

Notice of annual general meeting of Aker ASA

Notice is hereby given of the annual general meeting of Aker ASA. The annual general meeting will be held on Friday 20 April 2018 at 09:00h at Akerkvartalet, Grand Hall, Oksenøyveien 10, 1366 Lysaker, Norway. Ballots will be distributed at the meeting venue from 08:00h to 09:00h 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. **Election of a person to co-sign the minutes of meeting along with the meeting chair.**
3. **Presentation of business activities (no voting).**
4. **Approval of the 2017 annual accounts of Aker ASA and group consolidated accounts and the board of directors' report, including distribution of dividend. The board of directors proposes that a dividend of NOK 18 per share is paid for the financial year 2017.**
5. **Consideration of the board of directors' declaration regarding stipulation of salary and other remuneration to executive management of the company.**
 - (a) **Advisory guidelines**
 - (b) **Binding guidelines**
6. **Consideration of the statement of corporate governance (no voting).**
7. **Stipulation of remuneration to the members of the board of directors and the audit committee.**
8. **Stipulation of remuneration to the members of the nomination committee.**
9. **Election of members to the board of directors.**
10. **Election of members to the nomination committee.**
11. **Approval of remuneration to the auditor for 2017.**
12. **Authorization to the board of directors to purchase treasury shares in connection with acquisitions, mergers, de-mergers or other transactions.**
13. **Authorization to the board of directors to purchase treasury shares in connection with the share program for the employees.**
14. **Authorization to the board of directors to purchase treasury shares for investment purposes or for subsequent sale or deletion of such shares.**

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

The company's share capital is NOK 2 081 012 136 divided into 74 321 862 shares, each having a face value of NOK 28. Each share carries one vote. As of 27 March 2018, the company holds 15 733 own shares, and voting rights cannot be exercised for these.

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 (the 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 Liability 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, when the deadline for such request has expired, cf. the Public Limited Liability 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 the annual general meeting either in person or by proxy, must notify the company of their attendance no later than Wednesday 18 April 2018 at 16:00h. Notification of attendance can be given via the company's website www.akerasa.com or via VPS Investor Services, a service offered by most registrars in Norway, or by completing and returning the enclosed attendance form scanned by email to genf@dnb.no, or

alternatively by post to DNB Bank ASA, Registrar's Department, P.O. Box 1600 Sentrum, 0021 Oslo.

Notification of attendance must be sent electronically or 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 and denied the right to vote. Proxy with or without voting instructions, can if desirable, be given to the meeting chair or the person he appoints.

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 Wednesday 18 April 2018 at 16:00h. Up until the deadline, votes already cast may be changed or withdrawn. If a shareholder chooses to attend the general meeting in person or by proxy, votes already cast prior to the general meeting will be considered withdrawn.

The following documents will be available on www.akerasa.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 2017 financial statements and annual accounts, annual report and auditor's report, including the statement on Corporate Governance
- The Board of Directors' declaration regarding stipulation of salary and other remuneration to executive management of the company.

Any shareholder, who would like to receive the documents, can send email to contact@akerasa.com or regular mail to Aker ASA, P.O. Box 243, 1326 Lysaker, Norway.

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

The share will be traded on Oslo Stock Exchange ex-dividend from and including 23 April 2018. The dividend will be paid on or about 3 May 2018.

27 March 2018
Aker ASA

Board of Directors

Enclosure: Notice of attendance/Proxy



Reference no.:

Pin code:

Notice of annual general meeting of Aker ASA

The annual general meeting of Aker ASA will take place Friday 20 April 2018 at 09:00h CET at Akerkvartalet, Grand Hall, Oksenøyveien 10, 1366 Lysaker, Norway.

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 Friday 20 April 2018 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 Wednesday 18 April 2018 at 16:00h CET.

Notice of attendance may be sent electronically via Aker ASA's website – www.akerasa.com – or via VPS Investor Services. This notice
of attendance may also be scanned and sent by email to genf@dnb.no or be submitted by post to DNB Bank ASA, Registrar's Department,
P.O. Box 1600 Sentrum, 0021 Oslo, Norway

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 Wednesday 18 April 2018 at 16:00h CET. 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.

Place	Date	Shareholder's signature (Sign only if attending in person. To grant a proxy, please use one of the forms below.)
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Proxy (without voting instructions)

Reference no.:

PIN code:

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 Øyvind Eriksen
(CEO and meeting chair) or a person authorised by him.

The proxy form must be received by DNB Bank ASA, Registrar's Department, by Wednesday 18 April 2018 at 16:00h CET. 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 or be submitted by post to DNB Bank ASA, Registrar's Department, P.O. Box 1600 Sentrum, 0021
Oslo, Norway.

The undersigned (name in capital letters): _____

hereby grants (tick one of the two boxes):

☐ Øyvind Eriksen (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 Friday 20
April 2018.

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

Proxy (with voting instructions)

Reference no.:

PIN code:

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 Øyvind Eriksen (CEO and meeting chair) or a person authorised by him. The proxy must be signed and dated.

The proxy may be scanned and sent by email to genf@dnb.no or be submitted by post to DNB Bank ASA, Registrar's Department, P.O. Box 1600 Sentrum, 0021 Oslo, Norway. The proxy form must be received by DNB Bank ASA, Registrar's Department, no later than Wednesday 18 April 2018 at 16:00h CET.

The undersigned (name in capital letters): _____

hereby grants (tick one of the two boxes):

☐ Øyvind Eriksen (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 Friday 20 April 2018.

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 for annual general meeting 2018	In favour	Against	Abstention
1. Opening of the annual general meeting, including approval of the notice and agenda	☐	☐	☐
2. Election of a person to co-sign the minutes of meeting along with the meeting chair	☐	☐	☐
3. Presentation of business activities (no voting)			
4. Approval of the 2017 annual accounts of Aker ASA and group 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			
(a) Advisory guidelines	☐	☐	☐
(b) Binding guidelines	☐	☐	☐
6. Consideration of the statement of corporate governance (no voting)			
7. Stipulation of remuneration to the members of the board of directors and the audit committee	☐	☐	☐
8. Stipulation of remuneration to the members of the nomination committee	☐	☐	☐
9. Election of members to the board of directors	☐	☐	☐
10. Election of members to the nomination committee	☐	☐	☐
11. Approval of remuneration to the auditor for 2017	☐	☐	☐
12. Authorization to the board of directors to purchase treasury shares in connection with acquisitions, mergers, de-mergers or other transactions	☐	☐	☐
13. Authorization to the board of directors to purchase treasury shares in connection with the share program for the employees	☐	☐	☐
14. Authorization to the board of directors to purchase treasury shares for investment purposes or for subsequent sale or deletion of such 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.

PROPOSED GENERAL MEETING RESOLUTIONS

Item 4. Approval of the 2017 annual accounts of Aker ASA and group consolidated accounts and the board of directors' report, including distribution of dividend.

The annual report, which consists of the annual accounts, the board of directors' report and the auditor's statement for 2017, is available at the company's web site www.akerasa.com.

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

The general meeting approves the annual accounts for 2017 for Aker ASA, the group consolidated accounts and the board of directors' report, including the proposal from the board of directors for distribution of dividend for 2017 of NOK 18 per share, which represents a total dividend distribution of NOK 1 337 793 516 before reduction for holding of treasury shares.

Dividend will be distributed to those who are shareholders in the company as per the expiry of 20 April 2018, as registered with the Company's shareholder register with the VPS as per the expiry of 24 April 2018. The share will be traded ex-dividend on Oslo Stock Exchange from and including 23 April 2018. The dividend will be paid on or about 3 May 2018.

Item 5. Consideration of the board of directors' declaration regarding stipulation of salary and other remuneration to executive management of the company.

In accordance with section 6-16a of the Norwegian Public Limited Liability Companies Act, the Board of Directors has prepared a statement on the determination of salary and other remuneration to the executive management of the Company. The statement is available at the Company's website www.akerasa.com.

The General Meeting's vote on the guidelines is of an advisory nature to the Board of Directors. However, the approval of the guidelines regarding remuneration in the form of shares, subscription rights, options, and other forms of remuneration linked to shares or the development of the share price in the Company or in other companies within the group, are binding for the Board of Directors, cf. the Norwegian Public Limited Liability Companies Act section 5-6 (3) third sentence, cf. section 6-16a (2) fourth sentence.

The advisory and binding guidelines are subject to separate votes.

(a) Advisory guidelines

The Board of Directors proposes that the general meeting passes the following resolution with regard to the advisory guidelines:

The General Meeting endorses the advisory guidelines in the declaration from the Board of Directors pursuant to the Norwegian Public Limited Liability Companies Act section 6-16a.

(b) Binding guidelines

The Board of Directors proposes that the general meeting passes the following resolution with regard to the binding guidelines:

The general meeting approves the binding guidelines in the declaration from the Board of Directors pursuant to the Norwegian Public Limited Liability Companies Act section 6-16a.

Item 7. Stipulation of remuneration to the members of the board of directors and the audit committee.

The recommendations of the nomination committee are available at the company's web site www.akerasa.com.

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 2017 annual general meeting until 2018 annual general meeting shall be set as follows:

- *NOK 600,000 to the chairman of the board*
- *NOK 415,000 to the deputy chairman of the board*
- *NOK 365,000 to each of the remaining board members*
- *NOK 185,000 to audit committee chairman*
- *NOK 130,000 to audit committee members*

Item 8. Stipulation of remuneration to the members of the nomination committee.

The recommendations of the nomination committee are available at the company's web site www.akerasa.com.

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 2017 annual general meeting until 2018 annual general meeting shall be set as follows:

- *NOK 45,000 for each member*

Item 9. Election of members to the board of directors.

The recommendations of the nomination committee are available at the company's web site www.akerasa.com.

In accordance with the proposal from the nomination committee Kjell Inge Røkke (chairman) and Finn Berg Jacobsen (deputy chairman) are re-elected in their positions to the board 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*
- *Karen Simon*
- *Anne Marie Cannon*

Item 10. Election of members to the nomination committee.

The recommendations of the nomination committee are available at the company's web site www.akerasa.com.

The nomination committee proposes that the general meeting adopts the following resolution:

In accordance with the proposal from the nomination committee Gerhard Heiberg is re-elected as member of the nomination committee for a period of two years.

The nomination committee will then consist of:

- *Kjell Inge Røkke (chairman)*
- *Gerhard Heiberg*
- *Leif-Arne Langøy*

Item 11. Approval of remuneration to the auditor for 2016.

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 for 2017 are approved.

Item 12. Authorisation to the board of directors to purchase treasury shares in connection with acquisitions, mergers, de-mergers or other transactions.

The board proposes that the general meeting grants the board an authorisation to acquire treasury shares with an aggregate nominal value of up to approximately 10 per cent of the company's share capital. The authorisation may only be used for the purpose of using the company's shares as consideration in connection with acquisitions, mergers, de-mergers or other transactions.

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

The board is authorised to acquire up to 7,432,186 treasury shares, with an aggregate nominal value of NOK 208,101,208. The authorisation also provides for acquisition of agreement liens in shares. The lowest and highest purchase amount for each share shall be NOK 4 and NOK 1,200 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 for the purpose of utilising the company's shares as transaction currency in acquisitions, mergers, de-mergers or other transactions.

The power of attorney is valid until the annual general meeting in 2019, however not after 30 June 2019.

Item 13. Authorisation to the board of directors to purchase treasury shares in connection with the share program for the employees.

The board proposes that the general meeting grants the board an authorisation to acquire treasury shares with an aggregate nominal value of up to approximately 10 per cent of the company's share capital. The authorisation may only be used for the purpose of sale and/or transfer to employees in the company as part of the share program for such employees, as approved by the board of directors.

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

The board is authorised to acquire up to 7,432,186 treasury shares, with an aggregate nominal value of NOK 208,101,208. The authorisation also provides for acquisition of agreement liens in shares. The lowest and highest purchase amount for each share shall be NOK 4 and NOK 1,200 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 for the purpose of sale and/or transfer to employees in the company as part of the share program for such employees, as approved by the board of directors.

The power of attorney is valid until the annual general meeting in 2019, however not after 30 June 2019.

Item 14. Authorisation to the board of directors to purchase treasury shares for investment purposes or for subsequent sale or deletion of such shares.

The board proposes that the general meeting grants the board the authorisation to acquire treasury shares with an aggregate nominal value of up to approximately 10 per cent of the company's share capital. The authorisation may only be used for the purpose of purchasing treasury shares for investment purposes or for subsequent sale or deletion of such shares.

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

The board is authorised to acquire up to 7,432,186 treasury shares, with an aggregate nominal value of NOK 208,101,208. The authorisation also provides for acquisition of agreement liens in shares. The lowest and highest purchase amount for each share shall be NOK 4 and NOK 1,200 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 to purchase treasury shares for investment purposes or for subsequent sale or deletion of such shares.

The power of attorney is valid until the annual general meeting in 2019, however not after 30 June 2019.

Guidelines for remuneration of the CEO and senior company executives

In accordance with section 6-16a of the Norwegian Public Limited Liability Companies Act, the Board of Directors of Aker ASA has prepared a statement on the determination of salary and other remuneration to the CEO and senior executives of the Company. The General Meeting's vote on the guidelines is of an advisory nature to the Board of Directors. However, the approval of the guidelines regarding remuneration in the form of shares, subscription rights, options, and other forms of remuneration linked to shares or the development of the share price in the Company or in other companies within the group, are binding for the Board of Directors, cf. the Norwegian Public Limited Liability Companies Act section 5-6 (3) third sentence, cf. section 6-16a (2) fourth sentence.

Guiding principles

The total remuneration package for executives consists of a fixed salary, standard employee pension and insurance coverage and a variable salary element. The main purpose of the system is to stimulate a strong and enduring profit-oriented culture that ensures share price growth.

The intention of the variable salary element is to promote the achievement of good financial results and leadership in accordance with the company's values and business ethics. The variable salary element has three main components. The first component is a payment based on the dividend on the company's shares, and the second component is a payment based on personal goal achievement. Work on special projects may entitle an employee to an additional bonus. The third component of the variable salary is described under "*Binding guidelines*" below.

Senior executives participate in a collective pension and insurance scheme open to all employees. The collective pension and insurance scheme applies for salaries up to 12G. The members of the executive team are offered standard employment contracts and standard employment conditions with respect to notice periods and severance pay. Their employment contracts can be terminated on three months' notice. If the company terminates a contract, the executive is entitled to three months' pay after the end of the notice period.

Binding principles

One of the three components of the variable salary is a granting of bonus shares calculated on the basis of the increase in value-adjusted equity. The other components of the variable salary are described under "*Advisory guidelines*" above. In addition, the employees have an option to buy Aker ASA shares at a discount (see Note 2 to the separate financial statement for Aker ASA). The company does not offer stock option programmes for its employees.

Proposal from the nomination committee of Aker ASA to the annual general meeting of the company to be held on 20 April 2018

The nomination committee of Aker ASA comprises the following individuals:

Kjell Inge Røkke, chairman
Leif-Arne Langøy
Gerhard Heiberg

Since the annual general meeting in April 2017, the nomination committee has held three meetings. The committee has evaluated the board's performance and received input from shareholders as to the composition of the board.

In connection with the annual general meeting of Aker ASA to be held on 20 April 2018, the nomination committee submits the following unanimous proposal:

1. Election of members to the board of directors

Pursuant to the company's articles of association, the board shall consist of six to twelve board members of which one third are to be elected by and amongst the employees. The board now consists of nine board members of which five are elected by the shareholders. Of the shareholder-elected board members, Kjell Inge Røkke (chairman) and Finn Berg Jacobsen (deputy chairman) are up for election this year. The committee proposes that both of them are re-elected for a period of two years.

The board will thus consist of the following shareholder-elected members: Kjell Inge Røkke (chairman), Finn Berg Jacobsen (deputy chairman), Kristin Krohn Devold, Karen Simon and Anne Marie Cannon.

All board members are independent of the company's executive management, major business contacts and the company's majority shareholder, with the exception of Kjell Inge Røkke, whom is the company's majority shareholder.

The nomination committee has emphasised that the company's board should have a diverse background in terms of experience, knowledge and competence. This provides for a balanced prioritising of various considerations and good decisions for the development of the company. To secure such considerations, the nomination committee proposes that the annual general meeting makes a joint vote over the entire proposed board composition.

2. Election of members to the nomination committee

Of the three members of the nomination committee Gerhard Heiberg is up for election this year. The committee proposes that Heiberg is re-elected as a member for a period of two years.

The nomination committee will thus consist of: Kjell Inge Røkke (chairman), Gerhard Heiberg and Leif-Arne Langøy.

3. Proposed fees

The following fees are proposed for the period from the annual general meeting 2017 until the annual general meeting 2018:

Chairman:	NOK 600,000
Deputy chairman:	NOK 415,000
Board members:	NOK 365,000
Audit committee chairman:	NOK 185,000
Audit committee members:	NOK 130,000
Members of the nomination committee	NOK 45,000

According to Aker's internal policies, leading personnel employed in Aker companies may not personally receive board remuneration from other Aker companies. Instead, board remuneration will be paid directly to the company in which the board member is employed.

Fornebu, 27 March 2018

On behalf of the nomination committee

Leif-Arne Langøy