaudited Pro Forma Financial Information has been prepared by using the same accounting principles as for the Annual Financial Statements as of and for the year ended 31 December 2013 for the Group.

Unaudited Pro Forma Consolidated Income Statement

The table below sets forth the unaudited pro forma consolidated income statement of the Akastor Group for the year ended 31 December 2013.

Amounts in NOK million	**Year Ended 31 December 2013**			
		Pro Forma Adjustments		
	Existing Aker Solutions Group	**New Aker Solutions Group Combined (unaudited)**	**Eliminations and adjustments (unaudited)**	**Pro Forma Akastor Group (unaudited)**
Operating revenues and other income	42,900	29,165	(4,727) [1]	18,461
Operating expenses	(39,396)	(27,034)	4,727[1]	(17,089)
EBITDA	**3,503**	**2,131**	—	**1,372**
Depreciation, amortisation and impairment	(1,619)	(501)	—	(1,118)
Operating profit	**1,885**	**1,631**	—	**254**
Finance income	74	41	(9) [1]	41
Finance expenses	(799)	(224)	9[1]	(584)
Profit (loss) from equity-accounted investments	(26)	—	—	(25)
Profit (loss) on foreign currency forward contracts	264	180	—	84
Profit before tax	**1,398**	**1,628**	—	**(230)**
Income tax expense	(393)	(411)	—	18
Net profit/(loss) continuing operations	**1,005**	**1,217**	—	**(212)**
Profit from discontinued operations (net of income tax)	262	—	—	262
Profit for the period	**1,267**	**1,217**	—	**50**
Profit for the period attributable to:				
Equity holders of the parent company	1,257	1,210	—	47
Non-controlling interests	10	7	—	3
Profit for the period	**1,267**	**1,217**	—	**50**

(1) Intercompany transactions and balances between the Akastor Group and the New Aker Solutions Group were eliminated in the Existing Aker Solutions Group. In the Unaudited Pro Forma Financial Information for the Akastor Group, these transactions and balances have been recognised as if they were with external parties. All these eliminations are expected to have continuing impact on the Akastor Group.

The table below sets forth the unaudited pro forma consolidated income statement of the Akastor Group for the three months ended 31 March 2014.

Amounts in NOK million	**Three Months Ended 31 March 2014**			
		Pro Forma Adjustments		
	Existing Aker Solutions Group	**New Aker Solutions Group Combined (unaudited)**	**Eliminations and adjustments (unaudited)**	**Pro Forma Akastor Group (unaudited)**
Operating revenues and other income	11,229	7,459	(1,183) [1]	4,954
Operating expenses	(10,182)	(6,798)	1,183 [1]	(4,567)
EBITDA	**1,047**	**661**	**—**	**386**
Depreciation, amortisation and impairment	(360)	(137)	—	(223)
Operating profit	**687**	**524**	**—**	**163**
Finance income	20	6	(1) [1]	15
Finance expenses	(162)	(32)	1 [1]	(130)
Profit (loss) from equity-accounted investees	2	0	—	2
Profit (loss) on foreign currency forward contracts	(95)	(106)	—	11
Profit before tax	**452**	**392**	**—**	**60**
Income tax expense	(146)	(122)	—	(25)
Net profit/(loss) continuing operations	**306**	**271**	**—**	**35**
Profit from discontinued operations (net of income tax)	2,901	—	—	2,901
Profit for the period	**3,207**	**271**	**—**	**2,936**
Profit for the period attributable to:				
Equity holders of the parent company	3,205	269	—	2,936
Non-controlling interests	2	2	—	0
Profit for the period	**3,207**	**271**	**—**	**2,936**

(1) Intercompany transactions and balances between Akastor Group and New Aker Solutions Group were eliminated in the Existing Aker Solutions Group. In the Unaudited Pro Forma Financial Information for the Akastor Group, these transactions and balances have been recognised as if they were with external parties. All these eliminations are expected to have continuing impact on the Akastor Group.

Unaudited Pro Forma Consolidated Balance Sheet

The table below sets forth the unaudited pro forma consolidated balance sheet for the Akastor Group as of 31 December 2013.

Amounts in NOK million	**As of 31 December 2013**			
		Pro Forma Adjustments		
	Existing Aker Solutions Group	**New Aker Solutions Group Combined (unaudited)**	**Eliminations and adjustments (unaudited)**	**Pro Forma Akastor Group (unaudited)**
Assets				
Non-current assets				
Property, plant and equipment	9,815	3,072	—	6,743
Deferred tax assets	600	649	—	(49)
Intangible assets	8,242	5,098	—	3,144
Non-current interest-bearing receivables	159	0	(1) [(1)]	160
Other non-current operating assets	162	3	—	159
Investments	439	1	—	438
Other investments	645	13	—	632
Total non-current assets	**20,063**	**8,836**	**(1)**	**11,228**
Current assets				
Current tax assets	107	111	—	(4)
Inventories	2,492	682	—	1,810
Trade and other receivables	17,658	11,172	(677) [(1)]	7,163
Derivative financial instruments	1,544	698	—	846
Interest-bearing current receivables	511	106	(106) [(1)]	511
Group contribution receivables	—	129	(1,967) [(1)]	1,838
Cash and cash equivalents	2,345	4,499	(2,589) [(1)]	434
Assets classified as held for sale	3,437	—	—	3,437
Total current assets	**28,094**	**17,396**	**(5,340)**	**16,036**
Total assets	**48,157**	**26,234**	**(5,341)**	**27,264**
Liabilities and shareholders' equity				
Equity				
Total equity attributable to the equity holders in Aker Solutions ASA	13,394	6,576	—	6,818
Minority interests	161	156	—	5
Total equity	**13,555**	**6,732**	**—**	**6,822**
Liabilities				
Non-current borrowings	7,420	3,533	(1) [(1)]	3,888
Employee benefits obligations	748	524	—	224
Deferred tax liabilities	2,076	1,407	—	670
Other non-current liabilities	356	75	—	281
Total non-current liabilities	**10,601**	**5,539**	**(1)**	**5,062**
Current borrowings	3 895	14	(2,695) [(1)]	6,577
Current tax liabilities	39	—	—	38
Provisions	872	582	—	290
Trade and other payables	17 409	11,027	(677) [(1)]	7,059
Derivative financial instruments	834	502	—	332
Group contributions payable	—	1,838	(1,967) [(1)]	129

Liabilities classified as held for sale	953	—	—	953
Total current liabilities	**24,001**	**13,962**	**(5,340)**	**15,379**
Total liabilities	**34,602**	**19,502**	**(5,341)**	**20,441**
Total liabilities and equity	**48,157**	**26,234**	**(5,341)**	**27,264**

(1) Intercompany transactions and balances between Akastor Group and New Aker Solutions Group were eliminated in the Existing Aker Solutions Group. In the Unaudited Pro Forma Financial Information for the Akastor Group, these transactions and balances have been recognised as if they were with external parties. All these eliminations are expected to have continuing impact on the Akastor Group.

The table below sets forth the unaudited pro forma consolidated balance sheet for the Akastor Group as of 31 March 2014.

Amounts in NOK million	**As of 31 March 2014**			
		Pro Forma Adjustments		
	Existing Aker Solutions Group	**New Aker Solutions Group Combined (unaudited)**	**Eliminations and adjustments (unaudited)**	**Pro Forma Akastor Group (unaudited)**
Assets				
Non-current assets				
Property, plant and equipment	9,728	3,055	—	6,673
Deferred tax assets	546	636	—	(90)
Intangible assets	8,323	5,173	—	3,149
Non-current interest-bearing receivables	162	3	(1) (1)	160
Other non-current operating assets	278	2	—	276
Investments	435	1	—	434
Other investments	540	13	—	527
Total non-current assets	**20,013**	**8,885**	**(1)**	**11,129**
Current assets				
Current tax assets	179	174	—	5
Inventories	2,504	754	—	1,750
Trade and other receivables	17,852	11,015	(415)(1)	7,252
Derivative financial instruments	1,118	504	—	614
Interest-bearing current receivables	142	112	(112) (1)	142
Group contribution receivables	0	129	(1,967) (1)	1,838
Cash and cash equivalents	3,492	4,137	(1592) (1)	947
Total current assets	**25,289**	**16,827**	**(4,087)**	**12,549**
Total assets	**45,302**	**25,711**	**(4,088)**	**23,678**
Liabilities and shareholders' equity				
Equity				
Total equity attributable to the equity holders in Aker Solutions ASA	16,311	7,264	—	9,046
Minority interests	164	161	—	3
Total equity	**16,474**	**7,425**	**—**	**9,049**
Liabilities				
Non-current borrowings	5,828	3,623	(1) (1)	2,206
Employee benefits obligations	750	516	—	235
Deferred tax liabilities	2,050	1,451	—	599
Other non-current liabilities	376	89	—	287
Total non-current liabilities	**9,004**	**5,678**	**(1)**	**3,327**
Current borrowings	2,075	9	(1,704) (1)	3,770
Current tax liabilities	132	93	—	40

Provisions	934	638	—	296
Trade and other payables	16 ,091	9,674	(415) [(1)]	6,832
Derivative financial instruments	591	356	—	235
Group contribution payable	—	1,838	(1,967) [(1)]	129
Total current liabilities	**19,824**	**12,608**	**(4,087)**	**11,302**
Total liabilities	**28,828**	**18,286**	**(4,088)**	**14,629**
Total liabilities and equity	**45,302**	**25,711**	**(4,088)**	**23,678**

(1) Intercompany transactions and balances between Akastor Group and New Aker Solutions Group were eliminated in the Existing Aker Solutions Group. In the Unaudited Pro Forma Financial Information for the Akastor Group, these transactions and balances have been recognised as if they were with external parties. All these eliminations are expected to have continuing impact on the Akastor Group.

Note 1 Basis of preparation

The pro forma information is prepared based on historical financial information which was prepared in accordance with recognition, measurement and presentation principles that are consistent with IFRS for the periods presented. No pro forma adjustments have been included in the pro forma tables other than adjustments to intercompany positions arising on carve-out which have been recognised in equity.

The combined carve-out financial statements are prepared on the historical cost basis. The following assumptions were made in preparing the historical combined carve-out financial statements for the New Aker Solutions Group. These policies have been applied consistently to all periods presented.

Allocations have been made to revenues and costs from shared services, loans and receivables, fixed and intangible assets, leasing, pension liabilities, goodwill, hedge accounting, business combinations and income taxes. Unallocated amounts remain in Akastor. Allocations have been made based on appropriate allocation keys depending on the nature of the revenues and costs to be allocated:

- Central costs have been allocated based on revenues or headcounts or other appropriate allocation keys.
- Goodwill has been allocated based on relative fair values of the businesses
- Fixed assets and other intangible assets excluding goodwill have been allocated based on legal title and depreciation and amortization charges are apportioned on the basis of usage
- Effects of all hedging transactions have been allocated based on the allocation of the hedging object.
- Loans and loan receivables have been allocated based on legal title and finance costs have been allocated based on capital employed.
- The provision for income taxes has been allocated using the "separate return method". Tax losses carried forward have been allocated based on the tax losses generated by the businesses or an appropriate allocation key.

Note 2 Information regarding cash and net debt positions in New Aker Solutions and Akastor

Amounts in NOK million		**Pro Forma Adjustments**		
	Existing Aker Solutions Group	**New Aker Solutions Group Combined (unaudited)**	**Eliminations and adjustments (unaudited)**	**Pro Forma Akastor Group (unaudited)**
Net debt as of 31 March 2014				
Interest bearing borrowings	7,903	3,632	(1,705)	5,976
Net group contribution	—	1,708	—	(1,708)
Interest bearing receivables	(304)	(115)	113	(302)
Cash and cash equivalents	(3,492)	(4,137)	1,592	(947)

Net debt	**4,107**	**1,088**	**—**	**3,018**
Intercompany settlements and restructuring effects after 31 March 2014 upon consummation of the Demerger				
Group contribution	—	(1,708)	—	1,708
Intercompany receivables/borrowings	—	112	—	(112)
Restructuring effects	—	(2,620)	—	2,620
Repayment of cash pool overdraft	—	—	—	(1,592)
Total cash effects of intercompany settlements and restructuring effects	**—**	**(4,217)**	**—**	**2,624**
Pro forma net debt as of 31 March 2014				
Interest bearing borrowings	7.903	3,632	(1,592)	4,272
Net group contribution	—	—	—	—
Interest bearing receivables	(304)	(3)	—	(302)
Cash and cash equivalents	(3,492)	80	1,592	(3,571)
Pro forma net debt	**4,107**	**3,708**	**—**	**398**
Equity as of 31 March 2014	16,474	7,425	—	9,049
Restructuring effects	—	(2,620)	—	2,620
Equity adjusted for restructuring effects	**16,474**	**4,805**	**—**	**11,669**

The following information regarding net cash and net debt positions in New Aker Solutions and Akastor is not reflected in the pro forma financial information and is included in order to provide additional relevant information to investors.

The New Aker Solutions Group's balance sheet as of 31 March 2014 as shown in the table above has a net debt position of NOK 1,088 million, including approximately NOK 4,137 million in cash and cash equivalents, plus NOK 3 million in interest bearing receivables, minus NOK 3,632 million in borrowings) and does also include the following internal receivables and liabilities towards the Akastor Group, mainly related to Group contribution and dividends, which are expected to be settled in cash before consummation of the Demerger:

- Internal non-current interest free receivables of NOK 129;
- Internal current interest-bearing receivables of NOK 112 million; and
- Internal non-current interest free payables of NOK 1,838 million.

In addition, additional restructuring effects are assessed to potentially cause a further reduction of the New Aker Solutions Group's cash position with approximately NOK 2,620 million, and a reduction in equity of approximately NOK 2,620 million. The Akastor Group will have an increase in cash of approximately NOK 2,620 million and an increase in equity of approximately NOK 2,620 million.

As a result of these expected settlements, the resulting net debt position in New Aker Solutions would be approximately NOK 3,708 billion as of 31 March 2014. The net debt position of Akastor will be approximately NOK 398 million. Subsequent earnings, investments, dividend payments, changes to working capital, transaction costs and tax expenses related to the demerger will impact these net debt positions upon the consummation of the Demerger.

.

8 INCORPORATION BY REFERENCE; DOCUMENTS ON DISPLAY

Incorporation by Reference – Cross Reference Table

The Continuing Obligations allow the Company to incorporate by reference information in this Information Memorandum that has been previously filed with the Oslo Stock Exchange or the Norwegian Financial Supervisory Authority in other documents. The Annual Financial Statements for the Group as of and for the years ended 31 December 2013, 2012 and 2011, the audit reports in respect of the Annual Financial Statements and the Interim Financial Statements for the Group as of and for the three months ended 31 March 2014 and 2013, is by this reference incorporated as a part of this Information Memorandum. Accordingly, this Information Memorandum is to be read in conjunction with these documents. The Annual Financial Statements and the related audit reports are available at www.akersolutions.com/en/Global-menu/Investors/Financial-reports/.

The information incorporated by reference in this Information Memorandum should be read in connection with the following cross-reference table. References in the table to "Annex" and "Items" are references to the disclosure requirements as set forth in the Continuing Obligations by reference to such Annex (and Item therein) of Commission Regulation (EC) no. 809/2004 implementing Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 regarding information contained in prospectuses as well as the format, incorporation by reference and publication of such prospectuses and dissemination of advertisements, which pursuant to the Continuing Obligations apply correspondingly to information memorandums such as this Information Memorandum.

Minimum disclosure requirements for the Information Memorandum (Annex I)		Reference Document	Page of Reference Document
Item 6.2	A breakdown of total revenues by category of activity and geographic market for each financial year for the period covered by the historical financial information.	2013 Annual Report 2012 Annual Report 2011 Annual Report	Pages 32 – 35 (note 9) Pages 35 – 38 (note 10) Pages 35 – 38 (note 10)
Item 16.4	A statement as to whether or not the issuer complies with its country of incorporation's corporate governance regime(s); and in the event of non-compliance a statement to that effect with an explanation regarding non-compliance.	2013 Annual Report	Page 9
Item 20.1	Audited historical financial information covering the latest three financial years, and the audit report in respect of each year prepared according to Regulation (EC) No 1606/2002.	2013 Annual Report 2012 Annual Report 2011 Annual Report	Pages 14 – 78 Pages 14 – 76 Pages 15 – 79
Item 20.6.1	The issuer's published quarterly information since the date of its last audited financial statements. The interim report is unaudited and has not been reviewed by the Company's auditor.	1st Quarter Results 2014	

Documents on Display

For twelve months from the date of this Information Memorandum, copies of the following documents will be available for inspection at the Company's registered office during normal business hours from Monday through Friday each week (except public holidays):

- The Articles of Association of the Company and New Aker Solutions;
- The Annual Financial Statements as of and for the years ended 31 December 2013, 2012 and 2011, including the audit reports in respect of the Annual Financial Statements;
- Historical financial information for the subsidiary undertakings of the Company for the years ended 31 December 2013 and 2012, in so far as such subsidiary undertakings have filed such financial information to any regulatory authority;
- The interim unaudited financial report from the first quarter of 2014;
- The Demerger Plan, including its appendices; and

- All reports and statements prepared by any expert at the request of the Company which is included or referred to this Information Memorandum.

9 DEFINITIONS AND GLOSSARY

Definitions:

Akastor	Aker Solutions ASA with org. no. 986 529 551 (to be renamed Akastor ASA) after completion of the Demerger.
Akastor Business	The business of the Group to remain with the Akastor Group in the Demerger.
Akastor Group	Akastor taken together with its consolidated subsidiaries following consummation of the Demerger.
Annual Financial Statements	The audited historical financial statements for the Group as of and for the years ended 31 December 2013, 2012 and 2011, prepared in accordance with IFRS.
Business Solutions	The business solutions services providers, including, but not limited to, Aker Business Services AS, Aker Advantage AS and Aker Global Employment Limited and to be renamed Frontica Business Solutions in connection with consummation of the Demerger.
Company	Aker Solutions ASA (to be renamed Akastor ASA) with org. no. 986 529 551 as of the date of this Information Memorandum.
Consideration Share(s)	The shares to be issued in New Aker Solutions as demerger consideration to the shareholders of the Company as of the Cut-Off Date as such shareholders appeared in the shareholders register of the Company with the VPS as of the Record Date.
Continuing Obligations	The Continuing Obligations or Stock Exchange Listed companies as issued by the Oslo Stock Exchange.
Corporate Governance Code	The Norwegian Code of Practice for Corporate Governance of 23 October 2012 issued by the Norwegian Corporate Governance Board (Nw. *Norsk utvalg for eierstyring og selskapsledelse (NUES)*).
Cut-Off Date	On or about 26 September 2014; final determination to be announced by the Company in a separate stock exchange notice distributed through the information distribution system of the Oslo Stock Exchange.
Demerger	The proposed demerger of the Company in accordance with the Demerger Plan.
Demerger Plan	The plan approved by the Boards of Directors of the Company and New Aker Solutions on 11 July 2014, included in this Information Memorandum as Appendix A.
Existing Aker Solutions	Aker Solutions ASA with org. no. 986 529 551 as of the date of this Information Memorandum.
Existing Aker Solutions Group	The Company taken together with its consolidated subsidiaries as of the date of this Information Memorandum.
Existing Aker Solutions Share(s)	A share, or the shares, in the Company.

EY	Ernst & Young AS, Transaction Advisory Services
Frame Agreement with Call-off Arrangements	Agreement for provision of shared services from Frontica Business Solutions to members of the New Aker Solutions Group and the Akastor Group, as further discussed in Section 3 “The Demerger”.
GBP	Pound Sterling, the lawful currency of the United Kingdom.
Group	Aker Solutions ASA (to be renamed Akastor ASA) taken together with its consolidated subsidiaries.
IFRS	International Financial Reporting Standards as adopted by the European Union.
Information Memorandum	This Information Memorandum dated 11 July 2014.
Interim Financial Statements	The unaudited historical financial statements for the Group as of and for the three months ended 31 March 2014 and 2013, prepared in accordance with IFRS.
Management	The executive management of the Company.
New Aker Solutions	Aker Solutions Holding ASA with org. no. 913 748 174 (to be renamed Aker Solutions ASA).
New Aker Solutions Business	The business of the Group to be transferred to the New Aker Solutions Group in the Demerger.
New Aker Solutions Group	New Aker Solutions taken together with its consolidated subsidiaries following consummation of the Demerger.
New Aker Solutions Share(s)	A share, or the shares, in New Aker Solutions.
NOK	Norwegian kroner, the lawful currency of Norway.
Norwegian Public Limited Liability Companies Act	The Norwegian Public Limited Liability Companies Act of 13 June 1997 No 45 (Nw. *allmennaksjeloven*).
OPEC	Organisation of Petroleum Exporting Countries.
Oslo Stock Exchange	Oslo Børs ASA, or as the case may be, the stock exchange (Nw. *Oslo Børs*) operated by Oslo Børs ASA.
Record Date	On or about 2 October 2014; final determination to be announced by the Company in a separate stock exchange notice distributed through the information distribution system of the Oslo Stock Exchange.
Separation Agreement	A main separation agreement addressing various separation issues between New Aker Solutions Group and the Akastor Group following consummation of the Demerger; as further discussed in Section 3 “The Demerger”.
Subsea Factory	System solution designed for the operator and asset owner (field/reservoir) to manage his (A) assets, (B) production and (C) reservoir below the sea level through the life of the field.
Technology Agreement	The agreement to be entered into between Akastor and New Aker Solutions, and other entities within the Akastor Group and the New Aker Solutions Group regulating, inter alia, allocation of ownership to key intellectual property rights and know-how between the Akastor Group and the New Aker Solutions Group; as further discussed in Section 3 “The Demerger”.

Transitional Services Agreement	The agreement to be entered into between the Akastor and New Aker Solutions, and other entities within the Akastor Group and the New Aker Solutions Group regulating, inter alia, the provision of certain transitional services for a certain period after consummation of the Demerger; as further discussed in Section 3 "The Demerger".
Unaudited Pro Forma Financial Statements..........................	The unaudited pro forma condensed consolidated financial information for the Akastor Group as of and for the year ended 31 December 2013 and the three months ended 31 March 2014 included in Section 7 "Unaudited Pro Forma Financial Information".
U.S. dollar or USD..	United States dollar, the lawful currency of the United States.
VPS	The Norwegian Central Securities Depositary (Nw. *Verdipapirsentralen*).

Glossary of Technical Terms:

AIM...	Asset Integrity Management.
AKOFS	Aker Oilfield Services AS and its subsidiaries, a sub-segment of the Akastor Group to be renamed AKOFS Offshore as a separate business unit of Akastor in connection with the Demerger.
APAC..	Asia-Pacific region, the part of the world in or near the Western Pacific Ocean.
DRT	Drilling Technologies, a sub-segment of the Group for reporting purposes and to be renamed MHWirth as a separate business unit of Akastor in connection with the Demerger
EBITDA..	Earnings before financial items, taxes, depreciation and amortisation.
ENG	Engineering, a sub-segment of the Group and a business area of the New Aker Solutions Group.
EOR…………………………………………………….	Enhanced oil recovery.
EPC	Engineering, procurement and construction.
EPCI..	Engineering, procurement, construction and installation.
FEED	Front-end engineering design.
Field Design	Field Design, one of two new reporting segments of the New Aker Solutions Group.
FIFO...	Principle of "First-In-First-Out" under Norwegian tax laws.
FPSO...	Floating production, storage and offloading.
ISIN...	International Securities Identification Number.
MEG	Monoethylene glycol.
MENA…………………………………………………	The Middle East and North African region.
MLS	Mooring and Loading Systems, a previous sub-segment of the Group.

MMO	Maintenance, Modifications and Operations, a sub-segment of the Group and a business area within the New Aker Solutions Group.
NCS..	Norwegian Continental Shelf.
OMA	Oilfield Services & Marine Assets, a sub-segment of the Group.
PRS	Process Systems, a sub-segment of the Group for reporting purposes and to be renamed Fjords Processing as a separate business unit of Akastor in connection with the Demerger.
SRU………………………………………………………..	Sulphate removal unit
SUB..	Subsea, a sub-segment of the Group and a business area of the New Aker Solutions Group.
Subsea……………………………………………………….	Subsea, one of two new reporting segments of the New Aker Solutions Group.
SURF	Surface Products, a sub-segment of the Group for reporting purposes and to be renamed KOP Surface Products as a separate business unit of Akastor in connection with the Demerger.
TEG………………………………………………………..	Glycol gas dehydration system.
UMB	Umbilicals, a sub-segment of the Group and a business area of the New Aker Solutions Group.
WIS	Well Intervention Services, a previous sub-segment of the Group.

APPENDIX A — THE DEMERGER PLAN
(Unofficial translation from Norwegian)

DE-MERGER PLAN

dated 11 July 2014

for a de-merger with

Aker Solutions ASA
(as the transferor company)

and

Aker Solutions Holding ASA
(as the transferee company)

CONTENTS

Clause **Page**

1. PARTIES TO THE DE-MERGER 3
2. MAIN FEATURES OF THE DE-MERGER 3
3. ALLOCATION OF ASSETS, RIGHTS, OBLIGATIONS AND LIABILITIES IN THE DE-MERGER 5
4. DE-MERGER CONSIDERATION 6
5. CHANGES TO THE SHARE CAPITAL AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF AKSO ASA 6
6. CHANGES TO THE SHARE CAPITAL AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF NEW AKSO ASA 7
7. ACCOUNTING TREATMENT AND EFFECTIVE DATE 8
8. TAX TREATMENT OF THE DE-MERGER 8
9. CONDITIONS PRECEDENT TO THE IMPLEMENTATION OF THE DE-MERGER 9
10. IMPLEMENTATION OF THE DE-MERGER 10
11. SPECIAL RIGHTS 11
12. OPENING BALANCE SHEET, REPORTS, EXPERT STATEMENTS AND FINANCIAL STATEMENTS 11
13. DIRECTORS AND GENERAL MANAGER 12
14. EMPLOYEES 12
15. MISCELLANEOUS 12

1. PARTIES TO THE DE-MERGER

The transferor company:	Aker Solutions ASA ("**AKSO ASA**") Enterprise Registration No.: 986 529 551 Municipality of registered office: Bærum Address: Snarøyveien 36, 1364 Fornebu
The transferee company:	Aker Solutions Holding ASA ("**NEW AKSO ASA**") Enterprise Registration No.: 913 748 174 Municipality of registered office: Bærum Address: Snarøyveien 36, 1364 Fornebu

2. MAIN FEATURES OF THE DE-MERGER

2.1 Purpose

AKSO ASA is, via subsidiaries and affiliated companies (the "**AKSO Group**"), a globally leading provider of products, systems and services for the oil and gas industry.

Upon the de-merger of AKSO ASA in accordance with the present de-merger plan (the "**De-merger Plan**") (the "**De-merger**"), part of the business of the AKSO Group will be transferred to a new, independent group with NEW AKSO ASA as its parent company (the "**NEW AKSO Group**"). NEW AKSO ASA is a wholly-owned subsidiary of AKSO ASA, and was incorporated for the purpose of serving as transferee company in the De-merger.

NEW AKSO ASA and those of the subsidiaries and affiliated companies of AKSO ASA that are transferred to NEW AKSO ASA in the De-merger will continue important parts of the business operations of the AKSO Group within the business areas Subsea, Umbilicals, Engineering and Maintenance, Modifications and Operations (the "**NEW AKSO Business**").

AKSO ASA and those of its subsidiaries and affiliated companies that are not transferred to NEW AKSO ASA in the De-merger will continue the remaining business operations of the AKSO Group, including those within the business areas Drilling Technologies, Process Systems, Surface Systems and Oilfield Services & Marine Assets, together with Business Solutions and certain financial assets of the AKSO Group, under the company name Akastor. AKSO ASA will, in connection with the de-merger, change its name to Akastor ASA, and serve as the ultimate parent company of the residual group (the "**AKASTOR Group**").

2.2 Overview of the implementation of the De-merger

The establishment and separation of the NEW AKSO Group in the De-merger will be implemented in two stages.

The first stage involves the implementation of a number of intra-group transactions with a view to transferring all assets, rights, obligations and liabilities of the AKSO Group that form part of the NEW AKSO Business (other than those directly held by AKSO ASA) to Aker Solutions Holding AS ("**NEW AKSO AS**"). NEW AKSO AS is a newly incorporated subsidiary of AKSO ASA. The purpose of the first stage is to separate the NEW AKSO Business from the other business operations of the AKSO Group, in order to facilitate the De-merger. The first stage is explained in more detail in Clause 2.3 below.

The second stage involves the separation of the NEW AKSO Business from the AKSO Group and the transfer thereof to NEW AKSO ASA in the De-merger pursuant to the present De-merger Plan. Each share of AKSO ASA (with the exception of own shares held by AKSO ASA) will qualify for one share of NEW AKSO ASA as de-merger consideration. The second stage is explained in more detail in Clause 2.4 below.

A number of agreements will be concluded in connection with the establishment and separation of the NEW AKSO Group as described above in order to, *inter alia*, establish the new group structures, allocate assets, rights, obligations and liabilities, continue existing business , and otherwise regulate the relationship between the AKASTOR Group and the NEW AKSO Group following the De-merger.

2.3 Details pertaining to the first stage of the transaction

Aker Solutions Holding AS ("**NEW AKSO AS**"), Enterprise Registration No. 913 192 192, was incorporated on 27 January 2014 with a share capital of NOK 30,000, and is a wholly-owned subsidiary of AKSO ASA. The company has no other operations than those transferred from the AKSO Group in connection with the De-merger.

NEW AKSO AS will directly and indirectly acquire assets, rights, obligations and liabilities relating to the NEW AKSO Business from companies in the AKSO Group via a series of intra-group transfers. The intention is for AKSO ASA to organise the entire NEW AKSO Business, with the exception of what is held directly by AKSO ASA, under NEW AKSO AS prior to the implementation of the De-merger. Those assets, rights, obligations and liabilities of the AKSO Group that are not related to the NEW AKSO Business shall not form part of NEW AKSO AS and shall remain in the AKASTOR Group. An overview of all subsidiaries that will form part of the NEW AKSO Group and the proposed group structure is enclosed in Appendix 2.1.

The intra-group transactions to gather the NEW AKSO Business under NEW AKSO AS are effected via a combination of de-mergers, sales of shares and sales of assets between subsidiaries of the AKSO Group.

All transactions are carried out on "as is" terms without warranties from the seller, at market prices based on independent valuations. Similarly, all assets transferred by way of de-merger will, in accordance with applicable de-merger principles, be transferred without any warranties or other liability for defects etc.

Completion of the abovementioned intra-group transfers is a condition precedent to implementation of the De-merger, unless the Boards of Directors of AKSO ASA and NEW AKSO ASA waive such condition in respect of individual transactions, cf. Clause 9.

2.4 Details pertaining to the second stage and the implementation of the De-merger

Aker Solutions Holding ASA ("**NEW AKSO ASA**") was incorporated on 23 May 2014 with a share capital of NOK 1,000,000, and is a wholly-owned subsidiary of AKSO ASA. The company was incorporated for purposes of implementing the De-merger, and will not engage in any business activities prior to the implementation of the De-merger other than the transactions effected in connection with the De-merger and the transfer of the NEW AKSO Business.

NEW AKSO ASA will upon the De-merger acquire all shares of NEW AKSO AS, receivables payable to AKSO ASA by NEW AKSO AS and/or its subsidiaries, as well as other assets, rights, obligations and liabilities as specified in Clause 3. In consideration, the shareholders of AKSO ASA, except for AKSO ASA itself, will receive one share of NEW AKSO ASA for each AKSO ASA share they hold. All former shares of NEW AKSO ASA will be deleted, thus resulting in AKSO ASA and NEW AKSO ASA having the same shareholders on the effective date of the De-merger.

Listing of the shares of NEW AKSO ASA on the Oslo Stock Exchange will be applied for during the third quarter of 2014. Acceptance for listing is a condition precedent to implementation of the De-merger, cf. Clause 9.

3. ALLOCATION OF ASSETS, RIGHTS, OBLIGATIONS AND LIABILITIES IN THE DE-MERGER

3.1 Transfer and assignment of assets, rights, obligations and liabilities

The following assets, rights, obligations and liabilities shall be acquired by NEW AKSO ASA from AKSO ASA on the effective date of the De-merger:

(a) 100% of the shares of NEW AKSO AS;

(b) All receivables outstanding from subsidiaries that will form part of the NEW AKSO Business upon the de-merger entering into effect;

(c) All debts outstanding to subsidiaries that will form part of the NEW AKSO Business;

(d) All foreign exchange positions against subsidiaries that will form part of the NEW AKSO Business, as well as the economic interest in external foreign exchange positions directly relating to subsidiaries that will form part of the NEW AKSO Business;

(e) All parent company guarantees and other guarantee liabilities relating to companies or business operations in the NEW AKSO Group;

(f) The debts outstanding under two bond loans (ISIN NO 001 064743.1 and ISIN NO 001 066105.1), with outstanding principal in the total amount of NOK 2.5 billion, as well as accrued interest;

(g) All other agreements and rights under agreements relating to the NEW AKSO Business (save for bonding agreements and ISDA agreements, which, except for the transfer of economic interest and exposure as provided for in paragraphs (d) and (e) above, will remain with AKSO ASA), as well as all rights to the use of the "Aker Solutions" business name and trademark and an agreement with IP Holding AS concerning the right to use the "Aker" business name and trademark;

(h) Such other assets, rights, obligations and liabilities as are reflected in the opening balance sheet, and

(i) Such other assets, rights, obligations and liabilities as are clearly related to the NEW AKSO Business.

Anything acquired by NEW AKSO ASA shall be operated for the account and risk of NEW AKSO

ASA as from the date of the opening balance sheet and until the effective date of the De-merger. All new assets, rights, obligations and liabilities, as well as all income and expenses, arising during the period from the date of the opening balance sheet and until the effective date of the De-merger, and which relate to or derive from anything to be acquired by NEW AKSO ASA, shall accrue to NEW AKSO ASA upon the De-merger entering into effect.

A receivable in the amount of NOK 3,000,000,000 shall be established upon the de-merger entering into effect, which receivable shall be owing from NEW AKSO ASA to AKSO ASA. Such receivable shall fall due for payment immediately after the De-merger enters into effect.

All assets, rights, obligations and liabilities other than those specified above shall remain with AKSO ASA after the De-merger.

Externally, the obligations and liabilities are transferred and assigned to the extent possible without the consent of third parties and to the extent that consents have been obtained. If necessary consents have not been obtained, NEW AKSO ASA shall be responsible for the obligations and liabilities in the underlying relationship between NEW AKSO ASA and AKSO ASA. NEW AKSO ASA shall take all reasonable steps to relieve AKSO ASA of responsibility for the obligations and liabilities transferred and assigned to NEW AKSO ASA.

4. DE-MERGER CONSIDERATION

The shareholders of AKSO ASA will upon implementation of the De-merger receive one share of NEW AKSO ASA for each share of AKSO ASA they hold, in consideration for the assets, rights, obligations and liabilities transferred from AKSO ASA to NEW AKSO ASA in the De-merger.

The shareholders of AKSO ASA need to be registered as shareholders in NEW AKSO ASA's shareholders' register before they are able to exercise shareholder rights in respect of the shares of NEW AKSO ASA. The Board of Directors of NEW AKSO ASA shall, as soon as the De-merger has entered into effect, report the new shares to the central securities depository pursuant to Section 4-8 (2) of the Public Limited Companies Act.

AKSO ASA shall not be entitled to de-merger consideration in respect of its own shares.

5. CHANGES TO THE SHARE CAPITAL AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF AKSO ASA

5.1 Reduction of the share capital in connection with the De-merger

On the effective date of the De-merger, the share capital of AKSO ASA shall be reduced by NOK 292,632,000 from NOK 454,840,000 to NOK 162,208,000 and other equity shall be reduced by NOK 1,708,002,513. The share capital reduction shall be effected by decreasing the nominal value per share of AKSO ASA from NOK 1.66 to NOK 0.592.

Certification from the auditors to the effect that the restricted equity of the company will remain intact following the share capital reduction, cf. Section 14-3 (3) and Section 12-2 (2), final sentence, of the Public Limited Companies Act, will be appended to the notice convening the Shareholders' Meeting.

If changes to the share capital of AKSO ASA are resolved prior to the effective date of the

De-merger, the new share capital following the effective date of the De-merger, as mentioned above, will be adjusted correspondingly.

5.2 Amendments to the Articles of Association of AKSO ASA

The Articles of Association of AKSO ASA shall be amended in conformity with the resolution specified under this Clause 5, and shall as from the effective date of the De-merger read as specified in Appendix 1.2.

The company name of AKSO ASA shall be changed to Akastor ASA as from the same date.

If amendments to the Articles of Association of AKSO ASA are resolved prior to the effective date of the De-merger, the new Articles of Association following the effective date of the De-merger, as specified above, will be adjusted correspondingly.

6. CHANGES TO THE SHARE CAPITAL AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF NEW AKSO ASA

6.1 Reduction of the share capital prior to the De-merger

The existing share capital of NEW AKSO ASA as per the date of the signing of the De-merger Plan is NOK 1,000,000. Such share capital is to be cancelled in its entirety via the redemption of all existing shares upon the De-merger entering into effect. Hence, the shares issued upon the De-merger will constitute 100% of the shares of NEW AKSO ASA.

As part of the adoption of the De-merger Plan, the Shareholders' Meeting of NEW AKSO ASA will pass the following share capital reduction resolution:

> The share capital shall be reduced by NOK 1,000,000 from NOK 1,000,000 to NOK 0 by redemption of all shares. The share capital reduction amount shall be distributed to the sole shareholder of the company; Aker Solutions ASA. Implementation of the present resolution is conditional upon the share capital being increased as stipulated in the De-merger Plan dated 11 July 2014 for the de-merger of Aker Solutions ASA, and it shall enter into effect simultaneously with the De-merger entering into effect.

Certification from the auditors to the effect that the restricted equity of the company will remain intact following the share capital reduction, cf. Section 12-2 (2), final sentence, of the Public Limited Companies Act, will be appended to the notice convening the Shareholders' Meeting of NEW AKSO ASA.

6.2 Increase of the share capital in connection with the De-merger

As part of the adoption of the De-merger Plan, the Shareholders' Meeting of NEW AKSO ASA will pass the following share capital increase resolution:

1. The share capital shall be increased by NOK 293,807,940.12 by the issuance of 272,044,389 shares with a nominal value of NOK 1.08 each.

2. The shares shall be issued to the shareholders of Aker Solutions ASA and shall be deemed to have been subscribed for by way of the Shareholders' Meeting of Aker Solutions ASA approving the de-merger plan dated 11 July 2014 for de-merger of Aker Solutions ASA (the "De-merger Plan").

3. NOK 7.35 (rounded) shall be paid per share, meaning that the total amount to be paid for the shares is NOK 2,000,634,513, of which NOK 293,807,940.12 constitutes share capital and NOK 1,706,826,573 constitutes other equity, in accordance with the continuity method of accounting.
4. The share capital shall be paid by way of the company receiving from Aker Solutions ASA the assets, rights, obligations and liabilities specified in the De-merger Plan upon the De-merger entering into effect.
5. For a more detailed description of the contribution-in-kind, reference is made to the presentation included in an attachment to the notice convening the Shareholders' Meeting.
6. The new shares shall qualify for dividends and other shareholder rights of the Company from the date of the registration of the De-merger in the Register of Business Enterprises.
7. The expenses associated with the share capital increase are estimated at NOK 50,000.
8. Implementation of the present resolution is conditional upon the De-merger of Aker Solutions ASA entering into effect.

6.3 Amendments to the Articles of Association of NEW AKSO ASA

The Articles of Association of NEW AKSO ASA shall be amended in conformity with the resolutions specified under this Clause 6, and shall as from the effective date of the De-merger read as specified in Appendix 2.3. The company shall change its company name to Aker Solutions ASA as from the same date.

If amendments to the Articles of Association of NEW AKSO ASA are resolved prior to the effective date of the De-merger, the new Articles of Association following the effective date of the De-merger, as specified above, will be adjusted correspondingly.

7. ACCOUNTING TREATMENT AND EFFECTIVE DATE

The De-merger entails a reorganisation without change of ownership. For accounting purposes, the continuity method shall apply, cf. Section 10-12 (1), final sentence, of the Public Limited Companies Act and Publication no. 9 ("Mergers") of the Norwegian Accounting Standards Board ("NASB"). Consequently, the book value of assets and liabilities transferred upon the De-merger shall be recognised by NEW AKSO ASA.

As from 1 January 2014, transactions in AKSO ASA that relate to assets, rights, obligations and liabilities to be transferred to NEW AKSO ASA shall for accounting purposes be deemed to have been made for the account of the latter, cf. Section 14-4 (1), cf. Section 13-6 (1), No. 2, of the Public Limited Companies Act.

8. TAX TREATMENT OF THE DE-MERGER

The De-merger shall be implemented with full tax continuity pursuant to Chapter 11 of the Tax Act and in accordance with Chapter 14 of the Public Limited Companies Act.

Nominal and paid-up share capital, net of the nominal value of own shares, shall be allocated, in accordance with Section 11-8 (1) of the Tax Act, in the same proportion as net assets (based on fair value) are allocated between the companies, i.e. with 35.2% for AKSO ASA and 64.8% for NEW AKSO ASA. AKSO ASA will hold 1,955,611 own shares upon implementation of the De-merger.

Tax continuity implies, *inter alia*, that tax positions relating to assets, rights, obligations and liabilities transferred from AKSO ASA to NEW AKSO ASA under the De-merger will be continued unchanged in NEW AKSO ASA. It also implies that the De-merger will have no immediate tax implications for the Norwegian shareholders of AKSO ASA, whilst the cost price of the shares of AKSO ASA for tax purposes will be allocated between shares of AKSO ASA and NEW AKSO ASA in the same proportion as the nominal value of the shares is allocated in the De-merger.

The exchange ratio is primarily calculated on the basis of an assessment of future cash flows, taking into consideration the risks and opportunities facing the businesses. This implies that there will be positive and negative deviations between budgets and actual outcomes, which is an inherent feature of such business operations. Normal deviations between budgets and expectations have been taken into consideration in calculating the exchange ratio. The Board of Directors of AKSO ASA will inform the Shareholders' Meeting and the Board of Directors of NEW AKSO ASA of any material changes to assets, rights, obligations and liabilities taking place during the period between the signing of the De-merger Plan and the approval of the De-merger Plan.

9. CONDITIONS PRECEDENT TO THE IMPLEMENTATION OF THE DE-MERGER

Implementation of the De-merger shall be conditional upon:

(a) All of the intra-group transactions referred to in Clause 2.3 having been implemented, unless the Boards of Directors of AKSO ASA and NEW AKSO ASA find that non-implementation of certain transactions will not have any material negative impact on any of the parties when taking into consideration such adjustments and compensations as may have been agreed in connection therewith. The parties shall take reasonable steps to ensure that any transactions which cannot be implemented by the expiry of the creditor notification period for the De-merger can be implemented within a reasonable period of time thereafter, and that mechanisms, including potential establishment of receivables between the parties, are agreed to protect the parties to the maximum possible extent against distortions in the exchange ratio as the result of the non-implementation of the transaction. Any transactions that cannot be implemented within a reasonable period of time shall be settled by the establishment of receivables between the parties to compensate for any distortions. As far as the internal transfers of undertakings in Brazil are concerned, the parties agree that the De-merger can be implemented, provided that an agreement has been concluded prior to the implementation of the De-merger to ensure that the relevant parts of the Brazil operations can be transferred to the AKASTOR Group within a reasonable period of time thereafter, to secure the intended allocation of net values upon implementation of the De-merger, and which regulates the running of the Brazil operations during the period from implementation of the De-merger and until the transfer to the AKASTOR Group has been completed.

(b) Separation agreements having been concluded in order to, *inter alia*, regulate the that same date (with the exception of AKSO ASA itself).

Prior to the reporting of the De-merger to the Register of Business Enterprises for implementation purposes, AKSO ASA shall issue a stock exchange notification specifying the last date on which the shares of the company are traded on the Oslo Stock Exchange inclusive of the right to receive consideration shares.

11. SPECIAL RIGHTS

No shareholders have special rights in AKSO ASA, and AKSO ASA has not issued any warrants as mentioned in Section 11-1, Section 11-10 or Section 11-12 of the Public Limited Companies Act.

No special rights or benefits shall accrue to any Director or General Manager of AKSO ASA or NEW AKSO ASA, or to any independent experts, upon the De-merger.

12. OPENING BALANCE SHEET, REPORTS, EXPERT STATEMENTS AND FINANCIAL STATEMENTS

12.1 Draft opening balance sheet of NEW AKSO ASA

The draft opening balance sheet of NEW AKSO ASA, which is enclosed in Appendix 2.4 and shall be deemed to constitute a part of the De-merger Plan, presents the assets and liabilities of the company as if the De-merger had been implemented on the balance sheet date. Certification from the auditors to the effect that the balance sheet is prepared in accordance with applicable accounting provisions is enclosed in Appendix 2.5.

12.2 Reports on the De-merger

The Boards of Directors of AKSO ASA and NEW AKSO ASA have prepared one report each on the De-merger and the implications thereof for each of the companies, in conformity with Section 14-4 (3), cf. Section 13-9, of the Public Limited Companies Act. The reports are enclosed in Appendices 1.5 and 2.6, respectively, and are also appended to the notices convening the respective Shareholders' Meetings of AKSO ASA and NEW AKSO ASA.

12.3 Expert statements on the De-merger Plan

The Board of Directors of AKSO ASA has commissioned the preparation of an expert statement on the De-merger Plan from KPMG AS, in conformity with Section 14-4 (3), cf. Section 13-10 (1) and (2) and Section 2-6 (2), of the Public Limited Companies Act. Such statement is appended to the notice convening the Shareholders' Meeting.

The Board of Directors of NEW AKSO ASA has commissioned the preparation of an expert statement on the De-merger Plan from KPMG AS, in conformity with Section 14-4 (3), cf. Section 13-10 (1) to (3), Section 10-2 (3) and Section 2-6 (1) and (2), of the Public Limited Companies Act. Such statement is appended to the notice convening the Shareholders' Meeting.

12.4 Financial statements and Articles of Association

Annual financial statements and annual reports, including auditors' reports, of AKSO ASA for the last three years are enclosed in Appendix 1.3. NEW AKSO ASA was incorporated on 23 May 2014 and has not prepared any annual financial statement or annual report.

An audited interim balance sheet of AKSO ASA as per 30 April 2014 is enclosed in Appendix 1.4.

The memorandum of incorporation for NEW AKSO ASA is included in Appendix 2.7.

The current Articles of Association of AKSO ASA and NEW AKSO ASA are enclosed in Appendices 1.1 and 2.2.

13. DIRECTORS AND GENERAL MANAGER

A new Board of Directors of NEW AKSO ASA will have been appointed, and a new General Manager will have been appointed and taken up his or her position, no later than upon the listing of the shares of NEW AKSO ASA on the Oslo Stock Exchange.

14. EMPLOYEES

Neither AKSO ASA nor NEW AKSO ASA has any employees as per the date of the De-merger Plan.

Information has been disclosed to, and discussions have been held with, the employees of the AKSO Group and the union officials representing them, in connection with the establishment and separation of the NEW AKSO Group.

The AKASTOR Group continues to be responsible for pension liabilities in respect of its own employees, whilst the NEW AKSO Group shall assume the pension liabilities in respect of its employees.

15. MISCELLANEOUS

15.1 Settlement of accounts outstanding

All receivables existing between companies of the AKASTOR Group and companies of the NEW AKSO Group shall be settled prior to the effective date of the De-merger, with the exception of short-term, non-interest bearing receivables that have been established or arise in the ordinary course of business.

15.2 Post-transaction settlement and third party claims

To the extent that a party is held liable to a third party in respect of any matter that should, according to the underlying allocation of assets, rights, obligations and liabilities in the de-merger, or otherwise under the de-merger plan, have been for the account of the other party, the parties shall arrange for post-transaction settlement of such liability between themselves in accordance with the underlying arrangements.

If a company in the AKASTOR Group receives any claim for which any company in the NEW AKSO Group is liable according to the underlying arrangement, or vice versa, the company receiving such claim shall without undue delay give written notice of the matter to the company it believes should cover said claim based on the underlying arrangement.

15.3 Costs

The costs associated with the De-merger shall be shared equally between the parties.

15.4 Amendments

The Boards of Directors of AKSO ASA and NEW AKSO ASA are authorised to jointly make minor amendments to the De-merger Plan without submitting these to the Shareholders' Meeting.

15.5 Disputes

Any disputes between AKSO ASA and NEW AKSO ASA in connection with the De-merger Plan shall be resolved by arbitration pursuant to the Arbitration Act of 14 May 2004. The arbitral tribunal shall comprise three arbitrators, of whom the parties shall appoint one arbitrator each. These shall appoint the third arbitrator, who shall chair the arbitral tribunal. The chair of the arbitral tribunal shall be a Norwegian lawyer. In the absence of agreement on the appointment of the third arbitrator, such arbitrator shall be appointed by the Chief District Court Judge of the Oslo District Court.

The arbitration proceedings shall be conducted in Oslo, and Norwegian shall be the language of arbitration, unless otherwise agreed by the parties.

The arbitration proceedings shall be deemed to have been commenced upon one party sending its request to the other party for the dispute to be resolved by arbitration.

***

Oslo, on 11 July 2014
The Board of Directors of Aker Solutions ASA

Øyvind Eriksen (Chairperson of the Board of Directors)	Stuart Ferguson (Deputy chairperson of the Board of Directors)
Kjell Inge Røkke	Sarah Ryan
Anne Drinkwater	Lone Fønss Schrøder
Koosum Kalyan	Åsmund Knutsen
Atle Teigland	Arild Håvik
Hilde Karlsen	

Oslo, on 11 July 2014
The Board of Directors of Aker Solutions Holding ASA

Svein Oskar Stoknes
(Chairperson of the Board of Directors)

Marianne Mithassel Aamodt

Axel Gustavsen

APPENDICES TO THE DE-MERGER PLAN

1. AKSO ASA as the transferor company

1.1 Current Articles of Association of AKSO ASA

1.2 Articles of Association of AKSO ASA subsequent to the De-merger

1.3 Annual financial statements and annual reports, including auditors' reports, of AKSO ASA for the last three years

1.4 Audited interim balance sheet of AKSO ASA as per 27 April 2014

1.5 Report on the de-merger from the Board of Directors of AKSO ASA

2. NEW AKSO ASA as the transferee company

2.1 Company chart for the NEW AKSO Group

2.2 Current Articles of Association of NEW AKSO ASA

2.3 Articles of Association of NEW AKSO ASA subsequent to the De-merger

2.4 Draft opening balance sheet of NEW AKSO ASA

2.5 Certification from the auditor to the effect that the opening balance sheet has been prepared in accordance with the provisions of the Accounting Act

2.6 Report on the de-merger from the Board of Directors of NEW AKSO ASA

2.7 Memorandum of incorporation for NEW AKSO ASA

[THIS PAGE IS INTENTIONALLY LEFT BLANK]

Appendix 1.1

CURRENT ARTICLES OF ASSOCIATION OF AKSO ASA

§ 1

The Company is a public limited company. The name of the Company is Aker Solutions ASA.

§ 2

The registered address is in the county of Bærum.

§ 3

The objectives of the Company are to own or carry out industrial- and other associated businesses, management of capital and other functions for the Group, and to participate in or acquire other businesses.

§ 4

The Company's share capital is NOK 454,840,000 divided into 274,000,000 shares, each having a par value of NOK 1.66. The Company's shares shall be registered with the Norwegian Securities Register (Verdipapirsentralen).

§ 5

The Board of Directors shall consist of 6-12 members of whom 1/3 shall be elected by and among the
employees of the companies within the Aker Solutions Group. Up to 3 deputy members may be elected by the shareholders.

Each of the board members elected by the shareholders will serve for a period of one to three years pursuant to further decision by the General Meeting.

§ 6

The Company shall have an election committee consisting of minimum 3 members to be elected by the
General Meeting. The election committee shall prepare the election of board members. The General Meeting may adopt instructions for the election committee's tasks.

§ 7

The Chairman alone, or two Directors jointly of whom at least one shall have been elected by the shareholders, shall have the right to sign on behalf of the Company.

§ 8

The Company shall not have more than one Managing Director.

§ 9

General Meetings shall be notified in such a form and within such a deadline that they, as a minimum,
comply with the current legislation and/or regulations. The company may in the notice determine a deadline for registration of participation which shall not expire less than five (5) days prior to the General Meeting.
When documents relating to matters which shall be considered in the General Meeting have been made

available to the shareholders on the company's internet pages, legislative requirements that documents must be sent to the shareholders in printed form shall not apply. This is applicable also to such documents which, according to legislation, must be included in or attached to the notice of the General Meeting. Notwithstanding, a shareholder may demand to receive in printed form documents related to matters which are to be considered in the General Meeting.

The Board may decide that the shareholders may cast their vote in writing, including electronically, during a period prior to the General Meeting. For such voting an adequate method for authenticating the sender shall be applied.

The Chairman or the appointee of the Chairman shall preside at the General Meeting.

The Annual General Meeting shall consider and decide on, the following matters:

a) Approval of the annual accounts and the annual report, including distribution of dividend.

b) Other matters which, by law or under the Articles of Association, are the business of the General Meeting.

The General Meeting may be held in Oslo.

* * *

Appendix 1.2

ARTICLES OF ASSOCIATION OF AKSO ASA SUBSEQUENT TO THE DE-MERGER

§ 1

The Company is a public limited company. The name of the Company is Akastor ASA.

§ 2

The company's registered office is in Oslo.

§ 3

The objectives of the Company are to own or carry out industrial- and other associated businesses, management of capital and other functions for the Group, and to participate in or acquire other businesses.

§ 4

The Company's share capital is NOK 162,208,000 divided into 274,000,000 shares, each having a par value of NOK 0.592. The Company's shares shall be registered with the Norwegian Securities Register (Verdipapirsentralen).

§ 5

The Board of Directors shall consist of 6-12 members of whom 1/3 shall be elected by and among the employees of the companies within the Akastor Group. Up to 3 deputy members may be elected by the shareholders.

Each of the board members elected by the shareholders will serve for a period of one to three years pursuant to further decision by the General Meeting.

§ 6

The Company shall have an election committee consisting of minimum 3 members to be elected by the General Meeting. The election committee shall prepare the election of board members. The General Meeting may adopt instructions for the election committee's tasks.

§ 7

The Chairman alone, or two Directors jointly of whom at least one shall have been elected by the shareholders, shall have the right to sign on behalf of the Company.

§ 8

The Company shall not have more than one Managing Director.

§ 9

General Meetings shall be notified in such a form and within such a deadline that they, as a minimum, comply with the current legislation and/or regulations. The company may in the notice determine a deadline for registration of participation which shall not expire less than five (5) days prior to the General Meeting.

When documents relating to matters which shall be considered in the General Meeting have been made available to the shareholders on the company's internet pages, legislative requirements that Documents must be sent to the shareholders in printed form shall not apply. This is applicable also to such documents which, according to legislation, must be included in or attached to the notice of the General Meeting. Notwithstanding, a shareholder may demand to receive in printed form documents related to matters which are to be considered in the General Meeting.

The Board may decide that the shareholders may cast their vote in writing, including electronically, during a period prior to the General Meeting. For such voting an adequate method for authenticating the sender shall be applied.

The Chairman or the appointee of the Chairman shall preside at the General Meeting.

The Annual General Meeting shall consider and decide on, the following matters:

a) Approval of the annual accounts and the annual report, including distribution of dividend.

b) Other matters which, by law or under the Articles of Association, are the business of the General Meeting.

The General Meeting may be held in Bærum.

* * *

Appendix 1.3

ANNUAL FINANCIAL STATEMENTS AND ANNUAL REPORTS, INCLUDING AUDITORS' REPORTS, OF AKSO ASA FOR THE LAST THREE YEARS

The annual financial statements and annual reports, including auditors' reports, of AKSO ASA for the last three years are included as an appendix to the demerger plan by being published and made available together with and in the same place as the demerger plan.

Appendix 1.4

AUDITED INTERIM BALANCE SHEET OF AKSO ASA AS PER 27 APRIL 2014

The audited interim balance sheet of AKSO ASA are included as an appendix to the demerger plan by being published and made available together with and in the same place as the demerger plan.

Appendix 1.5

REPORT ON THE DE-MERGER FROM THE BOARD OF DIRECTORS OF AKSO ASA

To the Shareholders' Meeting of Aker Solutions ASA

REPORT FROM THE BOARD OF DIRECTORS ON A DE-MERGER WITH AKER SOLUTIONS ASA AS THE TRANSFEROR COMPANY

1 The de-merger

The present report is prepared by the Board of Directors of Aker Solutions ASA pursuant to Section 14-4 (3), cf. Section 13-9, of the Public Limited Companies Act. The report is prepared in connection with the de-merger of Aker Solutions ASA as proposed in the de-merger plan dated 11 July 2014 (the "**De-merger**").

Aker Solutions ASA holds all shares of Aker Solutions Holding ASA and Aker Solutions Holding AS. Aker Solutions Holding ASA will upon the De-merger acquire from Aker Solutions ASA; all shares of Aker Solutions Holding AS; receivables payable by various subsidiaries acquired by Aker Solutions Holding AS prior to the De-merger; as well as other assets, rights, obligations and liabilities as specified in the de-merger plan.

In consideration for the assets, rights, obligations and liabilities transferred to Aker Solutions Holding ASA upon the De-merger, the shareholders of Aker Solutions ASA will upon implementation of the De-merger receive one share of Aker Solutions Holding ASA for each share of Aker Solutions ASA they hold.

The De-merger shall be implemented with full tax continuity.

Detailed information on the De-merger and its implications for Aker Solutions ASA, as well as the shareholders and creditors of the company, is provided in Aker Solutions ASA's information memorandum dated 11 July 2014.

2 Rationale for the De-merger

The Board of Directors of Aker Solutions ASA has since 2010 conducted a comprehensive strategy process with a view to focusing on the core business of the group, reducing risk and highlighting shareholder value.

The first stage of this process comprised the divestment of a major part of the business area Process & Construction in February 2011 and of Aker Marine Contractors in March 2011. Later in 2011, the EPC business under the business area Field Development, as well as the remainder of the Process & Construction business, was spun off to Kværner ASA, and in 2013 the business areas Mooring & Loading Systems ("**MLS**") and Well-intervention Systems ("**WIS**") were also divested by the group.

After the above transactions, the current Aker Solutions ASA comprises seven business areas: Subsea ("**SUB**"), Umbilicals ("**UMB**"), Engineering ("**ENG**"), Maintenance, Modifications and Operations ("**MMO**"), Drilling Technologies ("**DRT**"), Processing Systems ("**PRS**") and Oilfield and Marine Assets ("**OMA**").

As part of the overarching strategy process, the Board of Directors has continued to examine potential synergies between the various business areas. This process has highlighted significant commercial and operational differences between SUB/UMB/ENG/MMO, on the one hand, and DRT/PRS/OMA, on the other hand. There are several synergies between the first four business areas, in particular with regard to customers, market drivers and technology platforms. These synergies are to a lesser extent shared by the three other business areas.

Globally, there is increasing demand for sophisticated technical solutions for offshore exploration for, and extraction of, oil and gas in deep waters (the 'subsea market'), and in areas presenting challenging climatic conditions. In order to meet future market expectations and needs, it is necessary to make further investments in the current organisation, as well as to sharpen the focus of the business and make it more specialised. At the same time, market trends indicate that this business area offers considerable future opportunities. Moreover, the business areas SUB/UMB/ENG/MMO are, when considered as an entity, well placed to become a leading provider of future solutions within oil and gas production on the seabed ('subsea factory').

On this basis, the Board of Directors has concluded that the current Aker Solutions should be split in two, with the business areas SUB, UMB, ENG and MMO being spun off into a separate group. In legal terms, the split of Aker Solutions is effected via a number of intra-group transactions followed by the de-merger of Aker Solutions ASA, with the business areas SUB, UMB, ENG and MMO being separated from the rest and transferred to Aker Solutions Holding ASA. Following the De-merger, Aker Solutions Holding ASA will retain the core business of the group under the name «Aker Solutions» and become a focused supplier for the oil and gas industry. The services and products of the new group will include, *inter alia,* studies and FEED services, engineering and procurement services (EPma), subsea production systems, maintenance, upgrading and operational services, as well as services relating to the removal of installations. The primary focus of the business will be on the subsea market and related business areas.

The remaining business, comprising the business areas DRT, PRS, OMA, as well as Surface Umbilical Riser Flowline (currently a part of SUB), as well as Business Solutions, real estate assets and other holdings, will be organised in an investment company named Akastor. Akastor will focus on developing and refining the various business areas as stand alone entities, with a view to realising the maximum value potential of each entity.

Consequently, the De-merger will serve to enhance the focus of both the remaining and the de-merged business, in line with the conclusions from the strategy process. The De-merger is expected to benefit the shareholders, by allowing for a clearer risk profile of the two companies following the De-merger, whilst highlighting underlying value in both companies.

3 Determination of the De-merger consideration

The Board of Directors of Aker Solutions ASA has commissioned a valuation report from Ernst & Young AS ("**EY**"), which has served as the basis for the Board of Directors' valuation of the assets, rights, obligations and liabilities to be transferred to Aker Solutions Holding ASA and the consideration to be provided to the shareholders in the De-merger.

In its report, EY has presented individual valuations of:

- Entities and business content to be carved out or demerged from various group subsidiaries prior to the de-mergers of Aker Solutions AS and Aker Solutions ASA;
- Entites which will be trigger stamp duty or similar taxation upon the De-merger; and
- Each business area of the current Aker Solutions.

EY has performed the valuation of the current Aker Solutions group by calculating the total enterprise value of all business areas of the group, deducting net liabilities and similar items and adding the value of non-operational assets. Thereafter, the enterprise value of each business area has been compared to the valuations of individual companies within the relevant business area.

Further, EY has estimated the equity value of the current Aker Solutions group, and compared such estimate to the market value of the total equity of Aker Solutions ASA.

EY has performed a discounted cash flow (DCF) analysis for those businesses and assets which according to the business plan generate a cash flow that enables such a valuation to be carried out. Other businesses and assets are valued at book value or replacement cost.

The EY valuations for the period 2014-2019 are based on a combination of existing business plans, discussions with senior executives, historical figures (2011-2013), general market knowledge and trends. For 2020-2025, EY has stipulated revenue figures, EBITDA margins, net working capital, capex, depreciation and amortisation for the relevant businesses.

EY has estimated the total enterprise value of the current Aker Solutions ASA at NOK 33.670 billion, of which NOK 23.823 billion (71%) relates to businesses that will form part of the new Aker Solutions, and NOK 9.846 billion (29%) relates to businesses that will remain with Akastor. The aggregate value of the group's equity is estimated at NOK 30.353 billion, of which NOK 19.675 billion (64,8%) relates to the new Aker Solutions and NOK 10.678 billion (35.2%) relates to Akastor. The estimated value of the equity is 9,4% higher than the market cap of Aker Solutions as per the valuation date, which is attributed to a market-based control premium for the Aker Solutions share.

The Board of Directors has compared the estimates with its own internal estimates, and has concluded that the valuation which forms the basis for determining the exchange ratio is reasonable. No special difficulties have been encountered in determining the consideration.

The valuations imply that 64,8% of the net assets of Aker Solutions ASA shall be allocated to Aker Solutions Holding ASA, with the remaining 35,2% being allocated to Aker Solutions ASA, subsequent to the De-merger. The share capital, after deduction of own shares held by Aker Solutions ASA, shall be allocated correspondingly.

4 Implications for the employees

Aker Solutions ASA has no employees who will be affected by the De-merger. However, for the group employees the De-merger implies that they will be allocated between the new Aker Solutions group and the Akastor group following the De-merger. Information has been disclosed to, and discussions have been held with, the employees of the Aker Solutions group and the union officials representing them, in connection with the bifurcation of Aker Solutions and the implementation of the De-merger.

The residual Aker Solutions group (Akastor) continues to be responsible for pension liabilities in respect of its own employees, whilst the new Aker Solutions group shall assume the pension liabilities in respect of those employees who are transferred to the new Aker Solutions group in the De-merger.

The share purchase programme of the Aker Solutions group will be continued for those employees who remain with Akastor. Those employees who are transferred to the new Aker Solutions group will after the De-merger lose their right to participate in the current share purchase programme of the Aker Solutions group, and will instead fall within the scope of the share purchase programme offered by the new Aker Solutions at any given time.

***

[followed by signature page]

Oslo, on 11 July 2014
The Board of Directors of Aker Solutions ASA

Øyvind Eriksen
(Chairperson of the Board of Directors)

Stuart Edward Ferguson

Kjell Inge Røkke

Sarah Elizabeth Ryan

Anne Drinkwater

Lone Fønss Schrøder

Koosum Parsotam Kalyan

Åsmund Knutsen

Atle Teigland

Arild Håvik

Hilde Karlsen

[THIS PAGE IS INTENTIONALLY LEFT BLANK]

Appendix 2.2

CURRENT ARTICLES OF ASSOCIATION OF NEW AKSO ASA

§ 1

The name of the Company is Aker Solutions Holding ASA. The Company is a public limited company.

§ 2

The registered address is in the county of Bærum.

§ 3

The objectives of the Company are to own or carry out industrial- and other associated businesses, management of capital and manage other functions for the Group.

§ 4

The Company’s share capital is NOK 1,000,000 divided into 100,000 shares, each having a par value of NOK 10. The Company’s shares shall be registered with a securites register.

§ 5

The Board of Directors shall consist of 3-5 members.

§ 6

Each director has a right to sign on behalf of the Company.

§ 7

The Annual General Meeting shall consider and decide on, the following matters:

1. Approval of the annual accounts and the annual report, including distribution of dividend.

2. Other matters which, by law or under the Articles of Association, are the business of the General Meeting.

* * *

Appendix 2.3

ARTICLES OF ASSOCIATION OF NEW AKSO ASA SUBSEQUENT TO THE DEMERGER

§ 1

The Company is a public limited company. The name of the Company is Aker Solutions ASA.

§ 2

The registered address is in the county of Bærum.

§ 3

The objectives of the Company are to own or carry out industrial- and other associated businesses, management of capital and other functions for the Group, and to participate in or acquire other businesses.

§ 4

The Company's share capital is NOK 293,807,940.12 divided into 272,044,389 shares, each having a par value of NOK 1.08. The Company's shares shall be registered with the Norwegian Securities Register (Verdipapirsentralen).

§ 5

The Board of Directors shall consist of 6-12 members of whom 1/3 shall be elected by and among the

employees of the companies within the Aker Solutions Group. Up to 3 deputy members may be elected by the shareholders.

Each of the board members elected by the shareholders will serve for a period of one to three years pursuant to further decision by the General Meeting.

§ 6

The Company shall have an election committee consisting of minimum 3 members to be elected by the

General Meeting. The election committee shall prepare the election of board members. The General Meeting may adopt instructions for the election committee's tasks.

§ 7

The Chairman alone, or two Directors jointly of whom at least one shall have been elected by the shareholders, shall have the right to sign on behalf of the Company.

§ 8

The Company shall not have more than one Managing Director.

§ 9

General Meetings shall be notified in such a form and within such a deadline that they, as a minimum,

comply with the current legislation and/or regulations. The company may in the notice determine a deadline for registration of participation which shall not expire less than five (5) days prior to the General Meeting.

When documents relating to matters which shall be considered in the General Meeting have been made
available to the shareholders on the company's internet pages, legislative requirements that documents must be sent to the shareholders in printed form shall not apply. This is applicable also to such documents which, according to legislation, must be included in or attached to the notice of the General Meeting. Notwithstanding, a shareholder may demand to receive in printed form documents related to matters which are to be considered in the General Meeting.

The Board may decide that the shareholders may cast their vote in writing, including electronically, during a period prior to the General Meeting. For such voting an adequate method for authenticating the sender shall be applied.

The Chairman or the appointee of the Chairman shall preside at the General Meeting.

The Annual General Meeting shall consider and decide on, the following matters:

a) Approval of the annual accounts and the annual report, including distribution of dividend.

b) Other matters which, by law or under the Articles of Association, are the business of the General Meeting.

The General Meeting may be held in Oslo.

* * *

Appendix 2.4

DRAFT OPENING BALANCE SHEET OF NEW AKSO ASA

Aker Solutions Holding ASA

Balance sheet

Amounts in NOK million	**June 29, 2014**
Assets	
Deferred tax asset	**24**
Investments in group companies	**10 337**
Non-current interest-bearing receivables from group companies	**395**
Total non-current assets	**10 757**
Current interest-bearing receivables from group companies	**1 198**
Financial assets	**683**
Other current receivables	**1**
Total current assets	**1 882**
Total assets	**12 639**
Equity and liabilities	
Issued capital	**294**
Other equity	**1 707**
Total equity	**2 001**
Non-current borrowings	**2 482**
Total non-current liabilities	**2 482**
Current borrowings	**25**
Current borrowings from group companies	**4 304**
Financial liabilities	**761**
Other current liabilities	**3 066**
Total current liabilities	**8 156**
Total liabilities	**10 638**
Total liabilities and equity	**12 639**

Note 1 Accounting principles

Aker Solutions Holding ASA is a company domiciled in Norway. The accounts are presented in conformity with Norwegian legislations and Norwegian generally accepted accounting principles. The net assets transferred in the transaction will continue to be accounted for using the historical book values from Aker Solutions ASA.

Appendix 2.5

KPMG AS
P.O. Box 7000 Majorstuen
Sørkedalsveien 6
N-0306 Oslo

Telephone +47 04063
Fax +47 22 60 96 01
Internet www.kpmg.no
Enterprise 935 174 627 MVA

To the Shareholders Meeting of Aker Solutions Holding ASA

Statement on the draft opening balance sheet as at demerger

We have reviewed the draft opening balance sheet as at 29 June 2014 for Aker Solutions Holding ASA with notes showing equity of NOK 2 001 million. The draft opening balance sheet has been compiled, only for illustration purposes, on the basis described in note 1 to give information about Aker Solutions Holdning ASA's balance sheet with the addition of the assets to be taken over by the Aker Solutions Holding ASA in connection with the demerger. The information has been compiled to illustrate how the balance sheet may have looked in the event that the demerger had been carried out at the stated balance sheet date.

The Board of Directors' responsibility

The Board is responsible for the draft opening balance sheet.

Auditor's responsibility

Our responsibility is to make a statement on the draft opening balance sheet based on our review. It is not our responsibility to perform an audit of the information constituting the basis for the draft opening balance. The financial information applied to the compilation of the draft opening balance sheet is unaudited as described in note 1. We assume no responsibility for financial information that we have not audited.

Basis of opinion

We conducted our review and issue our statement in accordance with the Norwegian standard for assurance engagements SA 3802 "The auditor's statements and reports pursuant to Norwegian company legislation". The standard requires that we plan and perform our review to obtain reasonable assurance that the information in the draft opening balance sheet is appropriately compiled on the basis indicated, and that the draft opening balance is classified and presented in accordance with the requirements of the Norwegian Accounting Act and the described principles. We have reviewed the compilation of, and assessed the information in, the classification of the items and the presentation of the draft opening balance.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the draft opening balance sheet has been appropriately compiled in accordance with the basis described in note 1, and the classification and presentation is in accordance with the requirements of the Norwegian Accounting Act and the principles described in note 1.

Oslo, 11 July 2014
KPMG AS

Arve Gevoll
State Authorised Public Accountant in Norway

Appendix 2.6

REPORT ON THE DE-MERGER FROM THE BOARD OF DIRECTORS OF NEW AKSO ASA

To the Shareholders' Meeting of Aker Solutions Holding ASA

REPORT FROM THE BOARD OF DIRECTORS ON A DE-MERGER WITH AKER SOLUTIONS HOLDING ASA AS THE TRANSFEREE COMPANY

1. The de-merger

The present de-merger report is prepared by the Board of Directors of Aker Solutions Holding ASA pursuant to Section 14-4 (3), cf. Section 13-9, of the Public Limited Companies Act. The report is prepared in connection with the de-merger of Aker Solutions ASA proposed in the de-merger plan dated 11 July 2014 (the «**De-merger**»).

Aker Solutions ASA holds all shares of Aker Solutions Holding ASA and Aker Solutions Holding AS. Aker Solutions Holding ASA will upon the De-merger acquire from Aker Solutions ASA; all shares of Aker Solutions Holding AS; receivables payable by various subsidiaries acquired by Aker Solutions Holding AS prior to the De-merger; as well as other assets, rights, obligations and liabilities as specified in the de-merger plan.

In consideration for the assets, rights, obligations and liabilities transferred to Aker Solutions Holding ASA upon the De-merger, the shareholders of Aker Solutions ASA will upon implementation of the De-merger receive one share of Aker Solutions Holding ASA for each share of Aker Solutions ASA they hold.

The De-merger shall be implemented with full tax continuity.

The present report is based on the report on the De-merger by the Board of Directors of Aker Solutions ASA, which report is also in conformity with the assessments of the Board of Directors of Aker Solutions Holding ASA.

2. Rationale for the De-merger

Aker Solutions ASA is, via subsidiaries and affiliated companies, a globally leading provider of products, systems and services for the energy and process industry, with a focus on oil and gas operations. The Aker Solutions group provides, *inter alia*, engineering services, procurement services, maintenance services, technologies, product solutions, as well as solutions for extending the economic life of, and increasing the rate of extraction from, oil and gas fields.

The De-merger proposal of the Board of Directors of Aker Solutions ASA is premised on a desire to streamline and focus the business by separating the core business in the four business areas Subsea (SUB), Umbilicals (UMB), Engineering (ENG) and Maintenance, Modifications and Operations (MMO) from the rest of the business and place it in an independent group which will focus on the delivery of solutions and products for offshore production of oil and gas in deep waters (the 'subsea market'), and in areas presenting challenging climatic conditions. The remaining business areas will be organised in an investment company named Akastor, which will focus on developing and refining the various business areas as individual companies, with a view to realising the maximum potential of each company.

Consequently, the De-merger will serve to enhance the focus of both the remaining and the de-merged business, in line with the conclusions from the strategy process. The De-merger is also expected to benefit the shareholders, by allowing for a clearer risk profile of the two companies following the De-merger, whilst highlighting underlying value by separating the core business from other business.

3. Implications for the Company

The De-merger involves the establishment of a new independent group with Aker Solutions Holding ASA as a parent company (the "**new Aker Solutions group**").

Aker Solutions Holding ASA and the other companies that are going to make up the new Aker Solutions group after the De-merger will acquire and continue the core business in the four business areas SUB, UMB, ENG and MMO. The services and products of the new group will include, *inter alia*, studies and FEED services, engineering and procurement services (EPma), subsea production systems, maintenance, upgrading and operational services, as well as services relating to the removal of installations. The primary focus of the business will be on the subsea market and related business areas.

Aker Solutions ASA, and those of its subsidiaries and affiliated companies that are not de-merged to form the new Aker Solutions group, will after the De-merger continue all other business operations of the Aker Solutions group under the business name Akastor (the "**Akastor group**").

The existing share capital of Aker Solutions Holding ASA upon signing of the de-merger plan is NOK 1,000,000. This share capital will be cancelled in its entirety via the redemption of all existing shares immaditaly prior to the De-merger entering into effect. Hence, the shares issued upon the De-merger will constitute 100% of the shares of Aker Solutions Holding ASA.

4. Determination of the De-merger consideration

The Board of Directors of Aker Solutions ASA has commissioned a valuation report from Ernst & Young AS ("**EY**"), which has served as the basis for the Board of Directors' valuation of the assets, rights, obligations and liabilities to be transferred to Aker Solutions Holding ASA and the consideration to be provided to the shareholders in the De-merger.

In its report, EY has presented individual valuations of:

- Entities and business content to be carved out or demerged from various group subsidiaries prior to the de-mergers of Aker Solutions AS and Aker Solutions ASA;
- Entites which will be trigger stamp duty or similar taxation upon the De-merger; and
- Each business area of the current Aker Solutions.

EY has performed the valuation of the current Aker Solutions group by calculating the total enterprise value of all business areas of the group, deducting net liabilities and similar items and adding the value of non-operational assets. Thereafter, the enterprise value of each business area has been compared to the valuations of individual companies within the relevant business area.

Further, EY has estimated the equity value of the current Aker Solutions group, and compared such estimate to the market value of the total equity of Aker Solutions ASA.

EY has performed a discounted cash flow (DCF) analysis for those businesses and assets which according to the business plan generate a cash flow that enables such a valuation to be carried out. Other businesses and assets are valued at book value or replacement cost.

The EY valuations for the period 2014-2019 are based on a combination of existing business plans, discussions with senior executives, historical figures (2011-2013), general market knowledge and trends. For 2020-2025, EY has stipulated revenue figures, EBITDA margins, net working capital, capex, depreciation and amortisation for the relevant businesses.

EY has estimated the total enterprise value of the current Aker Solutions ASA at NOK 33.670 billion, of which NOK 23.823 billion (71%) relates to businesses that will form part of the new Aker Solutions, and NOK 9.846 billion (29%) relates to businesses that will remain with Akastor. The aggregate value of the group's equity is estimated at NOK 30.353 billion, of which NOK 19.675 billion (64,8%) relates to the new Aker Solutions and NOK 10.678 billion (35.2%) relates to Akastor. The estimated value of the equity is 9,4% higher than the market cap of Aker Solutions as per the valuation date, which is attributed to a market-based control premium for the Aker Solutions share.

The Board of Directors has compared the estimates with its own internal estimates, and has concluded that the valuation which forms the basis for determining the exchange ratio is reasonable. No special difficulties have been encountered in determining the consideration.

The valuations imply that 64,8% of the net assets of Aker Solutions ASA shall be allocated to Aker Solutions Holding ASA, with the remaining 35,2% being allocated to Aker Solutions ASA, subsequent to the De-merger. The share capital, after deduction of own shares held by Aker Solutions ASA, shall be allocated correspondingly.

When the de-merger enters into effect, the share capital shall be increased by NOK 293,807,940.12, by the issuance of 272,044,389 shares with a nominal value of NOK 1,08 each.

5. Implications for the employees

Aker Solutions Holding ASA has no employees who will be affected by the De-merger. However, for the employees of the Aker Solutions group the De-merger implies that they will be allocated between the new Aker Solutions group and the Akastor group following the De-merger. Information has been furnished to, and discussions have been held with, the employees of the Aker Solutions group and their union representatives in connection with the split of Aker Solutions and the implementation of the De-merger.

The remaining Aker Solutions group (Akastor) will continue to be responsible for pension liabilities in respect of its own employees, whilst the new Aker Solutions group will assume the pension liabilities in respect of those employees who are transferred to the new Aker Solutions group in the De-merger.

The share purchase programme of the Aker Solutions group will be continued for those employees who remain employed with Akastor. Employees who are transferred to the new Aker Solutions group will after the De-merger lose their right to participate in the current share purchase programme of the Aker Solutions group, and will instead be subject to any share purchase programme offered by the new Aker Solutions group from time to time.

***

[followed by signature page]

Oslo, on 11 July 2014
The Board of Directors of Aker Solutions Holding ASA

Svein Oskar Stoknes
(Chairperson of the Board of Directors)

Marianne Mithassel Aamodt

Axel Gustavsen

Appendix 2.7

MEMORANDUM OF INCORPORATION FOR NEW AKSO ASA

STIFTELSESDOKUMENT

FOR

AKER SOLUTIONS HOLDING ASA

1. **Stifter**

   Stifter av selskapet er Aker Solutions ASA, org. nr. 986 529 551.

2. **Aksjekapital**

   Selskapets aksjekapital ved stiftelsen skal være NOK 1 000 000 fordelt på 100 000 aksjer, hver pålydende NOK 10.

3. **Aksjetegning**

   Samtlige 100 000 aksjer, hver pålydende NOK 10 tegnes av stifteren.
   Aksjene er tegnet ved stifters underskrift på dette stiftelsesdokumentet.

4. **Vederlag for aksjene**

   For aksjene skal stifteren betale NOK 10 pr aksje, i alt NOK 1 000 000 for samtlige 100 000 aksjer. Aksjekapitalen innbetales straks, og senest innen 14 dager etter undertegning av stiftelsesdokumentet til selskapets konto.

5. **Selskapets styre**

   Selskapets styre skal bestå av følgende personer:

   Styrets leder: Svein Oskar Stoknes
   Styremedlem Marianne Aamodt
   Styremedlem: Axel Gustavsen

6. **Revisor**

   Selskapets revisor skal være KPMG AS, Sørkedalsveien 6, 0369 Oslo, org.nr. 935 174 627.

7. **Stiftelsesomkostninger**

   Selskapet skal dekke omkostninger ved stiftelsen som består av honorar til Advokatfirmaet BA-HR DA på NOK 25 000 og gebyr til Brønnøysundregistrene på NOK 7 000.

8. **Vedtekter**

   Selskapets vedtekter skal lyde som følger:

§ 1

Selskapets foretaksnavn er Aker Solutions Holding ASA. Selskapet er et allmennaksjeselskap.

§ 2

Selskapets forretningskontor er i Bærum kommune.

§ 3

Selskapets virksomhet består i å eie og drive industri og annen tilknyttet virksomhet, forvaltning av kapital og betjene andre funksjoner for konsernselskaper.

§ 4

Selskapets aksjekapital er NOK 1 000 000 fordelt på 100 000 aksjer hver pålydende NOK 10. Selskapets aksjer skal registreres i et verdipapirregister.

§ 5

Selskapets styre skal ha fra tre til fem medlemmer.

§ 6

Selskapets firma tegnes av styremedlemmene hver for seg.

§ 7

På den ordinære generalforsamlingen skal følgende saker behandles og avgjøres:

1. Godkjennelse av årsregnskapet og årsberetningen, herunder utdeling av utbytte;
2. Andre saker som etter allmennaksjeloven hører under generalforsamlingen.

* * *

Fornebu, 23, mai 2014

Aker Solutions ASA
Leif Borge, daglig leder

Vedlegg

Særlig kopi av selskapets vedtekter, jf. foretaksregisterloven § 4-1 (1) jf § 3-1

Villighetserklæring fra revisor

KPMG AS
P.O. Box 7000 Majorstuen
Sørkedalsveien 6
N-0306 Oslo

Telephone +47 04063
Fax +47 22 60 96 01
Internet www.kpmg.no
Enterprise 935 174 627 MVA

To the Shareholders' Meeting of Aker Solutions Holding ASA

Statement on the demerger plan

At the request of the Board of Directors of Aker Solutions Holding ASA, we, as independent experts, hereby issue this statement on the demerger plan dated 11 July 2014 between Aker Solutions Holding ASA and Aker Solutions ASA in accordance with the Norwegian Public Limited Liability Companies Act section 13-10. The demerger will result in the split of the share capital of Aker Solutions ASA through a reduction of the par value of each existing Aker Solutions ASA share simultaneously with the issuance of one new consideration share in Aker Solutions Holding ASA for each outstanding existing Aker Solutions ASA share (other than the Company's treasury shares). Consistent with the relative valuations of the assets, rights and liabilities allocated to each of Aker Solutions ASA and Aker Solutions Holding ASA in the demerger, the par value of each existing Aker Solutions ASA share will be reduced from NOK 1.660 to NOK 0.592, while the par value of each consideration share in Aker Solutions Holding ASA will be NOK 1.080.

The Board of Directors' responsibility

The Board of each company is responsible for the information on which the statement has been based and for the valuations that have been carried out.

The independent expert's responsibility

Our responsibility is to prepare a statement on the demerger plan and on the determination of the consideration based upon our examination of the supporting information provided to us. Our responsibility is not to express an opinion on the fairness of the transaction, the value of the securities issued or the adequacy of consideration to shareholders.

The remaining report is divided into three parts. The first part is a presentation of information in accordance with the requirements set by the Norwegian Public Limited Liability Companies Act section 13-10 second paragraph and section 2-6 first paragraph no. 1 to 4. The second part summarizes the procedures that have been applied to determine the exchange ratio to be applied to the allocation of the consideration to the shareholders in Aker Solutions ASA. The third section contains our statement.

Information

The assets to be acquired at the date of the demerger are included in the draft opening balance sheet dated 29 June 2014 and comprise the following:

1. 100% of the shares of NEW AKSO AS;

2. All receivables outstanding from subsidiaries that will form part of the NEW AKSO Business upon the de-merger entering into effect;

3. All debts outstanding to subsidiaries that will form part of the NEW AKSO Business;

4. All foreign exchange positions against subsidiaries that will form part of the NEW AKSO Business, as well as the economic interest in external foreign exchange positions directly relating to subsidiaries that will form part of the NEW AKSO Business;

5. All parent company guarantees and other guarantee liabilities relating to companies or business operations in the NEW AKSO Group;

6. The debts outstanding under two bond loans (ISIN NO 001 064743.1 and ISIN NO 001 066105.1), with outstanding principal in the total amount of NOK 2.5 billion, as well as accrued interes;

7. All other agreements and rights under agreements relating to the NEW AKSO Business (save for bonding agreements and ISDA agreements, which, except for the transfer of economic interest and exposure as provided for in number 4 and 5 above, will remain with AKSO ASA), as well as all rights to the use of the "Aker Solutions" business name and trademark and an agreement with IP Holding AS concerning the right to use the "Aker" business name and trademark;

8. Such other assets, rights, obligations and liabilities as are reflected in the opening balance sheet, an

9. Such other assets, rights, obligations and liabilities as are clearly related to the New AKSO Business

The procedures applied in determination of the consideration

The Board of Directors have appointed external valuation experts to prepare fair value estimates of all net assets of Aker Solutions ASA and the relative net assets remaining in Aker Solutions ASA compared to net assets transferred to Aker Solutions Holding ASA. The Board of Directors compared the external valuation experts' fair value indication to its internal valuations, and concluded it was a reasonable valuation, made in accordance with customary valuation methodologies used in the financial community. On this basis, the Boards of Directors of Aker Solutions ASA and Aker Solutions Holding ASA determined an allocation of existing Aker Solutions ASA' share capital – after deduction of the aggregate par value of Aker Solutions ASA's treasury shares (for which no consideration shares will be issued) – in the Demerger such that 35.2 percent of that share capital would be allocated to Aker Solutions ASA and 64.8 percent to Aker Solutions Holding ASA. The assets and liabilities transferred in the transaction will continue to be accounted for using the historical book values from Aker Solutions ASA.

The external valuation experts have performed a discounted cash flow (DCF) analysis which is the primary valuation method, for those businesses and assets which according to the business plan generate a cash flow that enables such a valuation to be carried out. The replacement cost method has been applied as a valuation method for entities relying on other group entities. Book value is only applied as a proxy of fair value for insignificant businesses or minor asset transfers. The same principles are applied in the valuation of intangible assets.

For the period 2014-2019, the valuations are based on a combination of existing business plans, discussions with senior executives, historical figures (2011-2013), general market knowledge and trends. For 2020-2025, the external valuation experts have stipulated revenue figures, EBITDA margins, net working capital, capital expenditure, depreciation and amortisation for the relevant businesses.

There have not been any particular difficulties in connection with the determination of the consideration.

Basis of statement

We conducted our review and issue our report in accordance with the Norwegian standard for assurance engagements SA 3802-1 "The auditor's statements and reports pursuant to Norwegian company legislation". The standard requires that we plan and perform procedures to obtain reasonable assurance that the assets and liabilities to be taken over by the company are substantiated and are equivalent to the agreed consideration in shares to be distributed to the shareholders of Aker Solutions ASA. Our work includes assessing the valuations of the contribution and the consideration. We have also assessed the valuation methods applied and the assumptions constituting the basis for the valuation, including the basis for the valuation of intangible assets.

In our view, the procedures we have performed provide us with reasonable basis for our statement.

Statement

Based on the documentation we have examined and the procedures described above, and considering the nature and extent of our work as described in this report, we believe that the valuation methods adopted by the Board of Directors based upon the advice of their professional advisors are, under the circumstances, substantiated and have been correctly applied by them in their determination of the ratio for the split of and reduction of share capital in Aker Solutions ASA and the issue of shares in Aker Holding ASA as described in the demerger plan. The net assets to be acquired are equivalent to the consideration in shares in Aker Solutions Holding ASA to be distributed to the shareholders of Aker Solutions ASA with a nominal value of NOK 293 807 940 and other equity of NOK 1 706 826 573. The net assets transferred in the transaction will continue to be accounted for using the historical book values from Aker Solutions ASA.

Oslo, 11 July 2014
KPMG AS

Arve Gevoll
State Authorised Public Accountant in Norway

KPMG AS
P.O. Box 7000 Majorstuen
Sørkedalsveien 6
N-0306 Oslo

Telephone +47 04063
Fax +47 22 60 96 01
Internet www.kpmg.no
Enterprise 935 174 627 MVA

To the Shareholders' Meeting of Aker Solutions ASA

Statement on the demerger plan

At the request of the Board of Directors of Aker Solutions ASA, we, as independent experts, hereby issue this statement on the demerger plan dated 11 July 2014 between Aker Solutions ASA and Aker Solutions Holding ASA in accordance with the Norwegian Public Limited Liability Companies Act section 13-10. At the date of the demerger, the assets and liabilities as stated in the demerger plan will be transferred. The demerger will result in the split of the share capital of Aker Solutions ASA through a reduction of the par value of each existing Aker Solutions ASA share simultaneously with the issuance of one new consideration share in Aker Solutions Holding ASA for each outstanding existing Aker Solutions ASA share (other than the Company's treasury shares). Consistent with the relative valuations of the assets, rights and liabilities allocated to each of Aker Solutions ASA and Aker Solutions Holding ASA in the demerger, the par value of each existing Aker Solutions ASA share will be reduced from NOK 1.660 to NOK 0.592, while the par value of each consideration share in Aker Solutions Holding ASA will be NOK 1.080.

The Board of Directors' responsibility

The Board of each company is responsible for the information on which this statement has been based and for the valuations that have been carried out.

The independent expert's responsibility

Our responsibility is to prepare a statement on the demerger plan and on the determination of the consideration based upon our examination of the supporting information provided to us. Our responsibility is not to express an opinion on the fairness of the transaction, the value of the securities issued or the adequacy of consideration to shareholders.

Our statement consists of two parts. The first part states the procedures applied in the determination of the exchange ratio to be applied to the allocation of the consideration to the shareholders in Aker Solutions ASA. The second part is our statement.

The procedures applied in determination of the consideration

The Board of Directors have appointed external valuation experts to prepare fair value estimates of all net assets of Aker Solutions ASA and the relative net assets remaining in Aker Solutions ASA compared to net assets transferred to Aker Solutions Holding ASA. The Board of Directors compared the external valuation experts' fair value indication to its internal valuations, and concluded it was a reasonable valuation, made in accordance with customary valuation methodologies used in the financial community. On this basis, the Boards of Directors of Aker Solutions ASA and Aker Solutions Holding ASA determined an allocation of existing Aker Solutions ASA' share capital – after deduction of the aggregate par value of Aker Solutions ASA's treasury shares (for which no consideration shares will be issued) – in the demerger such that 35.2 percent of that share capital would be allocated to Aker Solutions ASA and 64.8 percent to Aker Solutions Holding ASA.

The assets and liabilities transferred in the transaction will continue to be accounted for using the historical book values from Aker Solutions ASA.

KPMG

The external valuation experts have performed a discounted cash flow (DCF) analysis which is the primary valuation method, for those businesses and assets which according to the business plan generate a cash flow that enables such a valuation to be carried out. The replacement cost method has been applied as a valuation method for entities relying on other group entities. Book value is only applied as a proxy of fair value for insignificant businesses or minor asset transfers. The same principles are applied in the valuation of intangible assets.

For the period 2014-2019, the valuations are based on a combination of existing business plans, discussions with senior executives, historical figures (2011-2013), general market knowledge and trends. For 2020-2025, the external valuation experts have stipulated revenue figures, EBITDA margins, net working capital, capital expenditure, depreciation and amortisation for the relevant businesses.

There have not been any particular difficulties in connection with the determination of the consideration.

Basis of Statement

We conducted our review and issue our report in accordance with the Norwegian standard for assurance engagements SA 3802-1 "The auditor's statements and reports pursuant to Norwegian company legislation". The standard requires that we plan and perform procedures to obtain reasonable assurance that the consideration to the shareholders of Aker Solutions ASA is substantiated and is equivalent to the agreed consideration to be distributed. Our work includes assessing the valuations of the contribution and the consideration. We have also assessed the valuation methods applied and the assumptions constituting the basis for the valuation, including the basis for the valuation of intangible assets.

In our view, the procedures we have performed provide us with reasonable basis for our statement.

Statement

Based on the documentation we have examined and the procedures described above, and considering the nature and extent of our work as described in this report, we believe that the valuation methods adopted by the Board of Directors based upon the advice of their professional advisors are, under the circumstances, substantiated and have been correctly applied by them in their determination of the ratio for the split of and reduction of share capital in Aker Solutions ASA and the issue of shares in Aker Holding ASA as described in the demerger plan.

Oslo, 11 July 2014
KPMG AS

Arve Gevoll
State Authorised Public Accountant in Norway

KPMG AS
P.O. Box 7000 Majorstuen
Sørkedalsveien 6
N-0306 Oslo

Telephone +47 04063
Fax +47 22 60 96 01
Internet www.kpmg.no
Enterprise 935 174 627 MVA

To the Shareholders' Meeting of Aker Solutions ASA

Statement on coverage for restricted equity in connection with a capital reduction

We have verified that there is coverage for the remaining share capital and other non-distributable equity in connection with the demerger capital reduction in Aker Solutions ASA (the Company).

The Board of Directors' responsibility

The Board is responsible for ensuring that the capital reduction does not exceed an amount that will leave full cover for the Company's non-distributable equity pursuant to the Norwegian Public Limited Liabilities Companies Act section 12-2.

Auditor's responsibility

Our responsibility is to make a statement on whether there is full coverage for the Company's restricted equity pursuant to the Norwegian Public Limited Liabilities Companies Act section 12-2.

We conducted our examination and issue our statement in accordance with the Norwegian standard SA 3802-1 "The auditor's statements and reports pursuant to Norwegian company legislation". The standard requires that we plan and perform our work to obtain reasonable assurance for the fact that there is coverage for the remaining share capital and other non-distributable equity, having considered events subsequent to the balance sheet date and any loss likely to be incurred. The examination includes testing the calculations for which the Board is responsible and an assessment of whether events subsequent to the balance sheet date that can result in an inadequate coverage, have been sufficiently considered.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, there is coverage for the remaining share capital and other non-distributable equity subsequent to the capital reduction of NOK 292 632 000, from NOK 454 840 000 to NOK 162 208 000, and distributions in excess of the nominal value of NOK 1 708 002 513 in accordance with the Norwegian Public Limited Liabilities Companies Act.

Oslo, 11 July 2014
KPMG AS

Arve Gevoll
State Authorised Public Accountant in Norway

KPMG

KPMG AS
P.O. Box 7000 Majorstuen
Sørkedalsveien 6
N-0306 Oslo

Telephone +47 04063
Fax +47 22 60 96 01
Internet www.kpmg.no
Enterprise 935 174 627 MVA

To the Shareholders' Meeting of Aker Solutions Holding ASA

Statement on coverage for restricted equity in connection with a capital reduction

We have verified that there is coverage for the remaining share capital and other non-distributable equity in connection with the capital reduction in Aker Solutions Holding ASA.

The Board of Directors' responsibility

The Board is responsible for ensuring that the capital reduction does not exceed an amount that will leave full cover for the Company's non-distributable equity pursuant to the Norwegian Public Limited Liabilities Companies Act section 12-2.

Auditor's responsibility

Our responsibility is to make a statement on whether there is full coverage for the Company's restricted equity pursuant to the Norwegian Public Limited Liabilities Companies Act section 12-2.

We conducted our examination and issue our statement in accordance with the Norwegian standard SA 3802-1 "The auditor's statements and reports pursuant to Norwegian company legislation". The standard requires that we plan and perform our work to obtain reasonable assurance for the fact that there is coverage for the remaining share capital and other non-distributable equity, having considered events subsequent to the balance sheet date and any loss likely to be incurred. The examination includes testing the calculations for which the Board is responsible and an assessment of whether events subsequent to the balance sheet date that can result in an inadequate coverage, have been sufficiently considered.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, there is coverage for the remaining share capital and other non-distributable equity subsequent to the capital reduction of NOK 1,000,000, from NOK 1,000,000 to NOK 0 in accordance with the Norwegian Public Limited Liabilities Companies Act.

Oslo, 11 July 2014
KPMG AS

Arve Gevoll
State Authorised Public Accountant in Norway

APPENDIX B — INDEPENDENT REPORT ON UNAUDITED PRO FORMA FINANCIAL INFORMATION

KPMG AS
P.O. Box 7000 Majorstuen
Sørkedalsveien 6
N-0306 Oslo

Telephone +47 04063
Fax +47 22 60 96 01
Internet www.kpmg.no
Enterprise 935 174 627 MVA

To the Board of Directors of Aker Solutions ASA

Independent Practitioners Assurance Report on the compilation of Pro Forma Financial Information included in an Information Memorandum

In accordance with the requirements in section 3.5.2.6 of the 'Continuing Obligations of Stock Exchange Listed Companies" issued by The Oslo Stock Exchange (Continuing Obligations) we have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of Aker Solutions ASA (the "Company"). The pro forma financial information consists of the unaudited pro forma consolidated balance sheet and income statement as at and for the 12 months ended 31 December 2013 and as at and for the 3 months ended 31 March 2014, and related notes as set out in section 7 of the Information Memorandum dated 11 July 2014 (the "Information Memorandum") issued by the Company. The applicable criteria of the basis of which management of the Company has compiled the pro forma financial information are specified in EU Commission Regulation (EC) No. 809/2004 which is incorporated in section 7-13 of the Securities Trading Act (Norway) and as described in the Unaudited pro forma financial information in section 7 of the Information Memorandum.

The unaudited pro forma financial information has been compiled by management of the Company to illustrate the impact of the transaction on the Company's financial position and financial performance as at and for the 12 months ended 31 December 2013 and as at and for the 3 month period ended 31 March 2014, as if the transaction had taken place at 1 January 2013 and at 1 January 2014. As part of this process, information about the Company's financial position and performance has been derived from the Company's historical financial information used to prepare the Groups' Consolidated Annual Financial Statements as of and for the year ended 31 December 2013and the unaudited interim condensed financial information as of and for the period ended 31 March 2014.

The Company's Management's Responsibility

The Company's management is responsible for compiling the pro forma financial information on the basis of EU Commission Regulation (EC) No 809/2004 as required by the Continuing Obligations.

Practitioner's Responsibilities

Our responsibility is to express an opinion as required by Annex II, item 7 of EU Commission Regulation (EC) No 809/2004 which is incorporated in the Securities Trading Act (Norway), about whether the pro forma financial information has been compiled, by management of the Company, on the basis described in the Basis of Presentation to the unaudited pro forma consolidated balance sheet and income statement information and that basis is consistent with the accounting policies of the Company.

We conducted our engagement in accordance with International Standard on Assurance Engagements (ISAE) 3420, *Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus*, issued by the International Auditing and Assurance Standards Board. This standard requires that the practitioner comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether management of the Company has compiled the pro forma financial information on the basis described in the basis of presentation.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information, including any adjustments made to conform accounting policies, or assumptions used in compiling the pro forma financial information. Our work has consisted primarily of comparing the underlying historical financial information used to combine the pro forma financial information to source documentation, assessing documentation supporting any pro forma and other adjustments and discussing the pro forma information with management of the Company.

The purpose of pro forma financial information included in an Information Memorandum is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Company as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the demerger, if the demerger had taken place at 1 January 2013 and at 1 January 2014 would have been as presented.

A reasonable assurance engagement to report on whether the pro forma financial information has been compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by management of the Company in the compilation of the pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria;
- The pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information; and
- The pro forma financial information has been complied on a basis consistent with the accounting policies of the Company.

The procedures selected depend on the practitioner's judgment, having regard to the practitioner's understanding of the nature of the company, the event or transaction in respect of which the pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion:

a) the pro forma financial information has been compiled on the basis stated in section 7 of the Information Memorandum; and
b) the basis is consistent with the accounting policies of the Company.

This report has been prepared solely in connection with the filing of the Company's Information Memorandum required by Oslo Stock Exchange's Continuing Obligations of Stock Exchange Listed Companies section 3.5 as set out in the Information Memorandum review by Oslo Stock Exchange. This report is not appropriate for any other jurisdiction or purpose other than for the transaction described in the Information Memorandum.

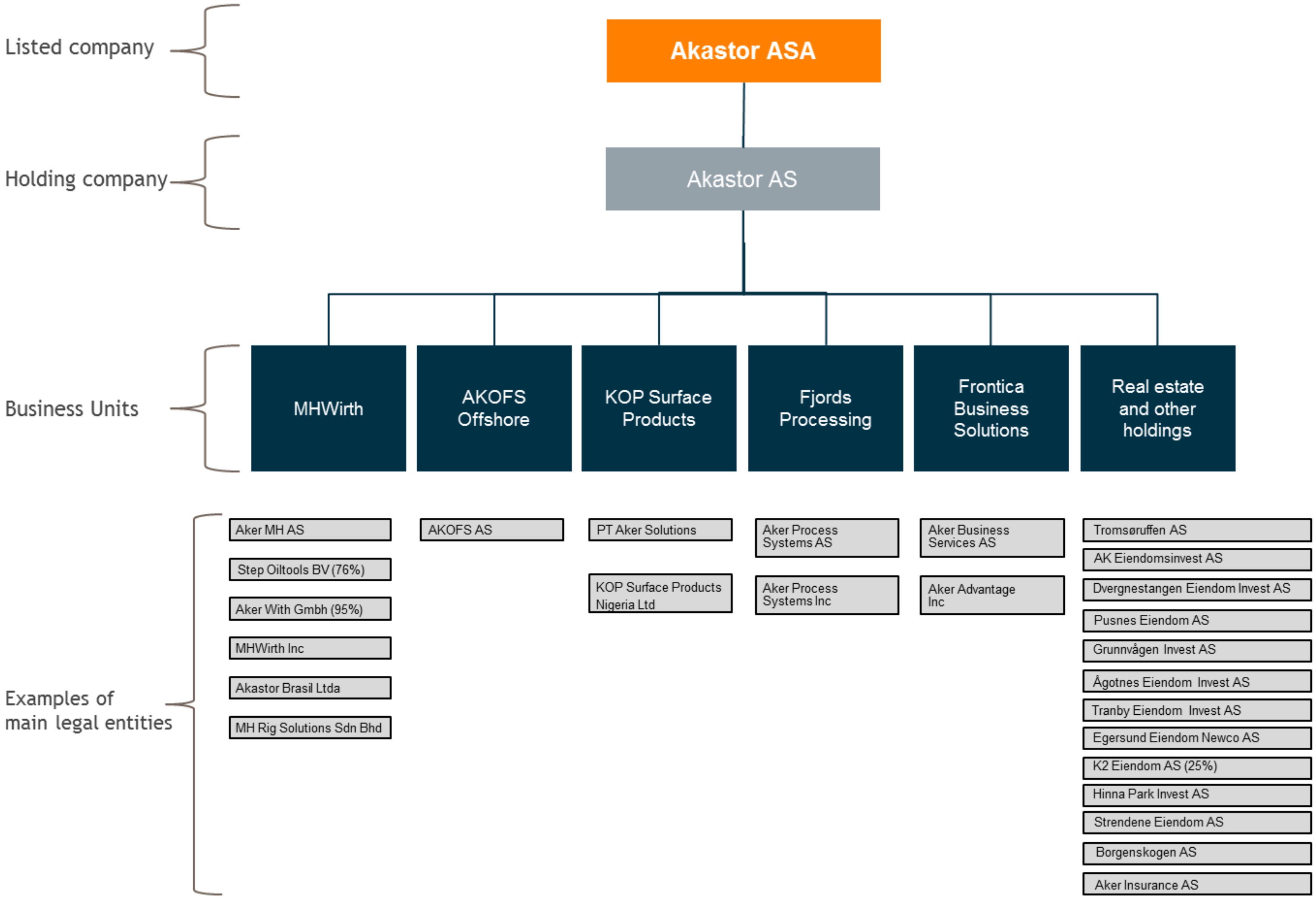
KPMG AS
Oslo, 11 July 2014

Arve Gevoll
State Authorised Public Accountant in Norway

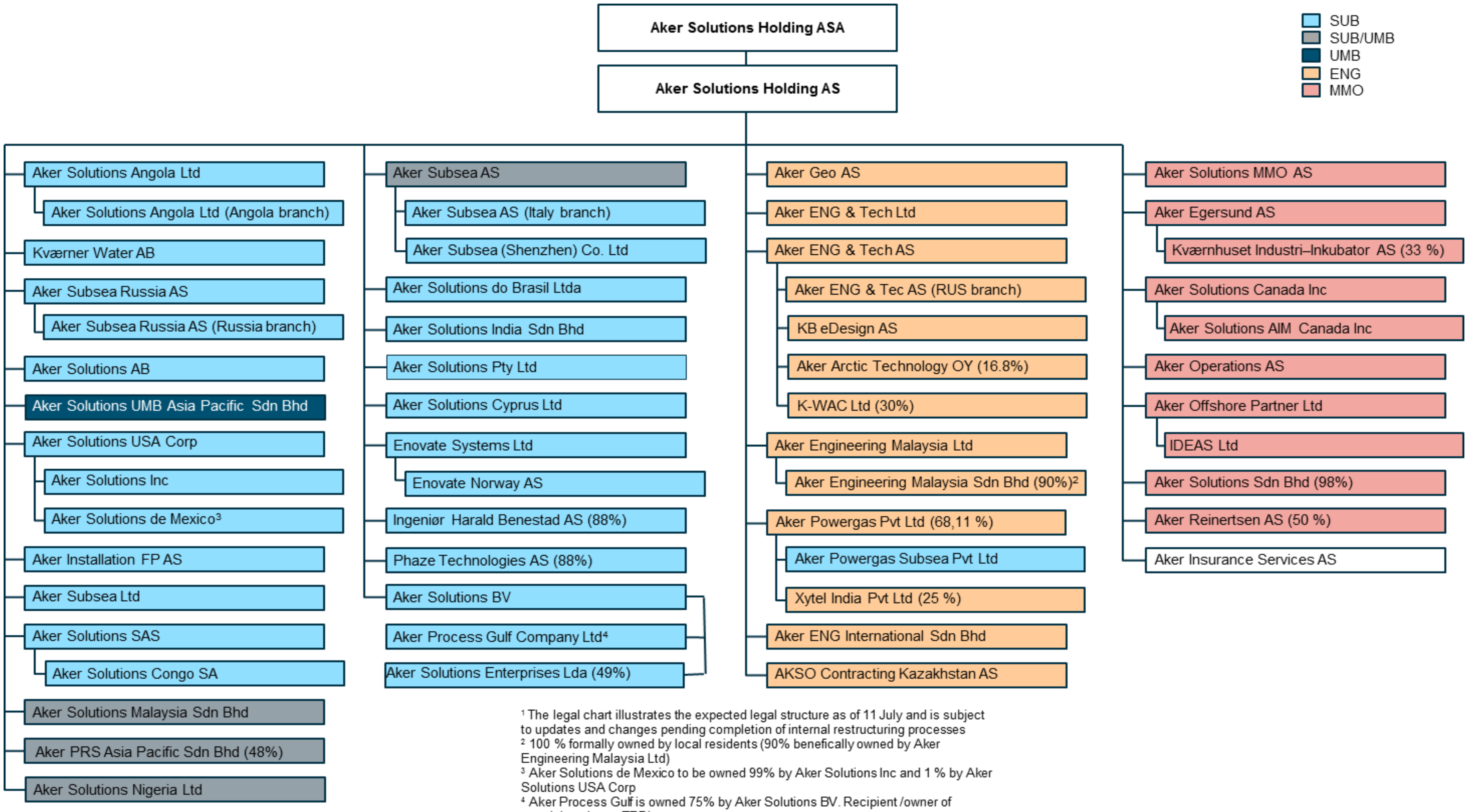
APPENDIX C — LEGAL STRUCTURE

The legal structure of the Akastor Group and the New Aker Solutions Group after consummation of the Demerger as currently anticipated is illustrated (in simplified form) on the two following pages. All subsidiaries are 100 per cent owned unless otherwise indicated.

Legal Structure of the Akastor Group After Consummation of the Demerger



Legal Structure of the New Aker Solutions Group After Consummation of the Demerger[1]



[1] The legal chart illustrates the expected legal structure as of 11 July and is subject to updates and changes pending completion of internal restructuring processes
[2] 100 % formally owned by local residents (90% benefically owned by Aker Engineering Malaysia Ltd)
[3] Aker Solutions de Mexico to be owned 99% by Aker Solutions Inc and 1 % by Aker Solutions USA Corp
[4] Aker Process Gulf is owned 75% by Aker Solutions BV. Recipient /owner of remaining shares TBDI

Aker Solutions ASA
Snarøyveien 36N-1364 Fornebu, Bærum
Norway
Telephone: +47 67 51 30 00
www.akersolutions.com