



## 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 Wednesday 17 April 2024 at 10:00h. The general meeting will be held as a digital meeting only (in Norwegian) without physical attendance for shareholders. On the company's website you will find a description of how you as a shareholder can participate.

### **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 2023 annual accounts of Aker ASA and group consolidated accounts and the board of directors' report, including distribution of dividend**
- 5. Advisory vote on the Executive Remuneration Report for Aker ASA**
- 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. Approval of remuneration to the auditor for 2023**
- 11. Authorization to the board of directors to purchase treasury shares in connection with acquisitions, mergers, de-mergers or other transactions**
- 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 investment purposes or for subsequent sale or deletion of such shares**
- 14. Authorization to the board of directors to resolve distribution of additional dividends**
- 15. Authorization to the board of directors to increase the share capital**

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### **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 22 March 2024, the company holds 25 225 own shares and voting rights cannot be exercised for these.

Only those who are shareholders on Wednesday 10 April, 2024 (the registration date) have the right to participate and vote at the general meeting. Owners of shares held through a custodian must additionally ensure that the company is notified separately, see below.

### **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 will not 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.

### **Participation**

The general meeting will be held as a digital meeting via Lumi AGM on <https://dnb.lumiagm.com/>. Click on the link or copy the URL to your browser to attend the general meeting. Aker ASA meeting ID will be 140883161.

By participating online via Lumi AGM shareholders can vote on each agenda item, submit written questions from smartphones, tablets or stationary devices as well as follow live webcast (in Norwegian). No pre-registration is required for shareholders who want to participate, but shareholders must be logged on before the general meeting starts. Note that it will not be possible to log on to the meeting after it has started. We therefore encourage shareholders to log in well in advance of the general meeting. The general meeting is open for login one hour before start-up.

Secure identification of shareholders will be done using the PIN code and reference number listed on the attached form or on the shareholder's account in VPS Investor Services.

More information and guidelines regarding digital participation via Lumi AGM is available on [www.akerasa.com](http://www.akerasa.com).

#### **Shares held in custodian accounts**

According to the Public Limited Liability Companies Act § 1-8, as well as regulations on intermediaries covered by the Central Securities Act § 4-5 and related implementing regulations, notice is sent to custodians who pass on to shareholders for whom they hold shares. Shareholders must communicate with their custodians, who is responsible for conveying votes, proxies or enrollment. Custodians must according to Section 5-3 of the Public Limited Liability Companies Act register this with the company no later than 2 working days before the general meeting, i.e. no later than Monday 15 April, 2024, at 16:00h.

#### **Voting prior to the general meeting and proxies**

Instead of participating online, shareholders may prior to the general meeting cast vote on each agenda item via the company's website, [www.akerasa.com](http://www.akerasa.com), or via <https://investor.vps.no/garm/auth/login> (PIN-code and reference number from the notice of attendance is required). The deadline for prior voting is Monday 15 April 2024 at 16:00h. Up until the deadline, votes already cast may be changed or withdrawn.

Shareholders who wish to participate at the general meeting by using a proxy, can submit this via the company's website [www.akerasa.com](http://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](mailto:genf@dnb.no), or alternatively by post to DNB Bank ASA, Registrar's Department, P.O. Box 1600 Sentrum, 0021 Oslo. The deadline for submitting proxies is Monday 15 April, 2024 at 16:00h. Proxy with or without voting instructions, can if desirable, be given to the meeting chair or the person he appoints.

Shareholders who have voted in advance or given a proxy may log in to the digital meeting via Lumi AGM but will not be able to vote on the agenda items during the meeting.

#### **Electronic Investor Information**

Aker ASA urges shareholders to receive investor messages from the Norwegian Central Securities Depository (Euronext VPS) electronically, both from an environmental and cost perspective. To receive investor information electronically, including invitations to general meetings, visit your online bank or <https://investor.vps.no/garm/auth/login>

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The following documents will be available on [www.akerasa.com](http://www.akerasa.com):

- This notice and the enclosed proxy form
- 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 2023 annual accounts and annual report including auditor's report, statement on Corporate Governance and the Sustainability Statement 2023
- Executive Remuneration Report for Aker ASA
- Guideline for online participation

Any shareholder, who would like to receive the documents, can send email to [contact@akerasa.com](mailto: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 18 April 2024. The dividend will be paid on or about 29 April 2024.

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22 March 2024  
Aker ASA

Board of Directors

Enclosure: Proxy form

Ref no:

PIN code:

### Notice of Annual General Meeting in Aker ASA

Ordinary general meeting in Aker ASA will be held on Wednesday 17 April, 2024 at 10:00h as a digital meeting.

The shareholder is registered with the following amount of shares at summons: \_\_\_\_\_ and votes for the number of shares registered in the share register per Wednesday 10 April, 2024.

#### IMPORTANT MESSAGE:

**The Annual General Meeting will be held as a digital meeting only, with no physical attendance for shareholders.**

**Please log in at <https://dnb.lumiagn.com/140883161>. You must identify yourself using the reference number and PIN code from VPS that you will find in investor services (Corporate Actions – General Meeting – ISIN) or sent you by post on this form (for non-electronic actors). Shareholders can also get their reference number and PIN code by contacting DNB Bank Registrars Department by phone +47 23 26 80 20 (8:00 a.m. to 3:30 p.m.) or by e-mail [genf@dnb.no](mailto:genf@dnb.no).**

**On the company's web page [www.akerasa.com](http://www.akerasa.com) You will find an online guide describing more in detail how you as a shareholder can participate in the Virtual meeting.**

**Deadline for registration of advance votes, proxies and instructions is Monday 15 April, 2024 at 16:00h.**

#### Advance votes

Advance votes may only be executed electronically, through the Company's website [www.akerasa.com](http://www.akerasa.com) (use ref and pin code above) or through VPS Investor Services (where you are identified and do not need Ref.nr. and PIN Code). Choose Corporate Actions – General Meeting, click on ISIN. Investor Services can be accessed either through <https://investor.vps.no/garm/auth/login> or your account operator.

#### Notice of attendance

Shareholders are only allowed to participate online and no pre-registration is required. Shareholders must be logged in before the meeting starts. If you are not logged in before the general meeting starts, you will not be able to attend. Log in starts an hour before.

Shareholders who do not wish to participate online or vote in advance can give proxy to another person.

### Proxy without voting instructions for Annual General Meeting

Ref no:

PIN code:

Proxy should be registered through the Company's website [www.akerasa.com](http://www.akerasa.com) or through VPS Investor Services. For granting proxy through the Company's website, the above-mentioned reference number and PIN code must be stated. In VPS Investor Services choose Corporate Actions – General Meeting – ISIN. Investor Services can be accessed either through <https://investor.vps.no/garm/auth/login> or your account operator.

Alternatively, you may send this form by e-mail to [genf@dnb.no](mailto:genf@dnb.no) or by regular Mail to DNB Bank ASA, Registrars Department, P.O. Box 1600 Centrum, 0021 Oslo, Norway. The proxy must be received no later than Monday 15 April, 2024 at 16:00h. The form must be dated and signed in order to be valid.

If you do not state the name of the proxy holder, the proxy will be given to the Chair of the Board of Directors, or an individual authorised by him or her.

#### The undersigned

hereby grants (tick one of the two)

the Chair of the Board of Directors (or a person authorised by him or her), or

\_\_\_\_\_ (NB: Proxy holder must send an e-mail to [genf@dnb.no](mailto:genf@dnb.no) for log in details)  
(Name of proxy holder in capital letters)

Proxy to attend and vote for my/our shares at the Annual General Meeting of Aker ASA on Wednesday 17 April, 2024.

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Place

Date

Shareholder's signature (only for granting proxy)

## Proxy with voting instructions for Annual General Meeting

If you are unable to attend the meeting, you may use this proxy form to give voting instructions to Chair of the Board of Directors or the person authorised by him or her. (Alternatively, you may vote electronically in advance, see separate section above.) For instruction to other Proxy holders, submit a Proxy without voting instructions and agreed directly with the proxy holder how votes should be cast.

Proxies with voting instructions to Chair of The Board of Directors cannot be submitted electronically and must be sent to [genf@dnb.no](mailto:genf@dnb.no) (scanned form) or by regular Mail to DNB Bank ASA, Registrars' Department, P.O. Box 1600 Centrum, 0021 Oslo, Norway. The form must be received by DNB Bank ASA, Registrars' Department no later than Monday 15 April, 2024 at 16:00h.

**Proxies with voting instructions must be dated and signed to be valid.**

**The undersigned:**

**Ref no:**

hereby grants the Chair of the Board of Directors (or the person authorised by him or her) proxy to attend and vote for my/our shares at the Annual General Meeting of Aker ASA on Wednesday 17 April, 2024.

The votes shall be exercised in accordance with the instructions below. If the sections for voting are left blank, this will be counted as an instruction to vote in accordance with the Board's and Nomination Committee's recommendations. However, if any motions are made from the attendees in addition to or in replacement of the proposals in the Notice, the proxy holder may vote at his or her discretion. If there is any doubt as to how the instructions should be understood, the proxy holder may abstain from voting.

Agenda for the Annual General Meeting 2024	For	Against	Abstention
1. Opening of the annual general meeting, including approval of the notice and agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Election of a person to co-sign the minutes of meeting along with the meeting chair	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Presentation of business activities (no voting)			
4. Approval of the 2023 annual accounts of Aker ASA and group consolidated accounts and the board of directors' report, including distribution of dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Advisory vote on the Executive Remuneration Report for Aker ASA	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Stipulation of remuneration to the members of the nomination committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Election of directors to the board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Approval of remuneration to the auditor for 2023	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Authorization to the board of directors to purchase treasury shares in connection with acquisitions, mergers, de-mergers or other transactions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Authorization to the board of directors to purchase treasury shares in connection with the share program for the employees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Authorization to the board of directors to purchase treasury shares for investment purposes or for subsequent sale or deletion of such shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Authorization to the board of directors to resolve distribution of additional dividends	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. Authorization to the board of directors to increase the share capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Place Date

Shareholder's signature (Only for granting proxy with voting instructions)