

**MINUTES**  
**OF**  
**ANNUAL GENERAL MEETING 2023**  
**AKER SOLUTIONS ASA**

On Thursday April 13, 2023, 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 309,158,407 of the company's total of 492,167,089 shares were represented, including by way of prior electronically voting and proxy votes. Thus, 62.82 % 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 6.

**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 Henrik Inadomi to co-sign the minutes together with the chair of the meeting.*

The voting result is set out on page 6.

**4. INFORMATION ABOUT THE BUSINESS**

CEO Kjetel Digre and CFO Idar Eikrem gave a presentation of the company's business activities and presented key 2022 accounting figures for both Aker Solutions ASA and for the group.

## **5. APPROVAL OF THE 2022 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 2022 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 1.00 per share.*

The voting result is set out on page 6.

## **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 6.

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

*"NFD refers to the State's 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 report for 2021 at the annual general meeting in 2022, with an explanation of vote recorded in the minutes. NFD notes the company's comments to the State's explanation of vote, but also views that the remuneration report for 2022 has not sufficient information to assess the variable remuneration scheme, including whether the variable remuneration provides incentives and is genuinely variable. Inter alia on this basis, NFD is voting against the remuneration report for 2022. For information, on 12<sup>th</sup> December 2022 the State's guidelines for the remuneration of senior executives in companies with State ownership was revised."*

## **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 2022 annual general meeting until the 2023 annual general meeting are set as follows:*

- *NOK 670,000 to the chairperson of the board*

- NOK 390,000 to each of the other directors
- NOK 230,000 in addition to the chairperson of the audit committee
- NOK 135,000 in addition to each of the other members of the audit committee
- NOK 44,000 in addition to the chairperson of the remuneration committee
- NOK 39,000 in addition to each of the members of the remuneration committee
- NOK 33,000 as an additional fixed fee to any director residing outside of the Nordic region, with a significant travel burden, per each board meeting with physical attendance

It was informed that employees of TRG or Aker ASA do not personally receive the remuneration as payment is made to the employer company in question.

The voting result is set out on page 6.

## **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 2022 annual general meeting until the 2023 annual general meeting are set as follows: NOK 52,000 to the chairperson of the nomination committee and NOK 42,000 for each member of the nomination committee.*

The voting result is set out on page 6.

## **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, Leif-Arne Langøy, Øyvind Eriksen, Kjell Inge Røkke and Birgit Aagaard-Svendsen 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 6.

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

The general meeting adopted the following resolution:

*In accordance with the proposal from the nomination committee, the nomination committee is increased with one deputy member and Svein Oskar Stoknes is elected as new deputy member 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 6.

## **12. APPROVAL OF REMUNERATION TO THE AUDITOR FOR 2022**

The chair of the general meeting presented the auditor's remuneration for 2022. The general meeting adopted the following resolution:

*The general meeting approves the auditor's fee of NOK 2.85 million for the audit of Aker Solutions ASA for 2022.*

The voting result is set out on page 6.

## **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 2024, though at the latest until June 30, 2024.*

The voting result is set out on page 6.

## **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 2024, though at the latest until June 30, 2024.*

The voting result is set out on page 6.

## **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 2024, though at the latest until June 30, 2024.*

The voting result is set out on page 6.

## **16. AMENDMENT OF THE COMPANY'S ARTICLES OF ASSOCIATION**

The general meeting adopted the following resolution:

The company's articles of association Article 8, first paragraph is amended from reading:

*"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 (5) days prior to the General Meeting".*

To read:

*"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 voting result is set out on page 6.

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**AKER SOLUTIONS ASA GENERAL MEETING 13 APRIL 2023**

As scrutineer appointed for the purpose of the Poll taken at the General Meeting of the Members of the Company held on 13 April 2023, I HEREBY CERTIFY that the result of the Poll is correctly set out as follows:-

Issued voting shares: 488 632 411

	VOTES FOR / FOR	%	VOTES MOT / AGAINST	%	VOTES AVSTÅR / ABSTAIN	VOTES TOTAL	% ISSUED VOTING SHARES VOTED	NO VOTES IN MEETING
2	309 154 088	100,00	0	0,00	0	309 154 088	63,27 %	4 319
3	309 157 140	100,00	0	0,00	40	309 157 180	63,27 %	1 227
5	308 926 174	99,93	230 966	0,07	40	309 157 180	63,27 %	1 227
7	239 010 290	77,31	70 144 750	22,69	2 140	309 157 180	63,27 %	1 227
8	309 112 054	99,99	34 486	0,01	10 640	309 157 180	63,27 %	1 227
9	309 122 795	99,99	23 745	0,01	10 640	309 157 180	63,27 %	1 227
10	273 992 738	88,63	35 165 134	11,37	535	309 158 407	63,27 %	0
11	309 154 775	100,00	500	0,00	3 132	309 158 407	63,27 %	0
12	308 926 406	99,93	231 461	0,07	540	309 158 407	63,27 %	0
13	277 719 522	89,83	31 438 110	10,17	775	309 158 407	63,27 %	0
14	277 005 478	89,60	32 151 062	10,40	1 867	309 158 407	63,27 %	0
15	278 165 426	89,98	30 990 979	10,02	2 002	309 158 407	63,27 %	0
16	308 680 890	99,99	24 250	0,01	453 267	309 158 407	63,27 %	0

DNB Bank ASA - Verdipapirservice  
Jostein Aspeliengh

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

Akerkvartalet/Lumi (digital) 13 April 2023

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**Leif-Arne Langøy**

sign.

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**Henrik Inadomi**

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

Generalforsamling

torsdag 13. april 2023

Registered Attendees: 9  
Total Votes Represented: 309 158 407  
Total Accounts Represented: 219

Total Voting Capital: 488 632 411  
% Total Voting Capital Represented: 63,27 %  
Total Capital: 492 167 089  
% Total Capital Represented: 62,82 %  
Company Own Shares: 3 534 678

	Sub Total:	Registered Attendees	Registered Non-Voting Attendees	Registered Votes	Accounts
Capacity					
Aksjonær (web)		6	0	16 972	6
Styrets leder med åpen fullmakt		1	0	240 259	58
Styrets leder med instruksjer		1	0	58 685 880	114
Forhåndsstemmer		1	0	250 215 296	41

DNB Bank ASA - Verdipapirservice  
Jostein Aspelien Engh