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**MINUTES OF
ANNUAL GENERAL MEETING IN
PHILLY SHIPYARD ASA**

On Wednesday April 22, 2020 at 12:00 the Annual General Meeting in Philly Shipyard ASA was held at Advokatfirmaet BAHR AS, Tjuvholmen allé 16, 0252 Oslo.

The following items were on the agenda:

1. OPENING OF THE ANNUAL GENERAL MEETING, INCLUDING APPROVAL OF THE NOTICE AND AGENDA

The Annual General Meeting was opened and chaired by Asle Aarbakke, as authorized by Arild Støren Frick who had been appointed by the Board of Directors and the Chairman of the Board to open and chair the General Meeting.

The record of attending shareholders showed that 9,798,705, corresponding to 77.92% of the issued shares, were represented. The list of attending shareholders is set out on page 6. The voting result for each respective item is set out on pages 7-8.

No objections were made to the notice and the agenda, and the General Meeting was declared duly constituted.

2. ELECTION OF A PERSON TO CO-SIGN THE MINUTES ALONG WITH THE MEETING CHAIR

Camilla Iversen was elected to co-sign the minutes along with the meeting chair.

3. PRESENTATION OF BUSINESS ACTIVITIES

A presentation of the business activities was given, the important occurrences in the Group in 2019 and the main figures from the 2019 annual accounts.

After the presentation, the meeting chair opened for questions and comments.

4. APPROVAL OF THE 2019 ANNUAL ACCOUNTS OF PHILLY SHIPYARD ASA, GROUP CONSOLIDATED ACCOUNTS AND THE BOARD OF DIRECTORS' REPORT

The annual accounts and the Board of Directors' report were reviewed.

The General Meeting adopted the following resolution:

The General Meeting approves the annual accounts for 2019 for Philly Shipyard ASA, the group consolidated accounts and the Board of Directors' Report.

5. CONSIDERATION OF THE BOARD OF DIRECTORS' DECLARATION REGARDING STIPULATION OF SALARY AND OTHER REMUNERATION TO THE EXECUTIVE MANAGEMENT OF THE COMPANY

The General Meeting adopted the following resolution:

The General Meeting supports the Board of Directors' statement regarding establishment of salary and other benefits for the executive management pursuant to the Public Limited Liability Companies Act section 6-16a.

6. CONSIDERATION OF THE STATEMENT OF CORPORATE GOVERNANCE

The General Meeting considered the Board of Directors' statement of Corporate Governance.

7. STIPULATION OF REMUNERATION TO THE MEMBERS OF THE BOARD OF DIRECTORS AND THE AUDIT COMMITTEE

The General Meeting adopted the following resolution:

In accordance with the proposal from the Nomination Committee, the General Meeting approves that the remuneration rates for members of the Board of Directors and the Audit Committee for the period from the 2019 Annual General Meeting up to the 2020 Annual General Meeting shall be as follows:

- *NOK 475,000 to the Chairperson of the board.*
- *NOK 375,000 to each of the other board members.*
- *NOK 55,000 to the Chairperson of the audit committee.*
- *NOK 45,000 to each of the remaining audit committee members.*

It was noted that the remuneration to the deputy chairman of the board, Kristian Røkke, will be paid to his employer, Aker ASA.

8. STIPULATION OF REMUNERATION TO THE MEMBERS OF THE NOMINATION COMMITTEE

The General Meeting adopted the following resolution:

In accordance with the proposal from the Nomination Committee, the General Meeting approves that the remuneration rate for members of the Nomination Committee for the period from the 2019 Annual General Meeting up to the 2020 Annual General Meeting shall be NOK 34,000 for each member.

It was noted that the remuneration to the member of the Nomination Committee, Arild Støren Frick, will be paid to his employer, Aker ASA.

9. APPROVAL OF REMUNERATION TO THE AUDITOR FOR 2019

The General Meeting adopted the following resolution:

The remuneration to the auditor of USD 38,000 ex. VAT for the audit of the Company's 2019 annual accounts is approved. The Group has not paid any fees to KPMG for services other than audit.

10. ELECTION OF MEMBERS TO THE BOARD OF DIRECTORS

The General Meeting adopted the following resolution:

In accordance with the proposal from the Nomination Committee, Kristian Røkke is elected as chairman of the Board in replacement of Jim Miller, and Amy E. Humphreys is elected as deputy chairman, each for a period of two years.

The Board of Directors of Philly Shipyard ASA will then consist of the following members:

- *Kristian Røkke (Chairman)*
- *Amy E. Humphreys (Deputy Chairman)*
- *Elin Karfjell.*

11. ELECTION OF MEMBERS TO THE NOMINATION COMMITTEE

The General Meeting adopted the following resolution:

In accordance with the proposal from the Nomination Committee, Ove A. Taklo is elected as member of the Nomination Committee in replacement of Arild S. Frick for a period of two years. No replacement is made of Gerhard Heiberg.

The Nomination Committee of Philly Shipyard ASA will then consist of the following members:

- *Leif-Arne Langøy (Chair)*
- *Ove A. Taklo.*

12. AMENDMENT OF THE ARTICLES OF ASSOCIATION

The General Meeting resolved to amend the Company's articles of association to read as follows:

"The company shall have a nomination committee, consisting of at least two members elected by the general meeting. The nomination committee shall prepare the election of directors. The general meeting may adopt instructions for the nomination committee's tasks."

13. AUTHORIZATION TO THE BOARD OF DIRECTORS FOR PAYMENT OF DIVIDENDS

The General Meeting adopted the following resolution:

The General Meeting grants the Board of Directors authorization to resolve payment of dividends based on the Company's annual accounts for 2019. The authorization is valid up to the Annual General Meeting in 2021.

14. AUTHORIZATION TO THE BOARD OF DIRECTORS TO ACQUIRE OWN SHARES IN CONNECTION WITH ACQUISITIONS, MERGERS, DE-MERGERS OR OTHER TRANSACTIONS

The General Meeting adopted the following resolution:

- 1. The Board of Directors is authorized to acquire and pledge own shares with a total nominal value of NOK 12,574,766.*
- 2. The authorization is valid up to the Annual General Meeting in 2021, but no longer than June 30, 2021.*
- 3. Own shares shall be acquired for a consideration of minimum NOK 1 and maximum NOK 600 per share.*
- 4. The Board of Directors is free to decide the method of acquisition and disposal of own shares. The authorization can be used in situations as described in the Securities Trading Act section 6-17.*
- 5. The authorization can only be used for the purpose of utilising the company's shares as transaction currency in acquisitions, mergers, de-mergers or other transactions.*

15. AUTHORIZATION TO THE BOARD OF DIRECTORS TO ACQUIRE OWN SHARES FOR THE PURPOSE OF INVESTMENT OR SUBSEQUENT SALE OR DELETION OF SUCH SHARES

The General Meeting adopted the following resolution:

- 1. The Board of Directors is authorized to acquire and pledge own shares with a total nominal value of NOK 12,574,766.*
- 2. The authorization is valid up to the Annual General Meeting in 2021, but no longer than June 30, 2021.*
- 3. Own shares shall be acquired for a consideration of minimum NOK 1 and maximum NOK 600 per share.*
- 4. The Board of Directors is free to decide the method of acquisition and disposal of own shares. The authorization can be used in situations as described in the Securities Trading Act section 6-17.*
- 5. The authorization can only be used for investment purposes or subsequent sale or deletion of such shares.*

16. AUTHORIZATION TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL IN CONNECTION WITH NEW SHIPBUILDING PROJECTS OR OTHER FUTURE INVESTMENTS WITHIN THE COMPANY'S SCOPE OF OPERATIONS

The General Meeting adopted the following resolution:

1. *The Board of Directors is authorized to increase the share capital by up to NOK 12,574,766.*
2. *The authorization is valid up to the Annual General Meeting in 2021, but no longer than June 30, 2021.*
3. *The pre-emptive rights of the existing shareholders pursuant to section 10-4 of the Public Limited Liability Company's Act may be derogated from.*
4. *The authorization includes share capital increase against non-cash contributions, rights to assume special obligations on behalf of the Company in addition to resolution of merger and demerger, cf. the Public Limited Liability Company's Act section 13-5 and 14-6 (2). The authorization can be used in situations as described in the Securities Trading Act section 6-17.*
5. *The authorization can only be used to raise equity capital for new shipbuilding projects or other future investments within the Company's scope of operations.*

* * *

There were no further items on the agenda. The Chairman of the meeting thanked the participants for their attendance, and the General Meeting was thereafter adjourned.

Oslo, April 22, 2020

(sign.)

Asle Aarbakke, Chairman

(sign.)

Camilla Iversen, co-signer

Total Represented

ISIN: NO0010395577 PHILLY SHIPYARD ASA
General meeting date: 22/04/2020 12.00
Today: 22.04.2020

Number of persons with voting rights represented/attended : 1

	Number of shares	% sc
Total shares	12,574,766	
- own shares of the company	466,865	
Total shares with voting rights	12,107,901	
Represented by advance vote	7,240,956	59.80 %
Sum own shares	7,240,956	59.80 %
Represented by proxy	21	0.00 %
Represented by voting instruction	2,557,728	21.12 %
Sum proxy shares	2,557,749	21.13 %
Total represented with voting rights	9,798,705	80.93 %
Total represented by share capital	9,798,705	77.92 %

Registrar for the company:

DNB Bank ASA

Signature company:

PHILLY SHIPYARD ASA

Protocol for general meeting PHILLY SHIPYARD ASA

ISIN: NO0010395577 PHILLY SHIPYARD ASA
 General meeting date: 22/04/2020 12.00
 Today: 22.04.2020

Shares class	FOR	Against	Poll in	Abstain	Poll not registered	Represented shares with voting rights
Agenda item 1 Opening of the annual general meeting, including approval of the notice and agenda						
Ordinær	7,238,377	0	7,238,377	2,560,328	0	9,798,705
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	73.87 %	0.00 %	73.87 %	26.13 %	0.00 %	
total sc in %	57.56 %	0.00 %	57.56 %	20.36 %	0.00 %	
Total	7,238,377	0	7,238,377	2,560,328	0	9,798,705
Agenda item 2 Election of a person to co-sign meeting minutes along with meeting chair						
Ordinær	7,238,377	0	7,238,377	2,560,328	0	9,798,705
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	73.87 %	0.00 %	73.87 %	26.13 %	0.00 %	
total sc in %	57.56 %	0.00 %	57.56 %	20.36 %	0.00 %	
Total	7,238,377	0	7,238,377	2,560,328	0	9,798,705
Agenda item 4 Approval of the 2019 annual accounts of Philly Shipyard ASA, group consolidated accounts and the Board of Directors' report						
Ordinær	7,240,977	0	7,240,977	2,557,728	0	9,798,705
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	73.90 %	0.00 %	73.90 %	26.10 %	0.00 %	
total sc in %	57.58 %	0.00 %	57.58 %	20.34 %	0.00 %	
Total	7,240,977	0	7,240,977	2,557,728	0	9,798,705
Agenda item 5 Consideration of the BoD declaration regarding stipulation of salary and other remuneration to the executive management of the Company						
Ordinær	7,240,977	0	7,240,977	2,557,728	0	9,798,705
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	73.90 %	0.00 %	73.90 %	26.10 %	0.00 %	
total sc in %	57.58 %	0.00 %	57.58 %	20.34 %	0.00 %	
Total	7,240,977	0	7,240,977	2,557,728	0	9,798,705
Agenda item 7 Stipulation of remuneration to the members of the Board of Directors and the Audit Committee						
Ordinær	7,240,977	0	7,240,977	2,557,728	0	9,798,705
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	73.90 %	0.00 %	73.90 %	26.10 %	0.00 %	
total sc in %	57.58 %	0.00 %	57.58 %	20.34 %	0.00 %	
Total	7,240,977	0	7,240,977	2,557,728	0	9,798,705
Agenda item 8 Stipulation of remuneration to the members of the Nomination Committee						
Ordinær	7,240,977	0	7,240,977	2,557,728	0	9,798,705
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	73.90 %	0.00 %	73.90 %	26.10 %	0.00 %	
total sc in %	57.58 %	0.00 %	57.58 %	20.34 %	0.00 %	
Total	7,240,977	0	7,240,977	2,557,728	0	9,798,705
Agenda item 9 Approval of remuneration to the auditor for 2019						
Ordinær	7,240,977	0	7,240,977	2,557,728	0	9,798,705
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	73.90 %	0.00 %	73.90 %	26.10 %	0.00 %	
total sc in %	57.58 %	0.00 %	57.58 %	20.34 %	0.00 %	
Total	7,240,977	0	7,240,977	2,557,728	0	9,798,705
Agenda item 10 Election of member to the Board of Directors						
Ordinær	7,240,977	0	7,240,977	2,557,728	0	9,798,705
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	73.90 %	0.00 %	73.90 %	26.10 %	0.00 %	
total sc in %	57.58 %	0.00 %	57.58 %	20.34 %	0.00 %	
Total	7,240,977	0	7,240,977	2,557,728	0	9,798,705
Agenda item 11 Election of members to the Nomination Committee						
Ordinær	7,240,977	0	7,240,977	2,557,728	0	9,798,705

Shares class	FOR	Against	Poll in	Abstain	Poll not registered	Represented shares with voting rights
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	73.90 %	0.00 %	73.90 %	26.10 %	0.00 %	
total sc in %	57.58 %	0.00 %	57.58 %	20.34 %	0.00 %	
Total	7,240,977	0	7,240,977	2,557,728	0	9,798,705
Agenda Item 12 Amendment of the articles of association						
Ordinær	7,240,977	0	7,240,977	2,557,728	0	9,798,705
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	73.90 %	0.00 %	73.90 %	26.10 %	0.00 %	
total sc in %	57.58 %	0.00 %	57.58 %	20.34 %	0.00 %	
Total	7,240,977	0	7,240,977	2,557,728	0	9,798,705
Agenda item 13 Authorization to the Board of Directors for payment of dividends						
Ordinær	7,240,977	0	7,240,977	2,557,728	0	9,798,705
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	73.90 %	0.00 %	73.90 %	26.10 %	0.00 %	
total sc in %	57.58 %	0.00 %	57.58 %	20.34 %	0.00 %	
Total	7,240,977	0	7,240,977	2,557,728	0	9,798,705
Agenda Item 14 Authorization to the Board of Directors to acquire own shares in connection with acquisitions, mergers, de-mergers or other transactions						
Ordinær	7,240,977	0	7,240,977	2,557,728	0	9,798,705
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	73.90 %	0.00 %	73.90 %	26.10 %	0.00 %	
total sc in %	57.58 %	0.00 %	57.58 %	20.34 %	0.00 %	
Total	7,240,977	0	7,240,977	2,557,728	0	9,798,705
Agenda item 15 Authorization to the Board of Directors to acquire own shares for the purpose of investment or subsequent sale or deletion of such shares						
Ordinær	7,240,977	0	7,240,977	2,557,728	0	9,798,705
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	73.90 %	0.00 %	73.90 %	26.10 %	0.00 %	
total sc in %	57.58 %	0.00 %	57.58 %	20.34 %	0.00 %	
Total	7,240,977	0	7,240,977	2,557,728	0	9,798,705
Agenda Item 16 to the BoD to increase the share capital for new shipbuilding projects or other future investments within the Company's scope of operations						
Ordinær	7,240,977	0	7,240,977	2,557,728	0	9,798,705
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	73.90 %	0.00 %	73.90 %	26.10 %	0.00 %	
total sc in %	57.58 %	0.00 %	57.58 %	20.34 %	0.00 %	
Total	7,240,977	0	7,240,977	2,557,728	0	9,798,705

Registrar for the company:

DNB Bank ASA

Signature company:

PHILLY SHIPYARD ASA

Share information

Name	Total number of shares	Nominal value	Share capital	Voting rights
Ordinær	12,574,766	10.00	125,747,660.00	Yes
Sum:				

§ 5-17 Generally majority requirement
requires majority of the given votes

§ 5-18 Amendment to resolution
Requires two-thirds majority of the given votes
like the issued share capital represented/attended on the general meeting