AKER ASA
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby provided of the annual general meeting of Aker ASA on Wednesday 17 April 2013 at 9 a.m. at Felix Conference Center, Bryggetorget 3, 0250 Oslo, Norway. Ballots will be distributed at the meeting venue from 8 to 9 a.m. at the day of the annual general meeting.

The annual general meeting will be held for the purposes stated below:

1. Opening of the annual general meeting, including approval of the notice and agenda.
2. Appointment of a person to co-sign the minutes of meeting along with the meeting chair.
3. Presentation of business activities.
4. Approval of the 2012 annual accounts of Aker ASA and group's consolidated accounts and the board of directors report, including distribution of dividend.
5. Consideration of the board of directors' declaration regarding stipulation of salary and other remuneration to executive management of the company.
6. Stipulation of remuneration to the members of the board of directors and the audit committee.
7. Stipulation of remuneration to the members of the nomination committee.
8. Election of members to the board of directors.
9. Election of a member to the nomination committee.
10. Approval of remuneration to the auditor for 2012.
11. Authorization to the board of directors to purchase treasury shares in connection with acquisitions, mergers, de-mergers or other transfers of business.
12. Authorization to the board of directors to purchase treasury shares in connection with the share program for the employees.
13. 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 2,026,492,384 divided into 72,374,728 shares. Each share carries one vote.

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

In the company's opinion, neither the beneficial owner nor the agent has the right to vote for shares registered on nominee accounts with the VPS, cf. the Public Limited Companies Act section 4-10. The beneficial owner may, however, vote for the shares in the event all necessary steps are taken to terminate the custodian registration of the shares, and the shares are transferred to an ordinary account registered with the VPS, in the owner's name. Provided that the owner can document such conduct, and he has an actual ownership interest in the company, he may, in the company's opinion, vote for the shares, even though they are not yet registered on an ordinary VPS-account.

The shareholders' rights
A shareholder cannot demand that new items are added to the agenda now, as the deadline for such request has expired, cf. Public Limited Companies Act section 5-11 second sentence.

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 request Board members and the CEO to provide necessary information to the general meeting that may influence the approval of the annual accounts and the Board of Directors' report; items brought before the General Meeting for approval; the company's financial state, including information on other companies in which the company participates, and other items to be discussed at the general meeting, unless the information requested may not be disclosed without causing disproportionate harm to the company.

If additional information is necessary, and an answer not will 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 at the company's office and 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 to the general meeting
Shareholders who wish to participate at the annual general meeting, either in person or by proxy, may register attendance via Aker ASAs website - www.akerasa.com - (PIN-code and reference number from the notice of attendance is required). Alternatively, notice of attendance or proxy may be submitted via VPS Investor Services. Notice of attendance may also be scanned and sent by email to genf@dnb.no, be submitted by post to DNB Bank ASA, Registrar's Department, P.O. Box 1600 Sentrum, 0021 Oslo, Norway, or be faxed to +47 22 48 11 71.

Notification of attendance must be sent electronically or received no later than 4 p.m. on 15 April 2013. Shareholders who fail to register by this deadline may be denied access to the annual general meeting and denied the right to vote, cf. the company's articles of association section 7.

Proxy
A shareholder, not present himself at the general meeting, may grant proxy to a nominated proxy holder. Any proxy not naming proxy holder will be deemed given to the chairman or a person designated by him. Enclosed with the Notice of general meeting is a form for granting proxy. The proxy may be submitted via VPS Investor Services or Aker ASAs website - www.akerasa.com - (PIN-code and reference number from the Notice of Attendance is required). The proxy may also be scanned and sent by email to genf@dnb.no, be submitted by post to DNB Bank ASA, Registrar's Department, P.O. Box 1600 Sentrum, 0021 Oslo, Norway, or be faxed to +47 22 48 11 71.

Shareholders may also grant proxy with voting instructions. A separate proxy form for such detailed voting instructions is enclosed with the Notice of general meeting. Proxy with voting instructions may be scanned and sent by email to genf@dnb.no, be submitted by post to DNB Bank ASA, Registrar's Department, P.O. Box 1600 Sentrum, 0021 Oslo, Norway, or be faxed to +47 22 48 11 71. Online registration of proxy with voting instructions is not possible.

For all proxies with and without instructions, the same deadline applies as for notification of attendance 4 p.m. on 15 April 2013. Proxies must arrive before the deadline.

Voting by means of electronic communication prior to the general meeting
A shareholder, not present himself at the general meeting, may prior to the general meeting cast vote on each agenda item via the company's website - www.akerasa.com - or via VPS Investor Services (PIN-code and reference number from the Notice of attendance is required). The deadline for prior voting is 4 p.m. on 15 April 2013. Until the deadline, votes already cast may be changed or withdrawn. If a shareholder choose to attend the general meeting in person or by proxy, votes already cast prior to the general meeting will be considered withdrawn.

Agenda papers and proposed resolutions
In accordance with section 7 of the company's articles of association, documents related to the items to be considered at the general meeting are made available at the company's website www.akerasa.com/Investor and will consequently not be distributed with the notice. Upon request, the documents may be forwarded to the shareholders. Please contact the company by email: contact@akerasa.com or regular mail to Aker ASA, Box 1423 Vika, N-0115 Oslo, Norway. Proposed general meeting resolutions are also available at the company's website.

***

Pursuant to section 7 of Aker ASA's Articles of Association and Section 5-12 (1) of the Norwegian Public Limited Companies Act, the Chairman of the Board, Kjell Inge Røkke has appointed CEO Øyvind Eriksen to open and chair the annual general meeting.

The notice of the annual general meeting and additional information related to the general meeting is also available at Aker ASA's website, www.akerasa.com/investor/Annual-General-Meeting.

At Oslo Stock Exchange, the AKER share will be traded exclusive of dividend as of 18 April 2013. Dividend will be paid approximately 2 weeks subsequent to the resolution by the general meeting.

22 March 2013
Aker ASA

Board of Directors

Enclosure: Notice of attendance/Proxy

NOTICE OF ANNUAL GENERAL MEETING

The annual general meeting of Aker ASA will take place at 9 a.m. on Wednesday 17 April 2013 at Felix Conference Centre, Bryggetorget 3, 0250 Oslo, Norway

Pin code: **Reference no.:**

If the shareholder is a legal entity,
please identify the authorised representative: ______________________________

Name of authorised representative
(To grant a proxy, please use one of the proxy forms below.)

Notice of attendance/voting prior to meeting

The undersigned (name in capital letters):
will attend the annual general meeting of Aker ASA on 17 April 2013 and exercise the voting rights attached to the following shares:

__________ own shares, and/or

__________ other shares in accordance with the enclosed proxy/proxies, i.e.

__________ shares in total.

This notice of attendance must be received by DNB Bank ASA by 4 p.m. on 15 April 2013.

Notice of attendance may be sent electronically via Aker ASA's website – www.akerasa.com – or via VPS Investor Services. Advance votes may only be cast electronically via Aker ASA's website – www.akerasa.com – or via VPS Investor Services. Votes must be registered by 4 p.m. on 15 April 2013. Votes already cast may be amended or withdrawn prior to the deadline. A reference number and pin code are required to access the electronic system for notification of attendance and advance voting via Aker ASAs website. This notice of attendance may also be scanned and sent by email to genf@dnb.no, be submitted by post to DNB Bank ASA, Registrar's Department, P.O. Box 1600 Sentrum, 0021 Oslo, Norway, or be faxed to +47 22 48 11 71.

Place	Date	Shareholder's signature
		(Sign only if attending in person. To grant a proxy, please use one of the forms below.)

Pin code: **Reference no.:**

Proxy (without voting instructions)

This proxy form must be used when granting a proxy without voting instructions. To grant a proxy with voting instructions, please use the form on page 2. If you are unable to attend the annual general meeting in person, you may grant a proxy to an authorised representative, or you may submit the proxy form without appointing a proxy holder, in which case the proxy will be deemed to be granted to the Chairman of the board of directors or a person authorised by him.

The proxy form must be received by DNB Bank ASA, Registrar's Department, by 4 p.m. on 15 April 2013.

The proxy may be sent electronically via Aker ASA's website – www.akerasa.com – or via VPS Investor Services. The proxy may also be scanned and sent by email to genf@dnb.no, be submitted by post to DNB Bank ASA, Registrar's Department, P.O. Box 1600 Sentrum, 0021 Oslo, Norway, or be faxed to +47 22 48 11 71.

The undersigned (name in capital letters): ______________________________

hereby grants (tick one of the two boxes):

❑ the Chairman of the board of directors (or a person authorised by him)

❑ ______________________________
(NAME OF PROXY HOLDER IN CAPITAL LETTERS)

a proxy to attend and exercise the voting rights attached to my/our shares at the annual general meeting of Aker ASA on 17 April 2013.

Place	Date	Shareholder's signature
		(Sign only if granting a proxy.)

Attendance and voting rights are governed by the Norwegian Public Limited Liability Companies Act, in particular Chapter 5.
If the shareholder is a company, the company's certificate of registration must be attached to the proxy.

The preferred partner

Aker ASA

Pin code: Reference no.:

Proxy (with voting instructions)

This proxy form must be used when granting a proxy with voting instructions. If you are unable to attend the annual general meeting in person, you may use this proxy form to issue voting instructions. You may grant a proxy with voting instructions to an authorised representative, or you may submit the proxy form without appointing the proxy holder, in which case the proxy will be deemed to be granted to the Chairman of the Board of Directors or a person authorised by him.

The proxy form must be received by DNB Bank ASA, Registrar's Department, by 4 p.m. on 15 April 2013.

The proxy may also be scanned and sent by email to genf@dnb.no, be submitted by post to DNB Bank ASA, Registrar's Department, P.O. Box 1600 Sentrum, 0021 Oslo, Norway, or be faxed to +47 22 48 11 71.

The undersigned (name in capital letters): ___________________________________

hereby grants (tick one of the two boxes):

❑ the Chairman of the board of directors (or a person authorised by him)

❑ ___________________________________

NAME OF PROXY HOLDER (IN CAPITAL LETTERS)

a proxy to attend and exercise the voting rights attached to my/our shares at the annual general meeting of Aker ASA on 17 April 2013.

The voting rights shall be exercised in accordance with the instructions below. Please note that if any item below is not voted on (no box is ticked), this will be deemed to be an instruction to vote "in favour" of that item. However, if any motions are received from the floor in addition to or in replacement of the proposals in the notice, the proxy holder may vote or abstain from voting at his discretion. In that case, the proxy holder will vote on the basis of his reasonable understanding of the motion. The same applies if there is any doubt as to how the voting instructions should be understood. Where no such reasonable understanding of the motion can be formed, the proxy holder may abstain from voting.

Agenda annual general meeting 2013	**In favour**	**Against**	**Abstention**
1. Opening of the annual general meeting, including approval of the notice and agenda.	❑	❑	❑
2. Appointment of a person to co-sign the minutes of meeting along with the meeting chair.	❑	❑	❑
3. Presentation of business activities.			
4. Approval of the 2012 annual accounts of Aker ASA and group's consolidated accounts and the board of directors' report, including distribution of dividend.	❑	❑	❑
5. Consideration of the board of directors' declaration regarding stipulation of salary and other remuneration to executive management of the company.	❑	❑	❑
6. Stipulation of remuneration to the members of the board of directors and the audit committee.	❑	❑	❑
7. Stipulation of remuneration to the members of the nomination committee.	❑	❑	❑
8. Election of members to the board of directors.	❑	❑	❑
9. Election of a member to the nomination committee.	❑	❑	❑
10. Approval of remuneration to the auditor for 2012.	❑	❑	❑
11. Authorization to the board of directors to purchase treasury shares in connection with acquisitions, mergers, de-mergers or other transfers of business.	❑	❑	❑
12. Authorization to the board of directors to purchase treasury shares in connection with the share program for the employees.	❑	❑	❑
13. Authorization to the board of directors to purchase treasury shares for the purpose of subsequent deletion of shares.	❑	❑	❑

_______________ Place

_______________ Date

_______________ Shareholder's signature
(Sign only if granting a proxy with voting instructions.)

Attendance and voting rights are governed by the Norwegian Public Limited Liability Companies Act, in particular Chapter 5.
A written power of attorney dated and signed by the shareholder granting the proxy must be presented at the meeting.

If the shareholder is a company, the company's certificate of registration must be attached to the proxy.