


**Wilh. Wilhelmsen**
**Wilh. Wilhelmsen ASA Extraordinary General Meeting**
**NAME & ADDRESS:**

Extraordinary general meeting in Wilh. Wilhelmsen  
ASA on 25 January 2017 at 09:00 hours (CET) at  
Strandveien 20, 1366 Lysaker, Norway

In the event the shareholder is a legal entity, it will be represented by:  
(To grant proxy, use the proxy form below)

.....  
Name of representative  
(*capital letters*)

**ATTENDANCE FORM**

If you wish to attend the extraordinary general meeting, please send this form to the company's registrar, Nordea Bank Norge ASA, Issuer Services, P.O.Box 1166 Sentrum, N-0107 Oslo, Norway, fax: +47 22 48 63 49 or email: [issuerservices@nordea.com](mailto:issuerservices@nordea.com). The completed form must be received **no later than 23 January 2017 at 09:00 hours (CET)**. The form may also be completed online via the company's website [www.wilhelmsenasa.com/about/investor](http://www.wilhelmsenasa.com/about/investor) or VPS Investor Service.

The undersigned will attend the extraordinary general meeting of Wilh. Wilhelmsen ASA on 25 January 2017 and represent:

..... own shares.  
..... other shares in accordance with enclosed proxy(ies).  
A total of ..... shares.

.....  
SHAREHOLDER'S NAME (*capital letters*)

.....  
PLACE / DATE

.....  
SHAREHOLDER'S SIGNATURE

**ADVANCE VOTING**

Shareholders may submit votes in a period prior to the extraordinary general meeting. Advanced voting may be registered online via the company's website [www.wilhelmsenasa.com/about/investor](http://www.wilhelmsenasa.com/about/investor) or VPS Investorservice.

## PROXY WITH VOTING INSTRUCTIONS

If you wish to give voting instruction to the proxy holder, please use this proxy form. The items in the detailed proxy below refer to items on the agenda of the extraordinary general meeting. A detailed proxy with voting instructions may be granted to a nominated proxy holder. A proxy not naming a specific proxy holder will be deemed given to the chairman of the board of directors or any person designated by the chairman of the board of directors.

The completed form must be received **no later than 23 January 2017 at 09:00 hours (CET)**.

Please send the completed proxy form to the company's registrar, Nordea Bank Norge ASA, Issuer Services, P.O.Box 1166 Sentrum, N-0107 Oslo, Norway, fax: +47 22 48 63 49 or email: [issuerservices@nordea.com](mailto:issuerservices@nordea.com). The form may also be filled out electronically via the company's website [www.wilhelmsen.com/about/investor](http://www.wilhelmsen.com/about/investor) or VPS Investorservice

The undersigned shareholder (*capital letters*), ..... hereby

### authorises

- ☐ Chairman of the board of directors,  
☐ CEO, **or**  
☐ .....  
Name of nominated proxy holder (*capital letters*)

proxy to attend and vote for my/our shares at the extraordinary general meeting of Wilh. Wilhelmsen ASA on 25 January 2017 at 09:00 hours (CET).

The votes shall be cast in accordance with the instructions below. **Please note that any items below not voted for (not ticked off), will be deemed as an instruction to vote "in favour" of the proposals in the notice.** To the extent proposals are put forward by any person or entity other than the board of directors, or in addition to, or instead of, the proposals in the notice, the proxy determines the voting. In case the contents of the voting instructions are ambiguous, the proxy holder will base his/her understanding on a reasonable understanding of the wording of the proxy. Where no such reasonable understanding can be found, the proxy may at his/her discretion refrain from voting.

## AGENDA EXTRAORDINARY GENERAL MEETING 25 JANUARY 2017

		In favour	Against	Abstention	At proxy's discretion
1	Adoption of the notice and the agenda				
3.1	Approval of merger plan				
3.2	New articles of association				
3.3	Election of members to the new board of directors with effect from completion of merger				
3.4	Election of members to the nomination committee with effect from completion of merger				
3.5	Adoption of instructions to the nomination committee with effect from completion of merger				

.....  
PLACE / DATE

.....  
SHAREHOLDER'S SIGNATURE

If the shareholder is a company, please attach the shareholder's certificate of registration to the proxy.