



ANNUAL GENERAL MEETING

IN

WILH. WILHELMSEN ASA

THURSDAY 4 MAY 2006 AT 14.00

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

The annual general meeting will be called to order by the chair 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 2005, including the consolidated accounts and the distribution of dividend.
4. Adoption of the auditor's remuneration.
5. Determination of the remuneration for board members and deputy board members.
6. Extension of the authorization to the board of directors to purchase shares in the company.
7. Election of members and deputy members to the board.

After the formal general meeting, the GCEO will give an update about the activities in the Wilh. Wilhelmsen group.

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 Tuesday 2 May 2006, give notice to the company, attn: Legal department, P O Box 33, NO-1324 Lysaker, Norway.

Subject to adoption by the annual general meeting of the annual accounts and annual report for 2005 and approval of the proposal set out under item 3 regarding distribution of dividend, a dividend of NOK 5 per share will be paid.

The dividend for 2005 will be paid to each shareholder, or to such person as he may have appointed, in accordance with instructions received. The dividend will be paid out 18 May 2006. 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.

Oslo, 13 March 2006
on behalf of the board of directors

Wilhelm Wilhelmsen
Chair

To **Wilh. Wilhelmsen ASA**, att: Legal department, PO Box 33, NO-1324 Lysaker, Norway.
Telefax. +67 58 48 40 E-mail. ww.general.meeting@ww-group.com

Participation in annual general meeting

The undersigned shareholder in Wilh. Wilhelmsen ASA will attend the company's annual general meeting at Standveien 20, 1366 Lysaker, Norway on Thursday 4 May 2006 at 14.00 hours.

I am the owner of shares of Class A.

..... shares of Class B.

..... this day of 2006

.....
(name in capital letters)

.....
(signature)

.....
(address)

✂ ----- ✂

To **Wilh. Wilhelmsen ASA**, att: Legal department, P O Box 33, NO-1324 Lysaker, Norway.
Telefax +67 58 48 40 Email: ww.general.meeting@ww-group.com

Proxy to participate in annual general meeting

The undersigned shareholder in Wilh. Wilhelmsen 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 Thursday 4 May 2006 at 14.00.

I am the owner of shares of Class A.

..... shares of Class B.

..... this day of 2006

.....
(name in capital letters)

.....
(signature)

.....
(address)