

MINUTES OF EXTRAORDINARY GENERAL MEETING IN WILH. WILHELMSEN HOLDING ASA

The Extraordinary General Meeting of Wilh. Wilhelmsen Holding ASA, reg no 995 277 905, (the "Company") was held on Tuesday 13 November 2012 at 12:00 hours (CET) at the Company's office at Strandveien 20 in Lysaker, Norway.

In accordance with Article 7 or the Articles of Association, the Extraordinary General Meeting was opened and chaired by the chairman of the board of directors, Mr. Diderik Schnitler, who also registered the shareholders attending. A list of the attending shareholders, including number of shares and votes, is enclosed to the minutes.

Thus 27,752,467 of a total of 46,503,824 shares, divided into 24,476,460 class A shares and 3,276,007 class B shares of a total of 34,637,092 class A shares and 11,866,732 class B shares, were represented. This implies that approximately 70,67% of the voting shares in the Company was represented.

Board members in attendance: Diderik Schnitler

Management in attendance: GCEO Thomas Wilhelmsen and GCFO Nils Petter Dyvik

Protocol: Secretary to the Board Ole Christian Troland

The following matters were discussed:

1 ADOPTION OF THE NOTICE AND THE AGENDA

It was noted that the summons to the Extraordinary General Meeting were sent to all shareholders with a known place of residence on 19 October 2012, and that the documents were made available on the Company's website on the same date.

The Chair asked whether there were any remarks to the summons or the agenda. Since there were no objections, the summons and agenda were deemed to be approved. The Chair declared the Extraordinary General Meeting to be legally convened.

2 ELECTION OF A PERSON TO CO-SIGN THE MINUTES

Tor Steinfeld Gjersøe was elected to co-sign the minutes together with the Chair.

The decision was unanimous.

3 ADOPTION OF THE PROPOSAL FOR DIVIDEND

The board of directors' proposal for a second dividend for 2012 was presented. In accordance with the proposal, the Extraordinary General Meeting passed the following resolution regarding distribution of dividend:

"A dividend of NOK 4,50 per share is distributed. The dividend accrues to shareholders as of 13 November 2012."

The decision was unanimous.

Expected payment of dividend is on or about 27 November 2012.

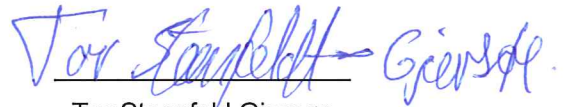
There were no further matters to address.

The Extraordinary General Meeting was then adjourned.



Diderik Schnitler

Sign.



Tor Steinfeld Gjersøe

Sign.