

WILH. WILHELMSSEN HOLDING ASA

Wednesday 27 November 2013 at 13:30 hours
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 25 April 2013, a dividend of NOK 3.50 per share was distributed.

The board of directors proposes that a dividend of NOK 2.00 per share is distributed and that the general meeting adopts the following resolution:

"A dividend of NOK 2.00 per share is distributed. The dividend accrues to shareholders as of 27 November 2013."

Expected payment of dividends is around 10 December 2013

4. Amendments to articles of association

The articles of association may, pursuant to the Public Limited Liability Companies Act article 5-8b, provide that the shareholders can vote in advance through electronic communication within a limited time prior to the general meeting. Such arrangement would make it possible for the shareholders to vote without being present at the general meeting either personally or by proxy. It is the view of the Board of Directors that it is important that all shareholders are given the opportunity to vote in a simple way and therefore suggests that the articles of association allow such voting. Each notice of general meeting will state how shareholders should proceed to submit their written vote in advance. It is proposed that vote in advance only is allowed through electronic communication. The Board of Directors

suggests that the following provision is included in the articles of association as a new paragraph to Article 7:

"Shareholders are able to vote through electronic communication in a period prior to the general meeting. The Board of directors can stipulate guidelines for such advance voting. It must be stated in the notice of general meeting which guidelines have been set."

If changes in articles of association are adopted, shareholders will be given the opportunity to vote in advance from 2014.

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's registrar, Nordea Bank ASA, to the address as stated in the attendance form. The notice of attendance must have been received no later than two working days in advance, i.e. latest 25 November 2013 at 13:30 hours. 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 if so 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 must be sent to the company's registrar, Nordea Bank Norge ASA, either by ordinary mail, fax or e-mail within 25 November 2013 at 13:30 hours, to the address as stated in the proxy form.

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) the approval of the annual accounts and the annual report, (ii) items which are presented to the shareholders for decision, and (iii) 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

5 November 2013
on behalf of the board of directors



Diderik Schnitler
Chairman of the board of directors

NAME & ADDRESS:

Extraordinary general meeting in Wilh. Wilhelmsen Holding ASA on 27 November 2013 at 13:30 hours 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 the company's registrar, Nordea Bank Norge ASA, Issuer Services, Postboks 1166 Sentrum, 0107 Oslo. Fax: +47 22 48 63 49 or email: issuerservices@nordea.com. The completed form must be received **no later than 25 November 2013 at 13:30 hours**.

The undersigned will attend the extraordinary general meeting of Wilh. Wilhelmsen Holding ASA on 27 November 2013 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 received **no later than 25 November 2013 at 13:30 hours**. Please send the completed proxy form to the company's registrar, Nordea Bank Norge ASA, Issuer Services, Postboks 1166 Sentrum, 0107 Oslo. Fax: +47 22 48 63 49 or email: issuerservices@nordea.com

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

- 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 27 November 2013 at 13:30 hours.

I am the owner of: shares.

.....
 PLACE / DATE

.....
 SHAREHOLDER'S SIGNATURE

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

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 received **no later than 25 November 2013 at 13:30 hours**.

Please send the completed proxy form to the company’s registrar, Nordea Bank Norge ASA, Issuer Services, Postboks 1166 Sentrum, 0107 Oslo, Norway. Fax: +47 22 48 63 49 or email: issuerservices@nordea.com

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

- 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 27 November 2013 at 13:30 hours.

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 27 NOVEMBER 2013

	In favour	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"/>
4. Amendements to articles of associations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

.....
PLACE / DATE

.....
SHAREHOLDER’S SIGNATURE

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