

WILH. WILHELMSSEN HOLDING ASA NOTICE OF ANNUAL GENERAL MEETING

Thursday 2 May 2024 at 10:00 hours CEST

The Annual General Meeting will be held as a digital meeting.

The meeting will be available for shareholders on the following website:

<https://dnb.lumiagm.com/> and meeting ID: 156-947-484, or directly <https://dnb.lumiagm.com/156947484>.

Further information on how to attend the meeting, including how to attend digitally, vote in advance, or delegate proxy is attached to the notice and provided on the company's website wilhelmsen.com.

The Annual General Meeting will be opened by the chair of the board of directors, Carl E Steen, in accordance with Section 5-12 of the Norwegian Public Limited Liability Companies Act, who will register the list of shareholders attending.

AGENDA

1. Election of a chairperson and a person to co-sign the minutes together with the chairperson

The board proposes that Anne Lise E. Gryte, partner at Wiersholm, is elected to chair the meeting, and that a person participating in the Annual General Meeting is elected to co-sign the minutes.

2. Approval of the notice and the agenda

The board proposes that the following resolution is adopted:

"The Annual General Meeting approves the notice and the agenda."

3. Approval of the annual accounts and directors' report for the financial year 2023 for Wilh. Wilhelmsen Holding ASA and the group, including distribution of dividend

The Annual report 2023, including the annual accounts and the Directors' report for Wilh. Wilhelmsen Holding ASA and the group, together with the Auditor's report, are made available on the company's website wilhelmsen.com.

The board proposes that the following resolution is adopted:

"The Annual General Meeting approves the annual accounts and the Directors report for Wilh. Wilhelmsen Holding ASA and the group for the financial year 2023. Based on the approved annual accounts for 2023, the Annual General Meeting approves that a dividend of NOK 10.00 per share is distributed. The dividend accrues to the shareholders as of 2 May 2024 (registered in Verdipapirsentralen, Euronext Securities Oslo on 6. May 2024 according to the ordinary T+2 clearance)."

The company's shares will be traded ex dividend as from 3 May 2024. Expected dividend payment date is 31 May 2024.

4. Authorization of the board of directors to distribute dividend

The board wishes to continue the practice of distributing dividend twice a year.

The board proposes that the following resolution is adopted:

"The Annual General Meeting authorises the board of directors to distribute additional dividend based on the company's approved annual accounts for 2023. Total additional dividend cannot exceed NOK 8.00 per share. The authorisation is valid until the Annual General Meeting in 2025."

5. Approval of the fee to the company's auditor

The board proposes that the following resolution is adopted:

"The Annual General Meeting approves Pricewaterhouse Coopers AS' fee for audit of Wilh. Wilhelmsen Holding ASA for the financial year 2023 of NOK 758,000 (excluding VAT)."

6. Statement on corporate governance

Pursuant to Section 5-6 (5) of the Norwegian Public Limited Liability Companies Act, the general meeting shall consider the board's statement on corporate governance submitted in accordance with Section 3-3 b of the Norwegian Accounting Act. The Corporate governance report is available on the company's website wilhelmsen.com.

The Corporate governance report shall not be subject to a vote at the general meeting.

7. Approval of Remuneration guideline for senior executives

Pursuant to Section 6-16 a of the Norwegian Public Limited Liability Companies Act, the board shall prepare remuneration guidelines for senior executives. The guidelines shall be approved by the general meeting in the event of any significant amendment, and at least every four years.

The Remuneration guideline for senior executives was last approved by the Annual General Meeting on 27 April 2023. The guideline has since been significantly amended. The previously approved guideline and the new proposed guideline are available on the company's website wilhelmsen.com.

The board proposes that the following resolution is adopted:

"The Annual General Meeting approves the amended Remuneration guideline for senior executives."

8. Advisory vote on the Remuneration report

Pursuant to Section 6-16 b (2) of the Norwegian Public Limited Liability Companies Act, the board shall for each accounting year ensure preparation of a report on the salaries and other remuneration of senior executives covered by section 6-16 a of the Norwegian Public Limited Liability Companies Act. The Remuneration report is available on the company's website wilhelmsen.com. The report has been reviewed by the company's auditor in accordance with the Norwegian Public Limited Liability Companies Act section 6-16 b (4). An advisory vote is to be held at the Annual General Meeting concerning the report.

The board proposes that the following resolution is adopted:

"The Annual General Meeting endorses the Remuneration report 2023."

Agenda items 9-12. Proposal from the nomination committee

Reference is made to the proposal from the nomination committee of Wilh. Wilhelmsen Holding ASA to its Annual General Meeting to be held 2 May 2024, which is available on the company's website wilhelmsen.com.

The proposed resolutions on agenda items 9-12 are all in accordance with the proposal from the nomination committee.

9. Remuneration of the members of the board of directors

Proposed resolution:

"In line with the proposal from the nomination committee, the Annual General Meeting approves the following remuneration of the members of the board for the period from the Annual General Meeting in 2023 until the Annual General Meeting in 2024:

<i>The chair of the board:</i>	<i>NOK 787,500</i>
<i>The other board members:</i>	<i>NOK 472,500</i>
<i>The chair of the audit committee:</i>	<i>NOK 120,000</i>
<i>The other audit committee members:</i>	<i>NOK 40,000</i>
<i>The chair of the remuneration and people committee:</i>	<i>NOK 60,000</i>
<i>The other remuneration and people committee members:</i>	<i>NOK 40,000"</i>

10. Remuneration of the members of the nomination committee

Proposed resolution:

"In line with the proposal from the nomination committee, the Annual General Meeting approves the following remuneration of the members of the nomination committee for the period from the Annual General Meeting in 2023 until the Annual General Meeting in 2024:

<i>The chair of the nomination committee:</i>	<i>NOK 47,250</i>
<i>The other members of the nomination committee:</i>	<i>NOK 36,750"</i>

11. Election of members of the board of directors

The board is made up of five to seven members including the chair and up to three deputy members. Board members Rebekka Glasser Herlofsen, Ulrika Laurin and Trond Westlie are up for election.

Proposed resolution:

"In line with the proposal from the nomination committee, the Annual General Meeting adopts the following resolution: Rebekka Glasser Herlofsen and Ulrika Laurin are re-elected as board members for a period of two years. Thomas F. Borgen is elected as new board member for a period of two years."

12. Election of members of the nomination committee

The nomination committee shall consist of two to four members, including the chair. The full nomination committee including the chair is up for election.

Proposed resolution:

"In line with the proposal from the nomination committee, the Annual General Meeting adopts the following resolution: Jan Gunnar Hartvig is re-elected as chair and Frederik Selvaag and Silvija Seres are re-elected as members of the nomination committee for a period of two years."

13. Authorization of the board of directors to acquire shares in the company

The board wishes to maintain the option, on behalf of the company, to acquire shares in the company.

The board proposes that the following resolution is adopted:

"The Annual General Meeting grants the following authority to the board of directors:

- 1. In accordance with Section 9-4 of the Norwegian Public Limited Liability Companies Act, the board of directors is granted an authorisation to, on behalf of the company, acquire own shares with a total nominal value of up to NOK 89,160,000, which is equivalent to 10% of the share capital.*
- 2. The maximum amount which can be paid for each share is NOK 550 and the minimum is NOK 20.*
- 3. Acquisition and sale of own shares may take place in any way the board of directors finds appropriate, however, not by subscription of own shares.*
- 4. Shares acquired may be used either in connection with acquisitions, in connection with employee share programs, for subsequent deletion of such shares, or in a combination of these purposes.*
- 5. The authorization is valid until the company's Annual General Meeting 2025, but no longer than until 30 June 2025."*

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Shares in the company

Wilh. Wilhelmsen Holding ASA is a public limited liability company subject to the rules of the Norwegian Public Limited Liability Companies Act. As of the date of this notice, the company has issued 44,580,000 shares, divided into 34,000,000 class A shares and 10,580,000 class B shares. Class A shares have voting rights at the general meeting. The shares have equal rights in all other respects. The company cannot vote for own shares held by the company. As of the date of this notice, the company owns 826,300 own shares, split on 306,300 A-shares and 519,559 B-shares.

Voting, participation, and shareholders' rights

Shareholders have the right to attend the Annual General Meeting, either in person or through a proxy.

In accordance with section 5-2 (1) of the Norwegian Public Limited Liability Companies Act, only shareholders in the company five business days prior to the Annual General Meeting (Record date), i.e. Wednesday 24 April 2024, have the right to participate and vote at the Annual General Meeting.

Shareholders who wish to participate at the Annual General Meeting must notify the company. Notice of participation must be received by the company (registrar) latest two working days prior to the Annual General Meeting, i.e. latest Monday 29 April. The notice can be registered electronically through VPS Investor Services, through the link available at the company's website wilhelmsen.com, or using the enclosed attendance form which can be sent by e-mail to genf@dnb.no, or by postal mail to DNB Bank ASA Verdipapirservice, Postboks 1600 Sentrum, 0021 Oslo.

According to section 1-8 of the Norwegian Public Limited Liability Companies Act, as well as regulations on intermediaries covered by section 4-5 of the Norwegian Act on Central Securities Depositories and Securities Settlement, notices to owners of shares held through a nominee account is only sent to the custodian. The custodian is obliged to pass on notices between the issuer and shareholders. Holders of nominee-registered shares must communicate with their custodian who is responsible for communicating advance votes, authorisations and/or registration to the Annual General Meeting by the registration deadline of 29 April 2024 to the company (registrar). Custodians must communicate instructions from owners of shares held through a nominee account through an automated system, but note that if an owner wishes to participate in person in the Annual General Meeting, the custodian must also notify the company's registrar DNB Bank ASA, by email genf@dnb.no, in order to receive the necessary login details to the Annual General Meeting.

Voting may be done in advance, in form of a proxy, or through online participation. The deadline for electronic registration of advance votes, proxy, and instructions is Monday 29 April 2024. Advance votes, proxies and instructions submitted by post or e-mail must be received by the registrar no later than Monday 29 April 2024.

The Annual General Meeting will be held as a digital meeting via Lumi AGM. By participating digitally shareholders can follow the Annual General Meeting live via webcast, vote on each agenda item, and submit questions. Participation requires pre-registration within the set deadline on Monday 29 April 2024, and to vote shareholders must be logged on before the Annual General Meeting starts.

Shareholders have the right to speak at the Annual General Meeting and to table alternative resolutions for items included on the agenda. Shareholders also have the right to require information by members of the board of directors and management on issues which may affect the assessment of (i) approvals of the annual account and the annual report, (ii) matters that are presented to the shareholders for decision and (iii) the company's financial situation, including information about activities in other companies in which the company participates, and other matters to be discussed in the Annual General Meeting, unless the requested information cannot be disclosed without causing disproportionate harm to the company.

Electronic information

This notice, the attendance form, form for advance vote, proxy form, as well as other documents concerning topics to be covered by the Annual General Meeting are available at the company's website wilhelmsen.com. According to the second last paragraph of Article 8 of the Articles of association, it is not necessary to forward to the shareholders documents relating to matters to be deliberated by the General Meeting provided that such documents are available on the website of the company. If a shareholder nevertheless wishes to receive documents to be considered by the Annual General Meeting, a request can be made to Wilh. Wilhelmsen Holding ASA, P.O. Box 33, NO-1324 Lysaker, attention Investor Relations, or on e-mail to aage.sturtzel@wilhelmsen.com.

10 April 2024

on behalf of the board of directors of Wilh. Wilhelmsen Holding ASA

Carl E Steen
Chair

Ref. no.:**PIN-code:****Notice of Annual General Meeting**

The Annual General Meeting of Wilh. Wilhelmsen Holding ASA will be held on Thursday 2 May 2024 at 10:00 CET as a digital meeting.

The shareholder is registered with the following amount of shares at summons: _____ and vote for the number of shares registered in the shareholder register in Euronext Securities Oslo (ESO) per the Wednesday 24 April 2024 Record date.

The deadline for notice of attendance, registration of advance votes, proxy, and instructions is Monday 29 April.

Electronic registration

Alternatively, use the "Form for submission by post or e-mail for shareholders who cannot register their elections electronically".

Step 1 – Register yourself before the deadline for enrollment/registration:

- Either through the company's website www.wilhelmsen.com using the reference number and PIN-code (for those of you who receive the notice by postal mail), or
- Log in through VPS Investor services, available at <https://investor.vps.no/garm/auth/login> or through your own account operator (bank/broker).

Once logged in VPS Investor services, select *Corporate Actions – General Meeting – ISIN*

You will see your Name, **Ref.no.**, **PIN-code** and Holdings. At the bottom you will find these choices:

Enroll	Advance Vote	Delegate proxy	Close
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"Enroll" – Here you may register participation at the digital Annual General Meeting. There is a statutory requirement for registration. All shareholders will have the opportunity to log in to the meeting, but in order to have the right to speak and vote, you must have enrolled by the specified deadline.

"Advance Vote" – Here you may vote in advance.

"Delegate Proxy" – Here you may give proxy to the chair of the Board of Directors or to another person.

"Close" or **"Back"** - Press this if you do not wish to do any registration.

Step 2 – At the Annual General Meeting:**The Annual General Meeting is arranged as a digital meeting.**

Conditional that you have enrolled within the set deadline, you may login through the following website:

<https://dnb.lumiagm.com/> and meeting ID: 156-947-484, or directly <https://dnb.lumiagm.com/156947484>

You must identify yourself using the **Ref.no.** and **PIN-code** from VPS which you can find in investor services or sent by post on this form (see step 1 above). Shareholders can also get their reference number and PIN-code by contacting DNB Bank Registrars Department by phone +47 23 26 80 20 (08:00 am – 3:30 pm).

If you are not logged in before the meeting starts, you will be granted access, but without the right to vote.

Ref.no.:
PIN-code:
Form for submission by post or e-mail for shareholders who cannot register their voting electronically.

The signed form can be sent as an attachment in an e-mail* to genf@dnb.no (scan this form) or by post service to DNB Bank Registrars Department, P.O Box 1600 centrum, 0021 Oslo. Registration of advance votes, proxies and instructions must be received no later than **29 April 2024**. If the shareholder is a company, the signature must be in accordance with the company certificate.

**Will be unsecured unless the sender himself secure the e-mail.*

_____ would like his/her shares to be represented at the Annual General Meeting in Wilh. Wilhelmsen Holding ASA as follows (mark the relevant box):

- ☐ Enrol for online participation (do not mark the matters below)
- ☐ Proxy of attorney to the chair of the board of directors (or the person he or she authorizes)
(mark "For", "Against" or "Abstain" on the individual agenda items if you want the Proxy to be with instructions)
- ☐ Advance votes (mark «For», «Against» or «Abstain» on the individual agenda items)
- ☐ Open proxy (do not mark the items below – agree directly with your proxy solicitor if you wish to give instructions on how to vote) to:

(enter the proxy solicitors name in the block letters)

Note: Proxy holder must contact DNB Bank Registrars Department by phone +47 23 26 80 20 (08:00 am – 3:30 pm) for login details for online participation.

Voting must take place in accordance with the instructions below. Missing or unclear markings are considered a vote in line with the board's and the nomination committee's recommendations. If a proposal is put forward in addition to, or as a replacement for, a proposal in the notice, the proxy holder determines the voting.

Agenda for the Annual General Meeting on 2 May 2024		For	Against	Abstain
1.	Election of a chairperson and a person to co-sign the minutes together with the chairperson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	Approval of the notice and the agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Approval of the annual accounts and directors' report for the financial year 2023 for Wilh. Wilhelmsen Holding ASA and the group, including distribution of dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Authorization of the board of directors to distribute dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Approval of the fee to the company's auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Statement on corporate governance	No voting		
7.	Approval of the Remuneration guideline for senior executives	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	Advisory vote on the Remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.	Remuneration of the members of the board of directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.	Remuneration of the members of the nomination committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11a.	Election of Rebekka Glasser Herlofsen as board member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11b.	Election of Ulrika Laurin as board member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11c.	Election of Thomas F. Borgen as board member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12a.	Election of Jan Gunnar Hartvig as nomination committee chair	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12b.	Election of Frederik Selvaag as nomination committee member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12c.	Election of Silvija Seres as nomination committee member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13.	Authorization of the board of directors to acquire shares in the company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The form must be dated and signed

Place

Date

Shareholder's signature

GUIDE FOR ONLINE PARTICIPATION WILH. WILHELMSEN HOLDING ASA 2 MAY 2024

Wilh. Wilhelmsen Holding ASA will hold its annual general meeting on 2 May 2024 at 10:00 am CET as a hybrid / digital meeting, where you get the opportunity to participate online with your PC, phone or tablet. Below is a description of how to participate online.

We also point out that you also can vote in advance or give a proxy before the meeting. See the notice for further details on advance voting and how to authorize a proxy. If you vote in advance or give a proxy, you can still log on to the general meeting to follow and ask questions, but you will not have the opportunity to vote on the items.

By participating online, shareholders will receive a live webcast from the general meeting, the opportunity to ask questions, and vote on each of the items. Secure identification of shareholders is done by using the unique reference number and PIN code assigned to each shareholder by the Norwegian Central Securities Depository (**Euronext Securities Oslo**) in relation to this General Meeting.

Registration is required for shareholders who want to participate online, and shareholders **must be logged in before the general meeting starts**. Log ins after meeting has started will receive access, but with no voting rights.

Shareholders who do not find their reference number and PIN code for access, or have other technical questions are welcome to call DNB Registrars Department on phone + 47 23 26 80 20 (between 08:00-15:30)

HOW TO ACCESS THE ONLINE GENERAL MEETING

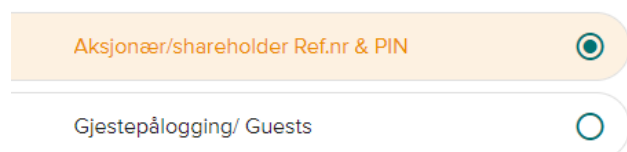
To be able to participate online, you must go to the following website: <https://dnb.lumiagm.com>

either on your smartphone, tablet, or PC. All major known browsers, such as Chrome, Safari, Edge, Firefox etc. are supported.

enter Meeting ID: **156-947-484** and click **Join**:

Alternatively put direct link in your browser <https://dnb.lumiagm.com/156947484>

As the company has decided to allow for guest log ins you will be prompted to decide between



Aksjonær/shareholder Ref.nr & PIN

Gjestepålogging/ Guests

If you choose Guests, you will be asked to state your name and e-mail. You will not have voting rights or the right to speak in the meeting.

If you are a shareholder, choose Shareholder Ref.nr & PIN. You must then identify yourself with.

a) Ref. number from VPS for the general meeting

b) PIN code from VPS for general meeting

Once you have logged in, you will be taken to the information page for the general meeting. Here you will find information from the company, and how this works technically. **Note that you must have internet access throughout the meeting. If you for some reason log off, just log in again following steps above.**

HOW TO RECEIVE YOUR REFERENCE NUMBER AND PIN CODE

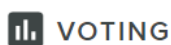
All shareholders registered in the VPS are assigned their own unique reference and PIN code for use in the General Meeting, available to each shareholder through VPS Investor Services. Access VPS Investor Services, select Corporate Actions, General Meeting. Click on the ISIN and you can see your reference number (Ref.nr.) and PIN code.

All VPS directly registered shareholders have access to investor services either via <https://investor.vps.no/garm/auth/login> or internet bank. Contact your VPS account operator if you do not have access.

Shareholders who have not selected electronic corporate messages in Investor Services will also receive their reference number and PIN code by post together with the summons from the company (on registration form).

Custodian registered shareholders: Shares held through Custodians (nominee) accounts must exercise their voting rights through their custodian. Please contact your custodian for further information.

HOW TO VOTE



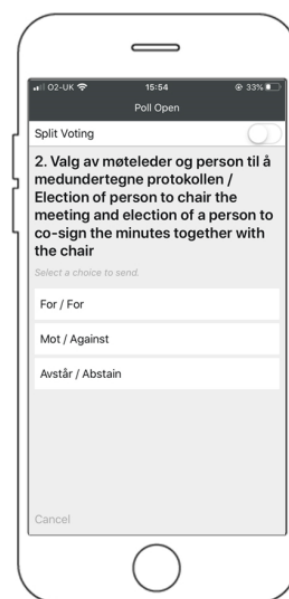
VOTING

When items are available for voting, you can vote on all items as quickly as you wish. Items are closed for voting as the general meeting considers them. Items will be pushed to your screen. Click on the vote icon if you click away from the poll.

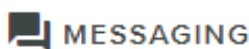
To vote, press your choice on each of the issues. FOR, AGAINST or ABSTAIN. Once you have cast your vote, you will see that your choice is marked. You also get a choice where you can vote jointly on all items. If you use this option, you can still override the choice on items one by one if desired.

To change your vote, click on another option. You can also choose to cancel. You can change or cancel your vote until the chair of the meeting concludes the voting on the individual items. Your last choice will be valid.

NB: Logged in shareholders who have voted in advance or given a power of attorney will not have the opportunity to vote but can follow and write messages if desired.



QUESTIONS TO THE CHAIRPERSON



MESSAGING

Questions or messages relating to the items on the agenda can be submitted by the shareholder or appointed proxy at any time during the meeting as long as chair of the meeting holds this open.

If you would like to ask a question relating to the items on the agenda, select the messaging icon.

Enter your question in the message box that says "Ask a Question". When you have finished writing your question, click on the submit button.

Questions submitted online will be moderated before going to the chair. This is to avoid repetition of questions as well as removal of inappropriate language.

All shareholders who submit questions will be identified with their full names, but not holding of shares.

Verbal questions:

- If you want to ask questions verbally, press the "Request the floor" button in the webcast.
- "Request the floor" takes you to a waiting room where we will check that this is technically possible for you. The chair of the meeting is notified that you wish to have the floor and will let you know when you may speak.