



**SUMMONS TO
EXTRAORDINARY GENERAL MEETING
IN
WILH. WILHELMSEN ASA
WEDNESDAY 13 OCTOBER 2004 AT 15.00 HOURS
AT THE PREMISES OF THE COMPANY, STRANDVEIEN 20, 1366 LYSAKER**

The Extraordinary 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 Extraordinary General Meeting.
2. Election of a person to co-sign the Minutes from the Extraordinary General Meeting.
3. Proposal from the Board of Directors to an extraordinary distribution of dividend.

The Board of Directors of Wilh. Wilhelmsen ASA proposes to distribute an extraordinary dividend of NOK 8.00 per share in 2004 based on the balance per 31 December 2003. The Board points to the fact that the results of the company have shown positive progress during the present year.

4. Proposal from the Board of Directors to split the Class A and B shares in the Company into two with effect as of 14 October.

After the split of each share, section 4, first sentence in the Articles of Association of the Company shall have the following wording:

“The share capital of the company amounts to NOK 992,750,000.- divided into 36,856,468 Class A shares and 12,781,032 Class B shares, making a total of 49,637,500 shares of NOK 20.-.”

Shareholders wishing to participate in the Extraordinary General Meeting must, in accordance with § 6 of the Articles of Association, not later than 2 working days in advance, i.e. latest Monday 11 October 2004, give notice to the company, Attn.: Marianne H. Wang, P. O. Box 33, NO-1324 Lysaker, Norway, telefacsimile no.: +47 67584325.

Subject to adoption by the Extraordinary General Meeting of the proposal set out under item 3 regarding distribution of dividend, a dividend of NOK 8.00 per share will be paid.

The extraordinary dividend 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 by Nordea Bank from 28 October 200. 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.

Lysaker, 22 September 2004
on behalf of THE BOARD OF DIRECTORS

Wilhelm Wilhelmsen
Chairman