

Notice of Annual General Meeting of Aker Solutions ASA

Notice is hereby given of the annual general meeting of Aker Solutions ASA. The general meeting will be held on Thursday April 9, 2015 at 12:00 CEST at the premises of Aker Solutions ASA at Snarøyveien 20 (same building as Quality Hotel Expo), 1360 Fornebu, Norway.

Ballots will be distributed at the meeting venue from 11:30h to 12:00h on the day of the annual general meeting.

The following matters are on the agenda of the meeting:

1. **Opening of the annual general meeting by the chairman (no voting)**
2. **Approval of summons and agenda**
3. **Appointment of a person to co-sign the minutes of meeting together with the chairman**
4. **Information about the business (no voting)**
5. **Approval of the 2014 annual accounts of Aker Solutions ASA and the group's consolidated accounts and the annual report, including distribution of dividend. The board of directors proposes that a dividend of NOK 1.45 per share is paid for the financial year 2014.**
Dividend will be distributed to those who are shareholders of the company as per the end of April 9, 2015. The share will be traded on the Oslo Stock Exchange ex-dividend from and including April 10, 2015. Dividend will be paid on or about April 24, 2015 to the bank account registered on the relevant shareholder's securities depository (VPS) account.
6. **Consideration of the board of directors' report on corporate governance (no voting)**
The board of directors' report is available at the company's website (Corporate Governance Statement for 2014).
7. **Consideration of the board of directors' statement on remuneration of executive management. Vote on the advisory guidelines for executive management remuneration**
The board of directors' statement is available at the company's website. The advisory guidelines are included in section 2 of the statement.
8. **Vote on the binding guidelines for remuneration related to shares or the company's share price**
The binding guidelines are included in section 3 of the board's statement on remuneration of executive management, available on the company's website.
9. **Approval of remuneration to the members of the board of directors and the audit committee for 2014**
10. **Approval of remuneration to the members of the nomination committee for 2014**
11. **Election of members to the nomination committee**
12. **Approval of remuneration to the auditor for 2014**
13. **Authorization to the board of directors to purchase treasury shares in connection with acquisitions, mergers, demergers or other transfers of business**
14. **Authorization to the board of directors to purchase treasury shares in connection with the share program for the employees and board members**
15. **Authorization to the board of directors to purchase treasury shares for the purpose of subsequent deletion of shares**

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

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. There are no limitations for voting rights set out in the articles of association, however, no voting rights may be exercised for the company's own shares (treasury shares) or for shares held by the company's subsidiaries. As of March 12, 2015, the company holds 668,920 own shares. Each share is entitled to one vote. Pursuant to section 8 of the articles of association and section 5-12 of the Norwegian Public Limited Liability Companies Act, the annual general meeting will be opened and chaired by the chairman of the board of directors, Øyvind Eriksen, or a person appointed by him.

Each shareholder has the right to vote for the number of shares owned by the shareholder and registered on an account in the Norwegian Central Securities Depository (VPS) belonging to the shareholder at the time of the annual general meeting. If a shareholder has acquired shares and the share acquisition has not been registered with the Norwegian Central Securities Depository at the time of the annual general meeting, voting rights for the acquired shares may only be exercised if the acquisition is reported to the Norwegian Central Securities Depository and proven at the annual general meeting. In case of ownership transfer, the parties may agree that the seller can exercise the shareholder rights until the rights have been assumed by the acquirer.

Voting rights on shares registered in VPS accounts belonging to custodians, cf. the Norwegian Public Limited Liability Companies Act section 4-10, may, from the company's point of view, not be exercised either by the beneficial owner or the custodian. However, the beneficial owner of the shares may exercise voting rights if he proves that he has taken the necessary actions to terminate the custodianship of the shares and that the shares will be transferred to an ordinary VPS account in the name of the owner. If the owner can prove that he has initiated such measures and that he has a real shareholder interest in the company, he may, in the opinion of the company, vote for the

shares even if they are not yet registered in an ordinary VPS account.

The shareholders' rights

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

A shareholder has the right to require board members and the general manager to provide necessary information to the general meeting that may affect the consideration of

1. the approval of the annual accounts and the annual report;
2. items which have been presented to the shareholders for decision; and
3. the company's financial position, including information on other companies in which the company participates, and other items to be considered at the general meeting, unless the information requested may not be disclosed without causing disproportionate damage to the company.

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

Registration of attendance at the annual general meeting

Shareholders who wish to participate at the annual general meeting, either in person or by proxy, must notify the company of their attendance no later than Tuesday April 7, 2015 at 12:00 CEST. Notification of attendance can be given over internet at www.akersolutions.com via "Investortjenester" (VPS Investor services), a service offered by most registrars in Norway, or by completing and returning the enclosed attendance form scanned by email to gen@dnb.no, or alternatively by post to DNB Bank ASA, Registrar's Department, P.O. Box 1600 Sentrum, 0021 Oslo, Norway. Notification of attendance must be received no later than the deadline stated above. Shareholders who fail to register by this deadline may be denied access to the annual general meeting. Proxy with or without voting instructions, can if desirable, be given to the chairman of the board of directors Øyvind Eriksen or the person he appoints.

Voting by means of electronic communication prior to the general meeting

A shareholder who is not able to be present at the annual general meeting, may prior to the annual general meeting cast a vote electronically on each agenda item via the company's website www.akersolutions.com or via "Investortjenester" (Investor services) (Pin code and reference number from this notice of annual general meeting is required). The deadline for prior voting is April 7, 2015 at 12:00 CEST. Up until the deadline, votes already cast may be changed or withdrawn. Votes already cast prior to the annual general meeting will be considered withdrawn should the shareholder attend the annual general meeting in person or by proxy.

The following documents will be available on www.akersolutions.com:

- this notice and the enclosed form for Notice of attendance/proxy
- the board of directors' proposed resolutions for the annual general meeting for the items listed above
- the recommendation of the nomination committee
- the board of directors' proposed 2014 financial statements and directors' report and auditor's report (all of which are included in the company's annual report for 2014)
- the board of directors' statement on corporate governance
- the board of directors' statement on remuneration of executive management of the company

Any shareholder, who wants to receive the documents, can contact ir@akersolutions.com.

The share will be traded on Oslo Stock Exchange ex-dividend from and including April 10, 2015. The dividend will be paid on or about April 24, 2015 to the bank account registered on the relevant shareholder's VPS-account.

March 12, 2015

Aker Solutions ASA
The Board of Directors

Enclosures:
Notice of Attendance/Proxy