

# Notice of Annual General Meeting in Aker Solutions ASA

Notice is hereby given of the Annual General Meeting in Aker Solutions ASA to be held Thursday 2 April 2009 at 09:00 CET in the Felix Conference Centre at Aker Brygge, Bryggetorget 3, Oslo, Norway.

Ballot papers will be distributed in the meeting room between 08:00 CET and 09:00 CET on the day of the Annual General Meeting.

## The following issues will be considered and resolved:

- 1. Opening of the Annual General Meeting, including appointment of a person to co-sign the minutes together with the Chairman**
- 2. Information regarding the business**
- 3. Approval of Aker Solutions ASA and the group consolidated annual accounts for 2008 and the annual report. The Board of Directors proposes that a dividend of NOK 1.60 per share is paid for the financial year 2008**
- 4. Consideration of the Board of Director's declaration regarding stipulation of salary and other remuneration to the executive management of the company**
- 5. Stipulation of remuneration to the members of the Board of Directors for 2008**
- 6. Stipulation of remuneration to the members of the nomination committee for 2008**
- 7. Approval of remuneration to the auditor for 2008**
- 8. Election of members to the Board of Directors**
- 9. Election of members to the nomination committee**
- 10. Change in the articles of association with regards to publication of notice of General Meeting**

The company's articles of association state that a notice of the General Meeting shall be announced in at least one national newspaper as soon as practicable after the notification has been posted. As a result of a change in the Oslo Stock Exchange's continuing obligations there is no longer such a requirement under applicable regulations. The Board of Directors therefore proposes to change the company's articles of association accordingly.

On this basis the Board of Directors proposes that the General Meeting adopts the following resolution:

*The articles of association § 9 is changed to read:*

*"Notice of the General Meeting shall be made by written notification to all shareholders with a known address giving at least two (2) weeks notice. The company may set a deadline in the notice for registration to the General Meeting, which shall not fall earlier than five (5) days prior to the General Meeting. The Chairman of the Board or his appointee shall preside at the General Meeting. The Annual General Meeting shall consider, and decide on, the following issues:*

- a) Approval of the annual accounts and the annual report, including distribution of dividend.*
- b) Other matters which, by law or under the Articles of Association, are the businesses of the General Meeting.*

*The General Meeting may be held in Oslo."*

## **11. Power of attorney to the Board of Directors to purchase own shares**

At the Annual General Meeting on 3 April 2008, the Board of Directors was authorised to acquire own shares amounting to up to 10 % of the company's share capital. The company has as of 4 March 2009 not acquired any shares under this authorisation, but the company owns 4 966 830 shares (approx 1.8 % of the outstanding shares) which have been acquired under previous powers of attorney. The Board of Directors is still of the opinion that it may be beneficial for the company to acquire own shares with an aggregate nominal value of up to 10 % of the company's share capital. Shares acquired as part of the buy back programme may be used for a possible later reduction of the share capital by resolution of the General Meeting, as settlement in connection with

possible future business acquisitions, in connection with incentive schemes for employees, or for other purposes as determined by the Board of Directors.

On this basis the Board of Directors proposes that the General Meeting adopts the following resolution:

- a) The Board of Directors is granted a power of attorney to purchase own shares with an aggregate nominal value of up to NOK 54 800 000. The power of attorney also includes agreed pledge of own shares.*
- b) The highest and lowest price that can be paid for the shares shall be NOK 300 and NOK 1, respectively. Other than this, the Board of Directors shall use its own discretion with respect to how purchase and sale of own shares are carried out. The power of attorney can also be used in circumstances mentioned in the securities trading act § 6-17.*
- b) The power of attorney is valid until the Annual General Meeting in 2010, but no longer than 30 June 2010.*

\*\*\*

The company's share capital is NOK 548 000 000 divided into 274 000 000 shares, each having a par value of NOK 2. Each share is entitled to one vote. Pursuant to the articles of association §9 and the Public Limited Companies Act §5-12, the Chairman of the Board of Directors, Mr Martinus Brandal, will open and preside at the Annual General Meeting.

Shareholders who wish to participate at the Annual General Meeting, either personally or by proxy, must notify the company of their attendance within 31 March 2009 at 16:00 CET. Notice may be given through the internet, [www.akersolutions.com](http://www.akersolutions.com), via "Investortjenester", a service offered by most registrars in Norway, or by returning the enclosed form of notice of attendance to Aker Solutions ASA, c/o DnB NOR Bank ASA, Verdipapirservice, Stranden 21, NO-0021 Oslo, Norway, telefax +47 22 48 11 71. The notice must be received within the time limit set out above. Anyone who is not registered within the deadline, may be denied access to the Annual General Meeting. Proxy without instructions on how to vote may, if desirable, be given to the Chairman of the Board of Directors, Martinus Brandal or persons appointed by him.

The share will be traded at the Oslo Stock Exchange exclusive of dividend as from 3 April 2009. The dividend will be paid on or about 17 April 2009.

3 March 2009  
Aker Solutions ASA  
The Board of Directors

## **Enclosures**

Form of notice of attendance/form of proxy  
Annual Report 2008

# Notice of Annual General Meeting

Annual General Meeting in Aker Solutions ASA will be held in Felix Conference Center, Aker Brygge, in Oslo on Thursday 2 April 2009 at 09:00 CET.

**Pin code:**

**Reference no.:**

In the event shareholder is a company the shareholder will be represented by .....  
(to grant proxies use the form below)

## ATTENDANCE BALLOT

If you wish to attend at the Annual General Meeting, we kindly ask you to send this ballot to Aker Solutions ASA c/o DnB NOR Bank ASA, Verdipapirservice, NO-0021 Oslo, Norway, or fax to +47 22 48 11 71. Attendance may also be registered on Aker Solutions ASA's homepage [www.akersolutions.com](http://www.akersolutions.com) or through "Investortjenester", a service provided by most Norwegian registrars. The reference number is required for registration.

The ballot must reach Verdipapirservice no later than Tuesday **31 March 2009 at 16:00 CET**.

The undersigned will attend Aker Solutions ASA's Annual General Meeting on Thursday 2 April 2009 and vote for

..... own shares

..... shares by proxy

In total ..... shares

.....  
Place Date Shareholder's signature  
(To be signed only when reporting own attendance.  
To grant proxy use the form below)



**Reference no.:**

## PROXY

If you are not able to attend the Annual General Meeting, a nominated proxy holder can be granted your voting authority. Any proxy not naming proxy holder will be deemed given to the Chairman of the Board or a person designated by him and representing him as your proxy. Please be informed that a proxy granted to the Chairman may not contain any voting instructions. The proxy form must be sent to Aker Solutions ASA c/o DnB NOR Bank ASA, Verdipapirservice, NO-0021 Oslo, Norway, or faxed to +47 22 48 11 71. Web-based registration is available on "Investortjenester", a service provided by most registrars in Norway. The reference number is required for registration.

The proxy must reach DnB NOR Bank Verdipapirservice no later than Tuesday 31 March 2009 at 16:00 CET.

Undersigned shareholder .....

hereby grants the Chairman or .....  
VERSALIER

proxy to attend and vote at the Annual General Meeting of Aker Solutions ASA on Thursday 2 April 2009 on my behalf for my shares.

.....  
Place Date Shareholder's signature  
(Only for granting proxy)

*Reference is made to the Norwegian Public Limited Companies Act, particularly chapter 5, for the rights of attendance and voting. A written and dated power of attorney issued by the beneficial owner of the shares must be presented upon registration for the meeting.*