

WILH. WILHELMSSEN HOLDING ASA

Tuesday 13 November 2012 at 12:00 hours (CET)

at the company's premises at Strandveien 20,
N-1366 Lysaker, Norway

NOTICE OF EXTRAORDINARY GENERAL MEETING

The extraordinary general meeting will be called to order by the chairman of the board of directors, Mr. Diderik Schnitler.

AGENDA

1. **Adoption of the notice and the agenda**
2. **Election of a person to co-sign the minutes**
3. **Proposal for dividend**

The company's goal is to provide shareholders with a high return over time through a combination of rising value for the company's shares and payment of dividend. The objective is to have consistent yearly dividend paid twice annually. Following resolution in the annual general meeting held on 26 April 2012, a dividend of NOK 3.50 per share was distributed. Based on the positive performance of the group, the board of directors proposes that the general meeting now adopts a second dividend of NOK 4.50 per share.

On this background, the board of directors proposes that the general meeting adopts the following resolution:

"A dividend of NOK 4.50 per share is distributed. The dividend accrues to shareholders as of 13 November 2012."

Expected payment date is on or about 27 November 2012.

Pursuant to Article 7 of the Articles of Association, it is determined that shareholders who wish to attend the general meeting must give notice by sending the enclosed attendance form (also available on the company's website as set out below) to the company, to the address as stated below. The notice of attendance must have been received no later than two working days in advance, i.e. latest 11 November 2012 at 12:00 hours (CET). Shareholders who do not give such notice of attendance or who do not meet the deadline stated above, may be refused access to the general meeting and will not be able to vote for their shares. Shareholders who are prevented from attending the general meeting, may be represented by way of proxy. A proxy form, including detailed instructions for the use of the form,

is enclosed to this notice (also available on the company's website as set out below). If desirable, proxy may be given to the chairman of the board of directors, Diderik Schnitler, or to Group CEO, Thomas Wilhelmsen. Completed proxy forms may either be sent to the company by ordinary mail, fax or e-mail within 11 November 2012 at 12:00 hours (CET), to the address as stated below.

Wilh. Wilhelmsen Holding ASA is a public limited liability company subject to the rules of the Norwegian Public Limited Liability Companies Act. As of the date of this notice, the company has issued 46.503.824 shares, divided into 34.637.092 class A shares and 11.866.732 class B shares. Class A shares have voting rights at the general meeting. The shares have equal rights in all other respects. As of the date of this notice, the company owns 100.000 class A shares, for which votes cannot be cast.

A shareholder has the right to table draft resolutions for items included on the agenda and to require that members of the board of directors and the management in the general meeting provide available information about matters which may affect the assessment of (i) items which are presented to the shareholders for decision, and (ii) the company's financial situation, including information about activities in other companies in which the company participates, and other matters to be discussed in the general meeting, unless the requested information cannot be disclosed without causing disproportionate harm to the company.

This notice, including the attendance form and the proxy form, draft resolutions for items on the proposed agenda, as well as the company's Articles of Association, are available at the company's internet site: www.wilhelmsen.com. Shareholders may contact the company by ordinary mail, fax, e-mail or phone in order to request the documents in question on paper.

Address:

Wilh. Wilhelmsen Holding ASA, att: Legal department,
P.O.Box 33, N-1324 Lysaker, Norway
Fax: +47 67 58 43 25
Phone: +47 67 58 40 00.
E-mail: ww.corporate.legal@wilhelmsen.com

19 October 2012

on behalf of the board of directors

A handwritten signature in black ink, appearing to read 'D. Schnitler', written in a cursive style.

Diderik Schnitler
Chairman of the board of directors

NAME & ADDRESS:

Extraordinary General Meeting in Wilh. Wilhelmsen Holding ASA on 13 November 2012 at 12:00 hours (CET) at Strandveien 20, 1366 Lysaker, Norway

In the event the shareholder is a legal entity, it will be represented by:
(To grant proxy, use the proxy form below) Name of representative
(*capital letters*)

ATTENDANCE FORM

If you wish to attend the Extraordinary General Meeting, please send this form to Wilh. Wilhelmsen Holding ASA, att: Legal department, P.O.Box 33, N-1324 Lysaker, Norway. Fax: +47 67 58 43 25 or e-mail: ww.corporate.legal@wilhelmsen.com. The completed form must be registered with us **no later than 11 November 2012 at 12:00 hours (CET)**.

The undersigned will attend the Extraordinary General Meeting of Wilh. Wilhelmsen Holding ASA on 13 November 2012 and represent:

..... own shares, Class A.
..... own shares, Class B.
..... other shares in accordance with enclosed proxy(ies).
A total of shares.

.....
SHAREHOLDER'S NAME (*capital letters*)

.....
PLACE / DATE

.....
SHAREHOLDER'S SIGNATURE

PROXY WITHOUT VOTING INSTRUCTIONS

If you are not able to attend the Extraordinary General Meeting, a nominated proxy holder can be granted your voting authority. Any proxy not naming a specific proxy holder will be deemed given to the chairman of the board of directors or a person designated by the chairman of the board of directors. This proxy form relates to proxies without instructions. To grant your proxy with voting instructions, please use the proxy form with voting instructions.

The completed form must be registered with us **no later than 11 November 2012 at 12:00 hours (CET)**. Please send the completed proxy form to Wilh. Wilhelmsen Holding ASA, att: Legal department, P.O.Box 33, N-1324 Lysaker, Norway. Fax: + 47 67 58 43 25 or e-mail: ww.corporate.legal@wilhelmsen.com.

The undersigned shareholder (*capital letters*), hereby **authorizes**

- Chairman of the board of directors,
- Group CEO, **or**
-
Name of nominated proxy holder (*capital letters*)

proxy to attend and vote for my/our shares at the Extraordinary General Meeting of Wilh. Wilhelmsen Holding ASA on 13 November 2012 at 12:00 hours (CET).

I am the owner of: shares.

.....
PLACE / DATE

.....
SHAREHOLDER'S SIGNATURE

PROXY WITH VOTING INSTRUCTIONS

If you wish to give voting instruction to the proxy holder, please use this proxy form. The items in the detailed proxy below refer to items on the agenda of the Extraordinary General Meeting. A detailed proxy with voting instructions may be granted to a nominated proxy holder. A proxy not naming a specific proxy holder will be deemed given to the chairman of the board of directors or any person designated by the chairman of the board of directors.

The completed form must be registered with us **no later than 11 November 2012 at 12:00 hours (CET)**.

Please send the completed proxy form to Wilh. Wilhelmsen Holding ASA, att: Legal department, P.O.Box 33, N-1324 Lysaker, Norway. Fax: + 47 67 58 43 25 or e-mail: ww.corporate.legal@wilhelmsen.com.

The undersigned shareholder (*capital letters*), hereby **authorizes**

- Chairman of the board of directors,
- Group CEO, **or**
-
Name of nominated proxy holder (*capital letters*)

proxy to attend and vote for my/our shares at the Extraordinary General Meeting of Wilh. Wilhelmsen Holding ASA on 13 November 2012 at 12:00 hours (CET).

The votes shall be cast in accordance with the instructions below. **Please note that any items below not voted for (not ticked off), will be deemed as an instruction to vote “in favour” of the proposals in the notice.** To the extent proposals are put forward by any person or entity other than the Board of Directors, or in addition to, or instead of, the proposals in the notice, the proxy determines the voting. In case the contents of the voting instructions are ambiguous, the proxy holder will base his/her understanding on a reasonable understanding of the wording of the proxy. Where no such reasonable understanding can be found, the proxy may at his/her discretion refrain from voting.

AGENDA EXTRAORDINARY GENERAL MEETING 13 NOVEMBER 2012

	In favor	Against	Abstention	At proxy's discretion
1. Adoption of the notice and the agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Proposal for dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If the shareholder is a company, please attach the shareholder's certificate of registration to the proxy.

.....
PLACE / DATE

.....
SHAREHOLDER'S SIGNATURE