

Aker Carbon Capture

Forslag til beslutninger på ekstraordinær generalforsamling 23. september 2020 i Aker Carbon Capture AS

Proposed resolutions for the extraordinary general meeting on September 23, 2020 of Aker Carbon Capture 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 Pernille Brente 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 Pernille Brente 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:

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

Aker Carbon Capture

member of World Economic Forum C4IR Global Network Advisory Board. Mr. Eriksen 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.

Oscar Graff (born 1952) joined Aker in 1980. Mr. Graff holds a master degree in chemical engineering from the Norwegian University of Science and Technology (NTNU). Since 2000 he has been instrumental in the development of carbon capture technology to reduce carbon emissions. Mr. Graff has held several positions in CO2 and climate related technical boards and advisory committees in Norway, UK and the EU. Mr. Graff was appointed as Chief Technology Officer for Aker Clean Carbon in 2008, and has in recent years been responsible for Carbon Capture in Aker Solutions. Mr. Graff is a Norwegian citizen.

Kjell Inge Røkke (born 1958), Aker ASA's chairman and 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.

Styret foreslår at generalforsamlingen fatter følgende vedtak:

Styret skal heretter bestå av følgende medlemmer:

Henrik O. Madsen (Styreleder)

Kristian M. Røkke

Øyvind Eriksen

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

Øyvind Eriksen

Aker Carbon Capture

Nina Jensen

Oscar Graff

Varamedlem: Kjell Inge Røkke

Nina Jensen

Oscar Graff

Deputy: Kjell Inge Røkke

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 56 606 040.*
- 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

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 56,606,040.*
- 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

Aker Carbon Capture

overføre aksjer til ansatte i selskapet som en del av selskapets fremtidige aksje- og incentivprogram, som vedtatt av styret.

attorney may only be used for the purpose of sale and/or transfer to employees in the company as part of 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 11 321 208.*
- 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 11,321,208.*
- 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 56 606.040.*

- 1) *The board is authorized to acquire own shares in the company up to an aggregate nominal value of NOK 56,606,040.*

Aker Carbon Capture

- | | |
|--|---|
| <p>2) Den høyeste og laveste kjøpesum som skal betales for aksjene er henholdsvis NOK 50 og 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.</p> <p>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.</p> | <p>2) The highest and lowest purchase price for each share shall be NOK 50 and NOK 1, respectively. 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.</p> <p>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.</p> |
|--|---|

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.
