

**MINUTES**  
**OF**  
**ANNUAL GENERAL MEETING 2024**  
**AKER SOLUTIONS ASA**

On Thursday April 11, 2024, the annual general meeting of Aker Solutions ASA was held digitally.

**1. OPENING OF THE ANNUAL GENERAL MEETING**

The general meeting was declared opened and chaired by the chairman of the board of directors, Leif-Arne Langøy.

The record regarding participation by the shareholders showed that 365,052,341 of the company's total of 492,167,089 shares were represented, including by way of prior electronically voting and proxy votes. Thus, 74.17 % of the total share capital participated in the general meeting. The list of participating shareholders is enclosed to these minutes as appendix 1.

**2. APPROVAL OF SUMMONS AND AGENDA**

The general meeting adopted the following resolution:

*The general meeting approves the summons and agenda.*

The voting result is set out on page 7.

**3. APPOINTMENT OF A PERSON TO CO-SIGN THE MINUTES OF MEETING TOGETHER WITH THE CHAIRMAN**

The general meeting adopted the following resolution:

*The general meeting appoints Tor Henrik Hauge to co-sign the minutes together with the chair of the meeting.*

The voting result is set out on page 7.

**4. INFORMATION ABOUT THE BUSINESS**

CEO Kjetel Digre and CFO Idar Eikrem gave a presentation of the company's business activities and presented key 2023 accounting figures for both Aker Solutions ASA and for the group.

**5. APPROVAL OF THE 2023 ANNUAL ACCOUNTS OF AKER SOLUTIONS ASA, THE GROUP'S CONSOLIDATED ACCOUNTS AND THE BOARD OF DIRECTORS' REPORT**

The chair of the general meeting presented the board of director's proposal. The annual accounts, the group's consolidated accounts and the board of directors' report were discussed.

The general meeting adopted the following resolution:

*The general meeting approves the annual accounts for 2023 for Aker Solutions ASA, the group's consolidated accounts and the board of directors' report, including the proposal from the board of directors to distribute a dividend of NOK 2.00 per share.*

The voting result is set out on page 7.

The Ministry of Trade, Industry and Fisheries (NFD) has requested the following addition to the minutes:

*«The State emphasises that the Company's capital structure promotes efficient target achievement. The State's goal as owner in Aker Solutions ASA is highest possible return over time within a sustainable framework, cf. Meld. St. 6 (2022-2023) –Greener and more active State ownership. The Ministry notes that the Company has not communicated clear targets for its capital structure. With the current business strategy, the Company appears, in our view, to be overcapitalised. We cannot see that the Company's revised dividend policy or other communication from the Company addresses this issue. As an owner, the State values that an optimal and market-oriented capital structure is emphasized in decisions about dividends and capitalization made by the board.»*

## **6. CONSIDERATION OF THE BOARD OF DIRECTORS' REPORT ON CORPORATE GOVERNANCE**

The chair of the general meeting presented the corporate governance report of the board of directors. The report was duly noted.

## **7. ADVISORY VOTE ON THE BOARD OF DIRECTORS' REMUNERATION REPORT FOR LEADING PERSONNEL**

The general meeting adopted the following resolution:

*The general meeting endorsed the board of directors' remuneration report for leading personnel in Aker Solutions.*

The voting result is set out on page 7.

The Ministry of Trade, Industry and Fisheries (NFD) has requested the following addition to the minutes:

*«The Ministry of Trade, Industry and Fisheries (MTIF) refers to the voting and the associated explanation of voting recorded in the minutes from the annual general meeting in 2021, where it appears that the company's guidelines for executive pay deviate from the state's guidelines in certain key areas. The State voted against the remuneration reports for 2021 and 2022 and had explanations of the votes recorded in the minutes. MTIF notes the company's comments to the state's vote explanations, but views that it also with regard to the remuneration report for 2023 is challenging to make an assessment of the variable remuneration, including whether the variable remuneration provides incentives and is genuinely variable. Also, the remuneration report does not contain justifications for managers' salary growth exceeding the average salary growth for other employees. On this basis, the State votes against the submitted remuneration report for 2023.»*

## **8. APPROVAL OF REMUNERATION TO MEMBERS OF THE BOARD OF DIRECTORS, THE AUDIT COMMITTEE AND THE REMUNERATION COMMITTEE**

The general meeting adopted the following resolution:

*In accordance with the proposal from the nomination committee, the remuneration rates for the period from the 2023 annual general meeting until the 2024 annual general meeting are set as follows:*

- NOK 737,000 to the chairperson of the board
- NOK 410,000 to each of the other directors
- NOK 242,000 in addition to the chairperson of the audit committee
- NOK 142,000 in addition to each of the other members of the audit committee
- NOK 46,000 in addition to the chairperson of the remuneration committee
- NOK 41,000 in addition to each of the members of the remuneration committee
- NOK 35,000 as an additional fixed fee to any director residing outside of the Nordic region per each board meeting with physical attendance

It was informed that deputy chairman Øyvind Eriksen does not personally receive the remuneration as payment is made to the employer company in question, Aker ASA.

The voting result is set out on page 7.

## **9. APPROVAL OF REMUNERATION TO THE MEMBERS OF THE NOMINATION COMMITTEE**

The general meeting adopted the following resolution:

*In accordance with the proposal from the nomination committee, the remuneration rates for the period from the 2023 annual general meeting until the 2024 annual general meeting are set as follows: NOK 55,000 to the chairperson of the nomination committee and NOK 44,000 for each member of the nomination committee.*

It was informed that committee members Charlotte Håkonsen and Kjetil Stensland do not personally receive the remuneration as payment is made to their respective employer companies in question, Aker ASA and the Ministry of Trade, Industry and Fisheries.

The voting result is set out on page 7.

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

The general meeting adopted the following resolution:

*In accordance with the proposal from the nomination committee, Lone Fønss Schrøder, Elisabeth Heggelund Tørstad and Jan Arve Haugan are re-elected as (shareholder appointed) directors to the board for an election period of two years.*

*Following this, the board of directors comprise of these shareholders elected directors: Leif-Arne Langøy (chairperson), Øyvind Eriksen (deputy chair), Kjell Inge Røkke (director), Birgit Aagaard-Svendsen (director), Lone Fønss Schrøder (director), Elisabeth Heggelund Tørstad (director) and Jan Arve Haugan (director).*

The voting result is set out on page 7.

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

The general meeting adopted the following resolution:

*In accordance with the proposal from the nomination committee, Ingebret G. Hisdal, Kjetil E. Stensland and Charlotte Håkonsen are re-elected as members of the nomination committee for a period of two years.*

*Following this, the nomination committee will comprise of the following members: Ingebret G. Hisdal (chairperson), Kjetil E. Stensland (member), Charlotte Håkonsen (member) and Svein Oskar Stoknes (deputy member).*

The voting result is set out on page 7.

## **12. APPROVAL OF REMUNERATION TO THE AUDITOR FOR 2023**

The chair of the general meeting presented the auditor's remuneration for 2023. The general meeting adopted the following resolution:

*The general meeting approves the auditor's fee of NOK 3.5 million for the audit of Aker Solutions ASA for 2023.*

The voting result is set out on page 7.

## **13. AUTHORIZATION TO THE BOARD OF DIRECTORS TO PURCHASE TREASURY SHARES IN CONNECTION WITH ACQUISITIONS, MERGERS, DEMERGERS OR OTHER TRANSACTIONS**

The general meeting adopted the following resolution:

- (a) *The board is authorized to acquire own shares in the company up to an aggregate nominal value of NOK 53,154,045. The power of attorney also provides for agreements regarding pledges over its own shares.*
- (b) *The highest and lowest purchase price for each share shall be NOK 300 and NOK 1, respectively. The authorization may only be used for the purpose of utilising the company's shares as transaction currency in acquisitions, mergers, de-mergers or other transactions. The board is otherwise free to decide the method of acquisition and disposal of the company's shares. The authorization can also be used in situations referred to in section 6-17 of the Securities Trading Act.*

- (c) *The power of attorney shall be exercised in accordance with the provisions of the Public Limited Liability Companies Act and is valid until the annual general meeting in 2025, though at the latest until June 30, 2025.*

The voting result is set out on page 7.

#### **14. AUTHORIZATION TO THE BOARD OF DIRECTORS TO PURCHASE TREASURY SHARES IN CONNECTION WITH SHARE OR INCENTIVE PROGRAMS**

The general meeting adopted the following resolution:

- (a) *The board is authorized to acquire own shares in the company up to an aggregate nominal value of NOK 53,154,045. The power of attorney also provides for agreements regarding pledges over its own shares.*
- (b) *The highest and lowest purchase price for each share shall be NOK 300 and NOK 1, respectively. The authorization may only be used for the company's share or incentive programs for employees and/or directors as approved by the board of directors. The board is otherwise free to decide the method of acquisition and disposal of the company's shares. The power of attorney can also be used in situations referred to in section 6-17 of the Securities Trading Act.*
- (c) *The authorization shall be exercised in accordance with the provisions of the Public Limited Liability Companies Act and is valid until the annual general meeting in 2025, though at the latest until June 30, 2025.*

The voting result is set out on page 7.

#### **15. AUTHORIZATION TO THE BOARD OF DIRECTORS TO PURCHASE TREASURY SHARES FOR THE PURPOSE OF INVESTMENT OR SUBSEQUENT SALE OR DELETION OF SHARES**

The general meeting adopted the following resolution:

- (a) *The board is authorized to acquire own shares in the company up to an aggregate nominal value of NOK 53,154,045. The power of attorney also provides for agreements regarding pledges over its own shares.*
- (b) *The highest and lowest purchase price for each share shall be NOK 300 and NOK 1, respectively. The authorization may only be used for the purpose of investment or for subsequent sale or deletion of such shares. The board is free to decide the method of acquisition and disposal of the company's shares. The power of attorney can also be used in situations referred to in section 6-17 of the Securities Trading Act.*
- (c) *The power of attorney shall be exercised in accordance with the provisions of the Public Limited Liability Companies Act and is valid until the annual general meeting in 2025, though at the latest until June 30, 2025.*

The voting result is set out on page 7.

\*\*\*

**AKER SOLUTIONS ASA GENERAL MEETING 11 APRIL 2024**

As scrutineer appointed for the purpose of the Poll taken at the General Meeting of the Members of the Company held on 11 April 2024, I HEREBY CERTIFY that the result of the Poll is correctly set out as follows:-

Issued voting shares: 485,796,074

	<b>VOTES FOR</b>	<b>%</b>	<b>VOTES AGAINST / MOT</b>	<b>%</b>	<b>VOTES WITHHELD / ÅVSTAR</b>	<b>VOTES TOTAL</b>	<b>% ISSUED VOTING SHARES VOTED</b>	<b>NO VOTES IN MEETING</b>
2	365,028,541	100.00	200	0.00	8,000	365,036,741	75.14%	15,600
3	365,028,501	100.00	200	0.00	8,040	365,036,741	75.14%	15,600
5	364,758,305	99.98	90,529	0.02	187,907	365,036,741	75.14%	15,600
7	262,176,428	71.83	102,795,901	28.17	64,412	365,036,741	75.14%	15,600
8	365,040,588	100.00	1,900	0.00	9,719	365,052,207	75.15%	134
9	365,040,222	100.00	205	0.00	11,914	365,052,341	75.15%	0
10	351,278,131	98.21	6,386,119	1.79	7,388,091	365,052,341	75.15%	0
11	364,668,392	99.91	333,409	0.09	50,540	365,052,341	75.15%	0
12	364,893,769	99.96	155,842	0.04	2,730	365,052,341	75.15%	0
13	304,602,163	85.10	53,316,710	14.90	7,133,468	365,052,341	75.15%	0
14	304,940,717	85.20	52,964,151	14.80	7,131,873	365,036,741	75.14%	15,600
15	304,587,050	85.10	53,318,284	14.90	7,131,407	365,036,741	75.14%	15,600

DNB BANK ASA  
 Avdeling Utsteder  
 Jostein Aspelieng Engh

No further matters being on the agenda, the general meeting was adjourned.

Akerkvartalet/Lumi (digital) 11 April 2024

---

**Leif-Arne Langøy**

sign.

---

**Tor Henrik Hauge**

sign.

Appendix:

1. Overview of shareholders represented at the annual general meeting, either in person digitally, by proxy, or by means of prior electronic voting



# Appendix 1

**Attendance Summary Report**  
**Aker Solutions ASA**  
**AGM**  
**11 April 2024**

Registered Attendees: 10  
Total Votes Represented: 365,052,341  
Total Accounts Represented: 483

Total Voting Capital: 485,796,074  
% Total Voting Capital Represented: 75.15%  
Total Capital: 492,167,089  
% Total Capital Represented: 74.17%  
Company Own Shares: 6,371,015

	Sub Total:	10	0	365,052,341	
<u>Capacity</u>	<u>Registered Attendees</u>	<u>Registered Non-Voting Attendees</u>	<u>Registered Votes</u>	<u>Accounts</u>	
Shareholder (web)	7		0	30,252,770	7
Chair of the Board with Instructions	1		0	50,300	3
Chair of the Board with Proxy	1		0	1,303,717	63
Advanced Votes	1		0	333,445,554	410

DNB BANK ASA  
Avdeling Utsteder  
Jostein Aspelien Engh