PROPOSED GENERAL MEETING RESOLUTIONS

Item 2.2. Approval of the 2011 annual accounts of Aker ASA and consolidated accounts and the Board of Directors' Report

The Annual Report, which consists of the annual accounts, the Board of Directors' Report and the auditor's statement for 2011, is available at the company's web site.

The Board proposes that the general meeting adopts the following resolution:

The general meeting approves the annual accounts for 2011 for Aker ASA, the group consolidated accounts and the annual report, including the proposal from the Board of Directors for distribution of dividend for 2011 of NOK 11 per share, which implies an aggregate distribution of dividend of NOK 796 million.

Item 2.3. Determination of Board members' remuneration

The recommendations of the Nomination Committee are available at the company's web site.

The Nomination Committee proposes that the general meeting adopts the following resolution:

In accordance with the proposal from the Nomination Committee, the remuneration rates for the period from the 2011 annual general meeting until 2012 annual general meeting shall be set as follows:

- *NOK 520 000 to the Chairman of the Board*
- *NOK 360 000 to the Deputy Chairman of the Board*
- *NOK 310 000 to each of the remaining Board members*
- *NOK 160 000 to Audit Committee Chairman*
- *NOK 105 000 to Audit Committee members*

Item 2.4. Determination of Nomination Committee members' remuneration

The recommendations of the Nomination Committee are available at the company's web site.

The Nomination Committee proposes that the general meeting adopts the following resolution:

In accordance with the proposal from the Nomination Committee, the remuneration rates for the period from the 2011 annual general meeting until 2012 annual general meeting shall be set as follows:

- *NOK 50 000 for each member*

Item 2.5. Approval of auditor's fees

The Board proposes that the general meeting adopts the following resolution:

The auditor's fees of NOK 2,1 million for the audit of Aker ASA in 2011 are approved.

Item 2.6. Consideration of the Board of Directors' statement on the determination of salary and other remuneration to leading employees of the company

The Board of Directors' statement on the determination of salary and other remuneration to the managing director and other leading employees of the company is contained in note 38 to the consolidated accounts of the Annual Report.

The Board proposes that the general meeting adopts the following resolution:

The general meeting endorses the Board of Directors' statement contained in note 38 to the consolidated accounts of the Norwegian annual report.

Item 2.7. Election of Board members

The recommendations of the Nomination Committee are available at the company's web site.

In accordance with the proposal from the Nomination Committee both Kjell Inge Røkke (chairman) and Finn Berg Jacobsen (deputy chairman) are re-elected in their positions, and Leif O. Høegh is elected as a new board member, all for a period of two years. The Board will then consist of the following members elected by the shareholders:

- *Kjell Inge Røkke (chairman)*
- *Finn Berg Jacobsen (deputy chairman)*
- *Kristin Krohn Devold*
- *Stine Bosse*
- *Anne Marie Cannon*
- *Leif O. Høegh*

Item 2.8. Election of Nomination Committee members

The recommendations of the Nomination Committee are available at the company's web site.

The Nomination Committee proposes that the general meeting adopts the following resolution:

In accordance with the proposal from the Nomination Committee, Leif-Arne Langøy is re-elected as chairman and Gerhard Heiberg is re-elected as an ordinary member of the Nomination Committee for a period of two years. The Nomination Committee then consist of:

- *Leif-Arne Langøy (chairman)*
- *Gerhard Heiberg*
- *Kjeld Rimberg*

Item 2.9. Reduced notice period of extraordinary general meeting

The Board proposes that the general meeting adopts the following resolution:

Until the annual general meeting in 2013 the Board of Directors may resolve to call an extraordinary shareholders' meeting with at least 14 days prior notice provided that the Board of Directors pursuant to section 5-8a of the Norwegian Public Limited Companies Act has decided that shareholder may vote online at the general meeting.

Item 3. Authorization to acquire shares in the company

The Board proposes that the general meeting grants the Board to Proposal authorization to acquire company shares with an aggregate nominal value of up to 10 percent of the company's share capital. The purpose of the grant is to give the Board of Directors flexibility and alternative courses of action within the scope of the authorization..

The Board proposes that the general meeting adopts the following resolution:

The Board is authorized to acquire company shares up to 7 237 472 of total number of shares with an aggregate nominal value of NOK 202 649 216. The authorization also provides for acquisition of agreement liens in shares. The lowest and highest purchase amount for each share shall be NOK 4 and NOK 800 respectively. The Board is free to decide the method of acquisition and disposal of the company's shares.

The power of attorney may only be used in connection with:

- *Acquisitions, mergers, de-mergers or other transfers of business.*
- *The company's share programme for the employees.*
- *The purchase of treasury shares for the purpose of subsequent deletion of shares.*

The power of attorney is valid until the annual general meeting in 2013.