

MINUTES OF ANNUAL GENERAL MEETING IN WILH. WILHELMSEN HOLDING ASA

The Annual General Meeting of Wilh. Wilhelmsen Holding ASA, registration number 995 277 905, (the “**Company**”) was held on Wednesday 30 April 2025 at 10:00 hours (CEST). The Annual General Meeting was held as a digital meeting.

In accordance with Section 5-12 of the Norwegian Public Limited Liability Companies Act, the Annual General Meeting was opened by the chair of the board of directors Mr. Carl E. Steen, who also registered the attached list of shareholders attending.

	Total shares	Own shares	Total shares excluding own shares	Shares represented	Per cent (excluding own shares)
A-shares	34 000 000	1 393 506	32 606 494	25 794 839	79,11%
B-shares	10 580 000	906 367	9 673 633	5 654 573	58,45%
Total shares	44 580 000	2 299 873	42 280 127		

The list was approved by the Annual General Meeting.

Present were chair of the board of directors Carl E. Steen, Group CEO Thomas Wilhelmsen, Group CFO Christian Berg, nomination committee leader Jan Gunnar Hartvig, and the auditor PricewaterhouseCoopers, represented by engagement audit partner Martin Henrik Alexandersen.

The following matters were dealt with:

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

Anne Lise E. Gryte, partner at Wiersholm, was elected to chair the meeting. Åge Sturtzel was elected to co-sign the minutes together with the chairperson.

The voting result is set out in the enclosed voting protocol.

2 Approval of the notice and the agenda

The Annual General Meeting approves the notice and the agenda.

The voting result is set out in the enclosed voting protocol.

3 Approval of the annual accounts and directors’ report for the financial year 2024 for Wilh. Wilhelmsen Holding ASA and the group, including distribution of dividend

The Annual report 2024, including the annual accounts and Directors’ report for Wilh. Wilhelmsen Holding ASA and the group, together with the Auditor’s report, are made available on the Company’s website.

In accordance with the board’s proposal, the Annual General Meeting passed the following resolution:

The Annual General Meeting approves the annual accounts and the Directors report for Wilh. Wilhelmsen Holding ASA and the group for the financial year 2024. Based on the approved annual accounts for 2024, the Annual General Meeting approves that a dividend of NOK 12.00 per share is distributed. The dividend accrues to the shareholders as of 30 April 2025 (registered in Verdipapirsentralen, Euronext Securities Oslo on 5 May 2025 according to the ordinary T+2 clearance).

The voting result is set out in the enclosed voting protocol.

4 Authorization of the board of directors to distribute dividend

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

In accordance with the board's proposal, the Annual General Meeting adopted the following resolution:

The Annual General Meeting authorises the board of directors to distribute additional dividend based on the company's approved annual accounts for 2024. Total additional dividend cannot exceed NOK 8.00 per share. The authorisation is valid until the Annual General Meeting in 2026.

The voting result is set out in the enclosed voting protocol.

5 Approval of the fee to the Company's auditor

In accordance with the board's proposal, updated to also include the Company's sustainability reporting, the Annual General Meeting adopted the following resolution:

The Annual General Meeting approves PricewaterhouseCoopers AS' fee for audit of Wilh. Wilhelmsen Holding ASA for the financial year 2024 of NOK 713,900 (excluding VAT) for financial reporting and NOK 2,768,000 (excluding MVA) for limited assurance of the Company's sustainability reporting (excluding MVA).

The voting result is set out in the enclosed voting protocol.

6 Statement on corporate governance

The statement on corporate governance was considered by the Annual General Meeting. The report is made available on the Company's website.

The Annual General Meeting noted the statement.

7 Advisory vote on the Remuneration report

The Remuneration report is available on the Company's website.

In accordance with the board's proposal, the Annual General Meeting adopted the following resolution:

The Annual General Meeting endorses the Remuneration report 2024.

The voting result of the advisory vote is set out in the enclosed voting protocol.

Agenda items 8-10. Proposal from the nomination committee

The proposal from the nomination committee of Wilh. Wilhelmsen Holding ASA to its Annual General Meeting is available on the Company's website.

8 Remuneration of the members of the board of directors

The Annual General Meeting adopted the following 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 2024 until the Annual General Meeting in 2025:

<i>The chair of the board:</i>	<i>NOK 810,000</i>
<i>The other board members:</i>	<i>NOK 487,000</i>
<i>The chair of the audit committee:</i>	<i>NOK 124,000</i>
<i>The other audit committee members:</i>	<i>NOK 67,000</i>
<i>The chair of the remuneration and people committee:</i>	<i>NOK 62,000</i>
<i>The other remuneration and people committee members:</i>	<i>NOK 41,500</i>

The voting result is set out in the enclosed voting protocol.

9 Remuneration of the members of the nomination committee

The Annual General Meeting adopted the following 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 2024 until the Annual General Meeting in 2025:

<i>The chair of the nomination committee:</i>	<i>NOK 49,000</i>
<i>The other members of the nomination committee:</i>	<i>NOK 38,000</i>

The voting result is set out in the enclosed voting protocol.

10 Election of members of the board of directors

The Annual General Meeting adopted the following resolution:

In line with the proposal from the nomination committee, the Annual General Meeting adopts the following resolution: Carl E. Steen is re-elected as board chair for a period of two years and Morten Borge is re-elected as board member for a period of two years.

The voting result is set out in the enclosed voting protocol.

11 Decrease of share capital through liquidation of own Class A and Class B shares

As of the date of the Annual General Meeting, the Company owns 2,299,873 of its own shares, divided into 1,393,506 Class A shares and 906,367 Class B shares. The subsequent deletion of own shares is one of the purposes specified in the general meeting's authorisation to the board to acquire own shares. The board proposes that all own shares be redeemed and deleted, except for 69,873 Class A shares for use in future employee share programmes. With regard to matters to be considered in connection with the capital reduction, reference is made to the annual accounts for 2024, which are available on the Company's website.

The Company's auditor has confirmed that there is coverage for the Company's tied-up equity after the implementation of the capital reduction, which is made available on the Company's website

In accordance with the board's proposal, the Annual General Meeting adopted the following resolution:

The Annual General Meeting resolve that the share capital is reduced from NOK 891,600,000 by NOK 44,600,000 to NOK 847,000,000 by liquidation of 1,323,633 own Class A shares and 906,367 own Class B shares denominated NOK 20 per share.

Furthermore, the Annual General Meeting adopts the following amendment to § 4 of the Articles of Association. The amendment will take effect from the date of registration of the implementation of the capital reduction in the Register of Business Enterprises:

The new first sentence of § 4 of the Articles of Association is amended to: The company's share capital is NOK 847,000,000, divided into 32,676,367 Class A shares and 9,673,633 Class B shares, totalling 42,350,000 shares at NOK 20 each.

The voting result is set out in the enclosed voting protocol.

12 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.

In accordance with the board's proposal, the Annual General Meeting adopted the following resolution:

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 84,700,000, which is equivalent to 10% of the share capital.*
- 2. The maximum amount which can be paid for each share is NOK 600 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 2026, but no longer than until 30 June 2026.*

The voting result is set out in the enclosed voting protocol.

* * *

There were no further matters to address.

The Annual General Meeting was then adjourned.

Lysaker, 30 April 2025

Anne Lise E. Gryte
(meeting chair)
Signed in Norwegian only

Åge Sturtzel
(co-signatory)
Signed in Norwegian only

Appendixes:

- List of shareholders attending (Attendance Summary Report)
- Voting on each agenda item.

Vedlegg 1 / Appendix 1: Fremmøtte aksjonærer / Shareholders present

Totalt representert / Attendance Summary Report

Wilh. Wilhemsen Holding ASA

Generalforsamling / AGM

onsdag 30. april 2025

	A and B Shares TOTAL	A Shares	B Shares
Antall personer deltakende i møtet / Registered Attendees:	4	4	3
Totalt stemmeberettiget aksjer representert / Total Votes Represented:	31 451 518	25 794 839	5 654 573
Totalt antall kontoer representert / Total Accounts Represented:	334	270	81
Totalt stemmeberettiget aksjer / Total Voting Capital:	42 280 127	32 606 494	9 673 633
% Totalt representert stemmeberettiget / % Total Voting Capital Represented:	74,39 %	79,11 %	58,45 %
Totalt antall utstede aksjer / Total Capital:	44 580 000	34 000 000	10 580 000
% Totalt representert av aksjekapitalen / % Total Capital Represented:	70,55 %	75,87 %	53,45 %
Selskapets egne aksjer / Company Own Shares:	2 299 873	1 393 506	906 367

Sub Total: 12 10 566 759

<u>Kapasitet / Capacity</u>	<u>Registrerte Deltakere / Registered Attendees</u>	<u>Registrerte Stemmer / Registered Votes</u>	<u>Kontoer / Accounts</u>
Aksjonær / Shareholder A shares (web)	3	20 884 759	3
Aksjonær / Shareholder B shares (web)	2	2 336 044	2
Gjest / Guest (web)	3	0	0
Forhåndsstemmer / Advance votes A shares	1	4 316 077	239
Forhåndsstemmer / Advance votes B shares	1	3 066 593	62
Styrets leder med instruksjoner / COB with instructions A shares	1	1 872	1
Styrets leder med instruksjoner / COB with instructions B shares	1	234	1
Styrets leder med fullmakt / COB with Proxy A shares	1	592 131	23
Styrets leder med fullmakt / COB with Proxy B shares	1	251 702	16



Freddy Hermansen
DNB Bank ASA
Issuer services

Vedlegg / Appendix 2: Stemmeoversikt / Voting overview

Wilh. Wilhemsen Holding ASA GENERALFORSAMLING / AGM 30 april 2025

Som registreringsansvarlig for avstemningen på generalforsamlingen for aksjonærene i selskapet avholdt den 30 april 2025, BEKREFTES HERVED at resultatet av avstemningen er korrekt angitt som følger:-

/

As scrutineer appointed for the purpose of the Poll taken at the General Meeting of the Members of the Company held on 30 april 2025, I HEREBY CERTIFY that the result of the Poll is correctly set out as follows:-

Totalt antall stemmeberettigede aksjer / Issued voting shares: 42 280 127

	Share Class	STEMMER / VOTES FOR	%	STEMMER / VOTES MOT / AGAINST	%	STEMMER / VOTES AVSTÅR / WITHHELD	STEMMER TOTALT / VOTES TOTAL	% AV STEMME- BERETTIG KAPITAL AVGITT STEMME / % ISSUED VOTING SHARES VOTED	IKKE AVGITT STEMME I MØTET / NO VOTES IN MEETING
1	A Shares	25 791 610	99,99	2 778	0,01	451	25 794 839	74,39 %	0
2	A Shares	25 794 839	100,00	0	0,00	0	25 794 839	74,39 %	0
3	A Shares	25 755 197	99,95	13 814	0,05	25 828	25 794 839	74,39 %	0
4	A Shares	25 783 803	99,96	11 036	0,04	0	25 794 839	74,39 %	0
5	A Shares	25 706 471	99,66	87 197	0,34	1 171	25 794 839	74,39 %	0
7	A Shares	25 574 928	99,22	218 840	0,78	1 071	25 794 839	74,39 %	0
8	A Shares	25 693 624	99,61	100 144	0,39	1 071	25 794 839	74,39 %	0
9	A Shares	25 693 668	100,00	100	0,00	101 071	25 794 839	74,39 %	0
10,1	A Shares	25 480 423	98,76	314 416	1,24	0	25 794 839	74,39 %	0
10,2	A Shares	25 702 646	99,64	91 742	0,36	451	25 794 839	74,39 %	0
11	A Shares	25 794 388	100,00	0	0,00	451	25 794 839	74,39 %	0
11	B Shares	5 639 278	99,73	285	0,01	15 010	5 654 573	58,45 %	0
12	A Shares	25 764 308	99,95	13 814	0,05	16 717	25 794 839	74,39 %	0
12	B Shares	5 639 441	99,73	132	0,00	15 000	5 654 573	58,45 %	0



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