

**PROPOSED RESOLUTIONS FOR THE GENERAL MEETING OF KVÆRNER ASA****Item 4 Approval of the 2015 annual accounts of Kværner ASA, the group's consolidated accounts and the Board of Directors' report**

The Annual Report for 2015, which consists of the annual accounts, the Board of Directors' report and the auditor's report for 2015, is available at the company's website [www.kvaerner.com](http://www.kvaerner.com).

The Board of Directors proposes that the General Meeting passes the following resolution:

*"The General Meeting adopts the annual accounts for 2015 for Kværner ASA, the group consolidated accounts and the Board of Directors' report."*

**Item 5 The Board of Directors' declaration regarding stipulation of salary and other remuneration to the executive management of the company**

In accordance with section 6-16a of the Norwegian Public Limited Liability Companies Act, the Board of Directors has prepared a statement on the determination of salary and other remuneration to the executive employees of the company. The statement is available at the company's website [www.kvaerner.com](http://www.kvaerner.com).

The general meeting's approval of the guidelines is of an advisory nature to the Board of Directors. However, the approval of the guidelines regarding remuneration in the form of shares, subscription rights, options, and other forms of remuneration linked to shares or the development of the share price in the company or in other companies within the group, are binding for the Board of Directors, cf. the Norwegian Public Limited Liability Companies Act section 5-6, subsection 3, third sentence, cf. section 6-16a, subsection 2, fourth sentence.

The advisory and binding guidelines are subject to separate votes.

**(a) Advisory guidelines**

The Board of Directors proposes that the General Meeting passes the following resolution with regard to the advisory guidelines:

*"The General Meeting endorses the advisory guidelines in the declaration from the Board of Directors pursuant to the Public Limited Liability Companies Act section 6-16a."*

**(b) Binding guidelines**

The Board of Directors proposes that the General Meeting passes the following resolution with respect to the binding guidelines:

*"The General Meeting approves the binding guidelines in the declaration from the Board of Directors pursuant to the Public Limited Liability Companies Act section 6-16a."*

**Item 7 Stipulation of remuneration to members of the Board of Directors**

The recommendation of the Nomination Committee is available at the company's website [www.kvaerner.com](http://www.kvaerner.com).

The Nomination Committee proposes 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 Annual General Meeting 2015 until the Annual General Meeting 2016 shall be as follows:*

NOK 602 000 to the Chairman of the Board

NOK 433 000 to the Deputy Chairman of the Board

NOK 328 000 to each of the other Directors

NOK 31 500 to each of the members of the Remuneration Committee

NOK 163 000 to the Chair of the Audit Committee

NOK 84 000 to the each of the other members of the Audit Committee

*Furthermore, the Nomination Committee proposes that the Directors resident outside Scandinavia receive an additional fee of NOK 12 700 per meeting where the Directors have been physically present in the meeting, in order to compensate such Directors for extra travel time incurred."*

#### **Item 8 Stipulation of remuneration to the members of the Nomination Committee**

The recommendation of the Nomination Committee is available at the company's web site [www.kvaerner.com](http://www.kvaerner.com).

The Nomination Committee proposes 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 Annual General Meeting 2015 until the Annual General Meeting 2016 shall be set as follows:*

*NOK 32 500 for each member"*

#### **Item 9 Election of members to the Board of Directors**

The recommendation of the Nomination Committee is available at the company's web site [www.kvaerner.com](http://www.kvaerner.com).

The Nomination Committee proposes that the General Meeting passes the following resolution:

*"In accordance with the proposal from the Nomination committee, Thorhild Widvey and Lone Fønss Schrøder are elected as new members of the Board, each for two years. Emil Brustad-Nilsen is elected as deputy member of the Board, for one year."*

#### **Item 10 Election of members to the Nomination Committee**

The recommendation of the Nomination Committee is available at the company's web site [www.kvaerner.com](http://www.kvaerner.com).

The Nomination Committee proposes that the General Meeting passes the following resolution:

*"In accordance with the proposal from the Nomination committee, Walter Qvam is appointed as a member of the Nomination Committee, for a period of up to two years."*

#### **Item 11 Approval of remuneration to the auditor for 2015**

The Board of Directors proposes that the General Meeting passes the following resolution:

*"The General Meeting resolves to approve the auditor's fee of NOK 2 624 000 for the audit of Kvaerner ASA for 2015. In addition, the Kvaerner group has paid fees to KPMG for tax advices of NOK 1 061 000 and fees related to other services than audit of NOK 271 000. No fees were paid for attestation services."*

**Item 12 Authorisation to the Board of Directors to purchase treasury 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 authorisation to acquire treasury shares with an aggregate nominal value of up to 10 percent of the company's share capital. The authorisation may only be used for the purpose of using the company's shares as consideration 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 authorised to acquire and pledge own shares in the company up to 10% of the share capital (with an aggregate nominal value of NOK 9 146 000).*
- (b) *The highest and lowest purchase price for each share shall be NOK 100 and NOK 1, respectively. The authorisation 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. The authorisation can also be used in situations referred to in section 6-17 of the Norwegian Securities Trading Act.*
- (c) *The authorisation is valid until the Annual General Meeting in 2017, however not after 30 June 2017."*

**Item 13 Authorisation to the Board of Directors to purchase treasury shares in connection with the company's share- and incentive programmes for employees**

The Board of Directors proposes that the General Meeting grants the Board of Directors an authorisation to acquire treasury shares with an aggregate nominal value of up to 2.5% of the company's share capital. The authorisation may only be used for the purpose of sale and/or transfer to employees in the company as part of the company's share- and incentive programmes as approved by the Board of Directors.

The Board of Directors proposes that the General Meeting passes the following resolution:

- (a) *"The Board is authorised to acquire and pledge own shares in the company up to 2.5% of the share capital (with an aggregate nominal value of NOK 2 286 500).*
- (b) *The highest and lowest purchase price for each share shall be NOK 100 and NOK 1, respectively. The authorisation may only be used for the purpose of sale and/or transfer to employees in the company as part of the company's share- and incentive programmes 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 authorisation can also be used in situations referred to in section 6-17 of the Norwegian Securities Trading Act.*
- (c) *The authorisation is valid until the Annual General Meeting in 2017, however not after 30 June 2017."*

**Item 14 Authorisation to the Board of Directors to purchase treasury shares for the purpose of investment or for subsequent sale or deletion of such shares**

The Board of Directors proposes that the General Meeting grants the Board of Directors an authorisation to acquire treasury shares with an aggregate nominal value of up to ten percent of the company's share capital. The authorisation 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 authorised to acquire and pledge own shares in the company up to 10% of the share capital (with an aggregate nominal value of NOK 9 146 000).*

- (b) *The highest and lowest purchase price for each share shall be NOK 100 and NOK 1, respectively. The authorisation 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 authorisation can also be used in situations referred to in section 6-17 of the Norwegian Securities Trading Act.*
- (c) *The authorisation is valid until the annual General Meeting in 2017, however not after 30 June 2017."*

#### **Item 15 Authorisation to the Board of Directors to approve distribution of dividends**

Reference is made to the company's announced strategy of semi-annual distributions of dividend; if advisable based on the company's financial situation, see the company's website [www.kvaerner.com/en/toolsmenu/Investors/Shareholder-services/Dividends-and-dividend-policy/](http://www.kvaerner.com/en/toolsmenu/Investors/Shareholder-services/Dividends-and-dividend-policy/).

To facilitate distribution of dividends through the year, the Board of Directors proposes that the General Meeting passes the following resolution:

- (a) *"The Board of Directors is authorised to approve the distribution of dividends based on the company's annual accounts for 2015 pursuant to section 8-2 (2) of the Norwegian Public Limited Liability Companies Act.*
- (b) *The authorisation shall remain in force until the Annual General Meeting in 2017."*

#### **Item 16 Amendment of the company's Articles of Association**

As the Company has moved to Fornebuporten, it is proposed that the company's Articles of Association are amended to reflect the relocation from Oslo to Bærum county.

The Board of Directors proposes that the General Meeting passes the following resolution:

*"§ 2 of the Articles of Association are amended to read as follows:*

*The registered address of the Company is in the county of Bærum."*