



ANNUAL GENERAL MEETING

IN

WILH. WILHELMSEN ASA

MONDAY 9 MAY 2005 AT 11.00

AT THE PREMISES OF THE COMPANY, STRANDVEIEN 20, 1366 LYSAKER

The Annual General Meeting will be called to order by the Chairman of the Board of Directors Wilhelm Wilhelmsen.

The following matters are to be dealt with and decided on:

1. Adoption of the Summons and the Agenda to the Annual General Meeting.
2. Election of a person to co-sign the Minutes from the Annual General Meeting.
3. Adoption of the Annual Accounts and Annual Report for 2004, including the consolidated accounts and the distribution of dividend.
4. Adoption of the auditor's remuneration.
5. Proposal to delete § 7 in the Articles of Association:

§ 7: "The acquisition of shares is subject to consent. Consent can only be refused if there is a qualified reason for doing so."

6. Determination of the remuneration for Board Members and Deputy Board Members.
7. Extension of the authorization to the Board of Directors to purchase shares in the Company.
8. Election of Members and Deputy Members to the Board.

Shareholders wishing to participate in the General Meeting must, in accordance with § 6 of the Articles of Association, not later than 2 working days in advance, i.e. latest Wednesday 4 May 2005, give notice to the company, Attn.: Marianne H. Wang, P. O. Box 33, NO-1324 Lysaker, Norway.

Subject to adoption by the Annual General Meeting of the Annual Accounts and Annual Report for 2004 and approval of the proposal set out under item 3 regarding distribution of dividend, a dividend of NOK 4.00 per share will be paid.

The dividend for 2004 will be paid to each shareholder, or to such person as he may have appointed, by bank giro in accordance with instructions received. The dividend will be paid out 27 May 2005. In order to avoid loss, shareholders must therefore ensure that acquisitions of shares, change of address, etc. are notified to the bank or stockbroker appointed manager of their account with the Norwegian Registry of Securities.

Port de Bouc, 14 March 2005
on behalf of THE BOARD OF DIRECTORS

Wilhelm Wilhelmsen
Chairman

To **WILH. WILHELMOSEN ASA**, Att: Ms. Marianne H. Wang, P.O. Box 33, NO-1324 Lysaker, Norway.

Participation in Annual General Meeting.

The undersigned shareholder in WILH. WILHELMOSEN ASA will attend the company's Annual General Meeting at Standveien 20, 1366 Lysaker, Norway on Monday 9 May 2005 at 11.00 hours.

I am the owner of shares of Class A.

..... shares of Class B.

..... this day of 2005

.....
(name)

.....
(address)

✂ ----- ✂

To **WILH. WILHELMOSEN ASA**, Att: Ms. Marianne H. Wang, P.O. Box 33, NO-1324 Lysaker, Norway.

Proxy to participate in Annual General Meeting.

The undersigned shareholder in WILH. WILHELMOSEN ASA hereby authorizes

.....
(name in capital letters)

to attend and vote at the company's Annual General Meeting at Strandveien 20, 1366 Lysaker, Norway on Monday 9 May 2005 at 11.00 hours.

I am the owner of shares of Class A.

..... shares of Class B.

..... this day of 2005

.....
(name)

.....
(address)