

# Annual General Meeting of Aker Solutions ASA April 16, 2026

## Proposed resolutions for the general meeting

### **Item 1      Opening of the annual general meeting by the chair**

This is a no voting item. The general meeting will be opened by the chair of the board of directors, Leif-Arne Langøy, or the person he appoints.

### **Item 2      Approval of summons and agenda**

The board of directors proposes that the general meeting passes the following resolution:

*“The general meeting approves the summons and agenda”.*

### **Item 3      Appointment of a person to co-sign the minutes of meeting together with the chair**

The board of directors proposes that the general meeting passes the following resolution:

*“The general meeting appoints Marie Louise Juell to co-sign the minutes together with the chair”.*

### **Item 4      Information about the business**

This is a no voting item. The chief financial officer, Idar Eikrem, will give a presentation of the company’s business activities and present key FY2025 accounting figures for both Aker Solutions ASA and the group.

### **Item 5      Approval of the 2025 annual accounts of Aker Solutions ASA, the group’s 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 report for 2025 is available on the company’s website.

The board of directors proposes that the general meeting passes the following resolution:

*“The general meeting approves the annual accounts for 2025 for Aker Solutions ASA, the group’s consolidated accounts and the board of directors’ report, including the proposal from the board of directors to distribute a dividend of NOK 3.60 per share”.*

### **Item 6      Approval of the Board of Directors’ proposal regarding distribution of extraordinary dividend**

The board of directors of Aker Solutions ASA has proposed an extraordinary cash dividend of NOK 5.00 per share, as announced in the press release on the Oslo Stock Exchange on March 18, 2026. The distribution of dividend will be based on the 2025 annual accounts. Aker Solutions' own shares will not be entitled to the cash dividend.

The board of directors proposes that the general meeting passes the following resolution:

*"The general meeting approves the proposal from the board of directors to distribute a cash dividend of NOK 5.00 per share."*

#### **Item 7      Consideration of the board of directors' report on corporate governance**

This is a no voting item. The chair will present the corporate governance report of the board of directors. The Corporate Governance Report for 2025 is available on the company's website.

#### **Item 8      Advisory vote on the board of directors' remuneration report for leading personnel**

The board of directors has prepared a report on remuneration of executive management for the accounting year 2025, cf. the Norwegian Public Limited Companies Act section 6-16b. The report contains information on how the applicable guidelines for executive remuneration were practiced by the company and how members of the executive management team were remunerated in 2025. The report is subject to an advisory vote by the general meeting in accordance with section 5-6 fourth paragraph of the Norwegian Public Limited Companies Act. The report is available on the company's website.

The board of directors proposes that the general meeting passes the following resolution:

*"The general meeting endorsed the board of directors' remuneration report for executive management in Aker Solutions".*

#### **Item 9      Approval of remuneration to the members of the board of directors, the audit committee and the remuneration committee**

The recommendation of the nomination committee is available on the company's website.

It is proposed that the general meeting passes the following resolution:

*"In accordance with the proposal from the nomination committee, the remuneration rates for the period from the 2025 annual general meeting until the 2026 annual general meeting are set as follows:*

- *NOK 876 000 to the chair of the board*
- *NOK 671 000 to the deputy chair of the board*
- *NOK 470 000 to each of the other directors*
- *NOK 263 000 in addition to the chair of the audit committee*

- NOK 155 000 in addition to each of the other members of the audit committee
- NOK 70 000 in addition to the chair of the remuneration committee
- NOK 60 000 in addition to each of the members of the remuneration committee
- NOK 78 000 per attended meeting for the deputy directors, limited upwards to NOK 470 000 for the period
- NOK 37 000 as an additional fixed fee to any directors or deputy directors residing outside of Norway, per each board meeting with physical attendance”

#### **Item 10 Approval of remuneration to the members of the nomination committee**

The recommendation of the nomination committee is available on the company’s website.

It is proposed that the general meeting passes the following resolution:

*“In accordance with the proposal from the nomination committee, the remuneration rates for the period from the 2025 annual general meeting until the 2026 annual general meeting are set as follows:*

- NOK 59 000 for the chair of the nomination committee
- NOK 48 000 for each member of the nomination committee
- NOK 8 300 as an additional fixed fee per meeting to any member of the nomination committee”.

#### **Item 11 Election of members to the board of directors**

The recommendation of the nomination committee is available on the company’s website.

The terms of office of Jan Arve Haugan, Lone Fønss Schrøder and Elisabeth Heggelund Tørstad expire in 2026. Jan Arve Haugan has announced that he is not available for re-election. Kjell Inge Røkke has informed the nomination committee that he wishes to step down from his current role.

It is proposed that the general meeting passes the following resolution:

*“In accordance with the proposal from the nomination committee, Lone Fønss Schrøder and Elisabeth Heggelund Tørstad are re-elected in their (shareholder appointed) positions and Kjell Inge Røkke is elected as deputy director for a period of one year. In addition, the committee proposes the election of Anders Lindberg and Harald Thorstein as new directors for the same period.*

*Following this, the board of directors comprise of these shareholder appointed directors:*

- Leif-Arne Langøy (chair)
- Øyvind Eriksen (deputy chair)
- Birgit Aagaard-Svendsen (director)
- Lone Fønss Schrøder (director)

- *Elisabeth Heggelund Tørstad (director)*
- *Anders Lindberg (director)*
- *Harald Thorstein (director)*
- *Kjell Inge Røkke (deputy director)*

#### **Item 12 Election of members to the nomination committee**

The recommendation of the nomination committee is available on the company's website.

The terms of office of Charlotte Håkonsen expire in 2026. Ingebret G. Hisdal has announced that he is not available for re-election.

It is proposed that the general meeting passes the following resolution:

*"In accordance with the proposal from the nomination committee, Charlotte Håkonsen is re-elected as member of the committee and Nils Bastiansen is elected as chair of the committee. Leif Eriksrød is elected as new member of the committee. All for a period of one year.*

*Following this, the nomination committee comprises of the following members:*

- *Nils Bastiansen (chair)*
- *Charlotte Håkonsen (member)*
- *Leif Eriksrød (member)*
- *Svein Oskar Stoknes (deputy member)*

#### **Item 13 Approval of remuneration to the auditor for 2025**

The board of directors proposes that the general meeting passes the following resolution:

*"The general meeting approves the auditor's fee of NOK 3.835 million for the audit of Aker Solutions ASA for 2025".*

#### **Item 14 Authorization to the board of directors to purchase treasury shares in connection with acquisitions, mergers, demergers or other transactions**

The board of directors proposes that the general meeting grants the board of directors authorization to acquire own shares in the company. The authorization may only be used for the purpose of utilizing the company's shares as transaction currency in connection with acquisitions, mergers, de-mergers or other transactions.

The board of directors proposes that the general meeting passes the following resolution:

- a) *"The board is authorized to acquire own shares in the company up to an aggregate nominal value of NOK 53,154,045. The power of attorney also provides for agreements regarding pledges over its own shares*

- b) *The highest and lowest purchase price for each share shall be NOK 300 and NOK 1, respectively. The authorization may only be used for the purpose of utilizing the company's shares as transaction currency in acquisitions, mergers, de-mergers or other transactions. The board is otherwise free to decide the method of acquisition and disposal of the company's shares. The authorization can also be used in situations referred to in section 6-17 of the Securities Trading Act*
- c) *The power of attorney shall be exercised in accordance with the provisions of the Public Limited Liability Companies Act and is valid until the annual general meeting in 2027, though at the latest until June 30, 2027"*

The general meeting will vote over three authorizations for the board of directors to purchase treasury shares, cf. items 14, 15 and 16 on the agenda. Each of the three authorizations is structured to allow for purchasing of treasury shares up to a maximum of 10% of the total share capital. Under the Norwegian Public Limited Liability Companies Act, a company is not entitled to purchase treasury shares (own shares) to reach a total holding of treasury shares – including any existing treasury shares held – in excess of 10% of the share capital. For clarity, this means the three authorizations cannot be utilized combined to purchase treasury shares for up to 30% of the share capital. The three authorizations may not be exercised, separately or in combination, to reach a total holding of treasury shares at any given time in excess of 10% of the share capital, including existing treasury shares held by the company prior to the acquisition(s).

**Item 15            Authorization to the board of directors to purchase treasury shares in connection with share or incentive programs**

The board of directors proposes that the general meeting grant the board of directors authorization to acquire own shares in the company. The authorization may only be used for the company's share or incentive programs for employees and/or directors as approved by the board of directors.

The board of directors proposes that the general meeting passes the following resolution:

- a) *"The board is authorized to acquire own shares in the company up to an aggregate nominal value of NOK 53,154,045. The power of attorney also provides for agreements regarding pledges over its own shares*
- b) *The highest and lowest purchase price for each share shall be NOK 300 and NOK 1, respectively. The authorization may only be used for the company's share or incentive programs for employees and/or directors as approved by the board of directors. The board is otherwise free to decide the method of acquisition and disposal of the company's shares. The power of attorney can also be used in situations referred to in section 6-17 of the Securities Trading Act*
- c) *The authorization shall be exercised in accordance with the provisions of the Public Limited Liability Companies Act and is valid until the annual general meeting in 2027, though at the latest until June 30, 2027"*

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**Item 16 Authorization to the board of directors to purchase treasury shares for the purpose of investment or subsequent sale or deletion of shares**

The board of directors proposes that the general meeting grant the board of directors authorization to acquire own shares in the company. The power of attorney may only be used for the purpose of investment or for subsequent sale or deletion of such shares.

The board of directors proposes that the general meeting passes the following resolution:

- a) *“The board is authorized to acquire own shares in the company up to an aggregate nominal value of NOK 53,154,045. The power of attorney also provides for agreements regarding pledges over its own shares*
- b) *The highest and lowest purchase price for each share shall be NOK 300 and NOK 1, respectively. The authorization may only be used for the purpose of investment or for subsequent sale or deletion of such shares. The board is free to decide the method of acquisition and disposal of the company’s shares. The power of attorney can also be used in situations referred to in section 6-17 of the Securities Trading Act*
- c) *The power of attorney shall be exercised in accordance with the provisions of the Public Limited Liability Companies Act and is valid until the annual general meeting in 2027, though at the latest until June 30, 2027”*

The general meeting will vote over three authorizations for the board of directors to purchase treasury shares, cf. items 14, 15 and 16 on the agenda. Each of the three authorizations is structured to allow for purchasing of treasury shares up to a maximum of 10% of the total share capital. Under the Norwegian Public Limited Liability Companies Act, a company is not entitled to purchase treasury shares (own shares) to reach a total holding of treasury shares – including any existing treasury shares held – in excess of 10% of the share capital. For clarity, this means the three authorizations cannot be utilized combined to purchase treasury shares for up to 30% of the share capital. The three authorizations may not be exercised, separately or in combination, to reach a total holding of treasury shares at any given time in excess of 10% of the share capital, including existing treasury shares held by the company prior to the acquisition(s).

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