

Aker Offshore Wind

Forslag til beslutninger på ekstraordinær generalforsamling 23. september 2020 i Aker Offshore Wind Holding AS

Proposed resolutions for the extraordinary general meeting on September 23, 2020 of Aker Offshore Wind Holding AS

Sak 1. Åpning av generalforsamlingen

Det er ingen avstemning under denne saken. Styret har utpekt Frode Strømø til å åpne generalforsamlingen

Item 1. Opening of the general meeting

This is a no-voting item. The board of directors has appointed Frode Strømø to open the meeting.

Sak 2. Valg av møteleder og person til å medundertegne protokollen sammen med møteleder

Styret foreslår at generalforsamlingen treffer følgende beslutning:

«Frode Strømø velges som møteleder, og Elisabet Groshennig velges til å medundertegne protokollen sammen med møteleder.»

Item 2. Election of a person to chair the meeting, and a person to sign the minutes of meeting together with the chairman of the meeting

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

“Frode Strømø is elected to chair the meeting and Elisabet Groshennig is appointed to sign the minutes of meeting together with the chairman.”

Sak 3. Godkjenning av innkalling og dagsorden

Styret foreslår at generalforsamlingen treffer følgende beslutning:

«Generalforsamlingen godkjenner innkalling og dagsorden.»

Item 3. Approval of the notice of the meeting and the agenda

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

“The general meeting approves the notice and agenda for the meeting.”

Sak 4. Valg av nye medlemmer til styret

CVer for foreslåtte nye styremedlemmer: Se engelsk versjon.

Item 4. Election of new members to the board of directors

CVs for proposed new board members:

Kjell Inge Røkke (born 1958), Aker ASA’s main owner, has been a driving force in the development of Aker since the 1990s. Mr. Røkke launched his business career with the purchase of a 69-foot trawler in the United States in 1982, and gradually built a leading worldwide fisheries business. In 1996, the Røkke controlled company, RGI, purchased enough Aker shares to become Aker’s largest shareholder, and later merged RGI with Aker. Mr. Røkke is also currently director of Aker BP, Kvaerner, Ocean Yield, Aker BioMarine and Aker Energy. Mr. Røkke is a Norwegian citizen.

Nina Jensen (born 1975) is the CEO of REV Ocean and is a tireless champion for promoting environmentally responsible solutions for the world’s ocean. She started this position in 2018 after 15 years of positive impact in WWF-Norway (as Secretary-General since 2012). Ms. Jensen holds a Master’s degree in Marine Biology from the University of Fishery Science in Tromsø, and has a

background in communications and marketing from Ogilvy&Mather. Ms. Jensen is a board member of The Business for Peace Foundation, The Plastic REVolution Foundation, The C4IR Ocean and The Brain Tumour Association. She was named Young Global Leader by the World Economic Forum in 2014. She is also part of Friends of Ocean Action and an advisor to the High Level Panel for a Sustainable Ocean Economy. Ms. Jensen is a Norwegian citizen.

Andrew Garrad (born 1953) has been professionally involved in wind energy over 40 years. Dr. Garrad co-founded the Garrad Hassan Group Ltd and was CEO and Chairman of the company along with some 25group companies from 1984 to 2009. He was President of GL Garrad Hassan 2009 to 2014. He has held a number of public appointments including Chairman of the British Wind Energy Association and President of European Wind Energy Association. Dr. Garrad has a BA from the University of Oxford, a PhD from the University of Exeter and was awarded the honorary degree of DEng by University of Bristol in 2009 and the University of Exeter in 2018. He is a Fellow of the Royal Academy of Engineering. Dr. Garrad is a British citizen.

Øyvind Eriksen (born 1964) joined Aker ASA in January 2009. Mr. Eriksen holds a law degree from the University of Oslo. He joined Norwegian law firm BA-HR in 1990, where he became a partner in 1996 and a director/ chairman in 2003. As a corporate attorney he among other things worked with strategic and operational development, M&A and negotiations. Mr. Eriksen has held several board positions in different industries, including shipping, finance, asset management, offshore drilling, fisheries, media, trade and industry. As CEO Mr. Eriksen is currently chairman of the board in Aker BP ASA, Aker Solutions ASA, Cognite AS, Aker Capital AS, Aker Kværner Holding AS, and REV Ocean Inc. He is also a director of several companies, including Aker Energy AS, Akastor ASA, The Resource Group TRG AS, TRG Holding AS, The Norwegian Cancer Society (Kreftforeningen), and a member of World Economic Forum C4IR Global Network Advisory Board. Mr. Eriksen is a Norwegian citizen.

Styret foreslår at generalforsamlingen fatter følgende vedtak:

Styret skal heretter bestå av følgende medlemmer:

Henrik O. Madsen (Styreleder)

Kristian M. Røkke

Kjell Inge Røkke

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

The board shall hereby consist of the following members:

Henrik O. Madsen (Chairman)

Kristian M. Røkke

Kjell Inge Røkke

Nina Jensen

Andrew Garrad

Varamedlem: Øyvind Eriksen

Nina Jensen

Andrew Garrad

Deputy: Øyvind Eriksen

Sak 5. Fullmakt til styret til å erverve selskapets egne aksjer til bruk i forbindelse med oppkjøp, fusjoner, fisjoner eller andre transaksjoner

Styret foreslår at generalforsamlingen vedtar en styrefullmakt for kjøp av selskapets egne aksjer. Fullmakten kan bare anvendes for å benytte selskapets aksjer som vederlag i forbindelse med oppkjøp, fusjoner, fisjoner eller andre transaksjoner.

Styret foreslår at generalforsamlingen fatter følgende vedtak:

- 1) *Styret gis fullmakt til å erverve egne aksjer opp til en samlet pålydende verdi på NOK 61 207 880.*
- 2) *Den høyeste og laveste kjøpesum som skal betales for aksjene er henholdsvis NOK 50 og NOK 1. Fullmakten kan bare anvendes for å benytte selskapets aksjer som vederlag i forbindelse med oppkjøp, fusjoner, fisjoner eller andre transaksjoner. Styret står for øvrig fritt med hensyn til på hvilken måte erverv og avhendelse av egne aksjer skal skje.*
- 3) *Fullmakten skal anvendes i samsvar med reglene i aksjeloven og er gyldig frem til den ordinære generalforsamlingen i 2022, dog senest 30. juni 2022.*

Generalforsamlingen skal stemme over tre styrefullmakter for kjøp av selskapets egne aksjer, jf agendasakene 5, 6 og 7. Styrefullmakten i denne sak nr 5 gir selskapet anledning til å kjøpe egne aksjer for opptil 10% av aksjekapitalen.

Sak 6. Fullmakt til å erverve egne aksjer i forbindelse med selskapets fremtidige aksjeprogram for ansatte

Styret foreslår at generalforsamlingen vedtar en styrefullmakt for kjøp av selskapets egne aksjer. Fullmakten kan bare anvendes for å selge og/eller overføre aksjer til ansatte i selskapet som en del av

Item 5. Authorisation to acquire own shares in connection with acquisitions, mergers, de-mergers or other transactions

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

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

- 1) *The board is authorized to acquire own shares in the company up to an aggregate nominal value of NOK 61,207,880.*
- 2) *The highest and lowest purchase price for each share shall be NOK 50 and NOK 1, respectively. The authorization 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 board is otherwise free to decide the method of acquisition and disposal of the company's shares.*
- 3) *The authorization shall be exercised in accordance with the provisions of the Private Limited Liability Act and is valid until the annual general meeting in 2022, though at the latest until June 30, 2022.*

The general meeting will vote over three authorisations for the board of directors to purchase treasury shares, cf. items 5, 6 and 7 on the agenda. The authorization covered by agenda item no 5 allows the company to purchase treasury shares of up to 10% of the share capital.

Item 6. Authorisation to acquire own shares in connection with any future share program for employees

The board of directors proposes that the general meeting grant the board of directors an authorization to acquire own shares in the company. The power of attorney may only be used for the purpose of sale and/or transfer to employees in the company as part of

selskapets fremtidige aksje- og incentivprogram, som vedtatt av styret.

any future share- and incentive program for employees in the company, as may be approved by the board of directors.

Styret foreslår at generalforsamlingen fatter følgende vedtak:

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

- 1) *Styret gis fullmakt til å erverve egne aksjer opp til en samlet pålydende verdi på NOK 12 241 576.*
- 2) *Den høyeste og laveste kjøpesum som skal betales for aksjene er henholdsvis NOK 50 og NOK 1. Fullmakten kan bare anvendes for å selge og/eller overføre aksjer til ansatte i selskapet som en del av selskapets aksje- og incentivprogram, som vedtatt av styret. Styret står for øvrig fritt med hensyn til på hvilken måte erverv og avhendelse av egne aksjer skal skje.*
- 3) *Fullmakten skal anvendes i samsvar med reglene i aksjeloven og er gyldig frem til den ordinære generalforsamlingen i 2022, dog senest 30. juni 2022.*

- 1) *The board is authorized to acquire own shares in the company up to an aggregate nominal value of NOK 12,241,576.*
- 2) *The highest and lowest purchase price for each share shall be NOK 50 and NOK 1, respectively. The authorization may only be used for the purpose of sale and/or transfer of the company's shares to employees in the company as part of the company's share- and incentive program 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.*
- 3) *The authorization shall be exercised in accordance with the provisions of the Private Limited Liability Act and is valid until the annual general meeting in 2022, though at the latest until June 30, 2022*

Generalforsamlingen skal stemme over tre styrefullmakter for kjøp av selskapets egne aksjer, jf agendasakene 5, 6 og 7. Styrefullmakten i denne sak nr 6 gir selskapet anledning til å kjøpe egne aksjer for opptil 2% av aksjekapitalen.

The general meeting will vote over three authorisations for the board of directors to purchase treasury shares, cf. items 5, 6 and 7 on the agenda. The authorization covered by agenda item no 6 allows the company to purchase treasury shares of up to 2% of the share capital.

Sak 7. Fullmakt til å erverve selskapets egne aksjer for investering eller etterfølgende salg eller sletting

Item 7. Authorisation to acquire own shares for the purpose of investment or subsequent sale or deletion of shares

Styret foreslår at generalforsamlingen vedtar en styrefullmakt for kjøp av selskapets egne aksjer. Fullmakten kan bare anvendes til investeringsformål eller for etterfølgende salg eller sletting av slike aksjer.

The board of directors proposes that the general meeting grant the board of directors an 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.

Styret foreslår at generalforsamlingen fatter følgende vedtak:

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

- 1) *Styret gis fullmakt til å erverve egne aksjer opp til en samlet pålydende verdi på NOK 61 207 880.*
- 2) *Den høyeste og laveste kjøpesum som skal betales for aksjene er henholdsvis NOK 50 og*

- 1) *The board is authorized to acquire own shares in the company up to an aggregate nominal value of NOK 61,207,880.*
- 2) *The highest and lowest purchase price for each share shall be NOK 50 and NOK 1, respectively.*

NOK 1. Fullmakten kan bare anvendes til investeringsformål eller for etterfølgende salg eller sletting av slike aksjer. Styret står for øvrig fritt med hensyn til på hvilken måte erverv og avhendelse av egne aksjer skal skje.

The power of attorney may only be used for the purpose of investment or subsequent sale or deletion of shares. The board is otherwise free to decide the method of acquisition and disposal of the company's shares.

3) *Fullmakten skal anvendes i samsvar med reglene i aksjeloven og er gyldig frem til den ordinære generalforsamlingen i 2022, dog senest 30. juni 2022.*

3) *The authorization shall be exercised in accordance with the provisions of the Private Limited Liability Act and is valid until the annual general meeting in 2022, though at the latest until June 30, 2022.*

Generalforsamlingen skal stemme over tre styrefullmakter for kjøp av selskapets egne aksjer, jf agendasakene 5, 6 og 7. Styrefullmakten i denne sak nr 7 gir selskapet anledning til å kjøpe egne aksjer for opptil 10% av aksjekapitalen.

The general meeting will vote over three authorisations for the board of directors to purchase treasury shares, cf. items 5, 6 and 7 on the agenda. The authorization covered by agenda item no 7 allows the company to purchase treasury shares of up to 10% of the share capital.

Sak 8. Endring av vedtektene - nytt foretaksnavn

Item 8. Amendment of the articles of association - new company name

Styret foreslår at generalforsamlingen fatter følgende vedtak:

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

Selskapets foretaksnavn endres til Aker Offshore Wind AS. Paragraf 1 av selskapets vedtekter endres fra å lyde:

The company's company name is amended to Aker Offshore Wind AS. Section 1 of the articles of association is amended from reading:

«Selskapets navn skal være AKER OFFSHORE WIND HOLDING AS.»

“The company's name is AKER OFFSHORE WIND HOLDING AS.”

til å lyde:

to reading:

«Selskapets navn skal være AKER OFFSHORE WIND AS.»

“The company's name is AKER OFFSHORE WIND AS.”
