

## MINUTES OF ANNUAL GENERAL MEETING IN WILH. WILHELMSEN HOLDING ASA

The Annual General Meeting of Wilh. Wilhelmsen Holding ASA, registration number 995 277 905, (the “**Company**”) was held on Thursday 2 May 2024 at 10:00 hours (CEST). The Annual General Meeting was held as a digital meeting.

In accordance with Section 5-12 of the Norwegian Public Limited Liability Companies Act, the Annual General Meeting was opened by the chair of the board of directors Mr. Carl E. Steen, who also registered the attached list of shareholders attending.

	<b>Total shares</b>	<b>Own shares</b>	<b>Total shares excluding own shares</b>	<b>Shares represented</b>	<b>Per cent (excluding own shares)</b>
<b>A-shares</b>	34 000 000	306 741	33 693 259	24 345 898	72,26%
<b>B-shares</b>	10 580 000	519 559	10 060 441	5 666 489	56,32%
<b>Total shares</b>	44 580 000	826 300	43 753 700		

The list was approved by the Annual General Meeting.

Present were chair of the board of directors Carl E. Steen, Group CEO Thomas Wilhelmsen, Group CFO Christian Berg, nomination committee leader Jan Gunnar Hartvig, and the auditor PricewaterhouseCoopers, represented by engagement audit partner Thomas Fraurud.

The following matters were dealt with:

### **1 Election of a chairperson and a person to co-sign the minutes together with the chairperson**

Anne Lise E. Gryte, partner at Wiersholm, was elected to chair the meeting. Åge Sturtzel was elected to co-sign the minutes together with the chairperson.

The voting result is set out in the enclosed voting protocol.

### **2 Approval of the notice and the agenda**

The Annual General Meeting approves the notice and the agenda.

The voting result is set out in the enclosed voting protocol.

### **3 Approval of the annual accounts and directors’ report for the financial year 2023 for Wilh. Wilhelmsen Holding ASA and the group, including distribution of dividend**

The Annual report 2023, including the annual accounts and Directors’ report for Wilh. Wilhelmsen Holding ASA and the group, together with the Auditor’s report, are made available on the Company’s website.

In accordance with the board’s proposal, the Annual General Meeting passed the following resolution:

*The Annual General Meeting approves the annual accounts and the Directors report for Wilh. Wilhelmsen Holding ASA and the group for the financial year 2023. Based on the approved annual*

*accounts for 2023, the Annual General Meeting approves that a dividend of NOK 10.00 per share is distributed. The dividend accrues to the shareholders as of 2 May 2024 (registered in Verdipapirsentralen, Euronext Securities Oslo on 6. May 2024 according to the ordinary T+2 clearance).*

The voting result is set out in the enclosed voting protocol.

#### **4 Authorization of the board of directors to distribute dividend**

The board wishes to continue the practice of distributing dividend twice a year.

In accordance with the board's proposal, the Annual General Meeting adopted the following resolution:

*The Annual General Meeting authorises the board of directors to distribute additional dividend based on the Company's approved annual accounts for 2023. Total additional dividend cannot exceed NOK 8.00 per share. The authorisation is valid until the Annual General Meeting in 2025.*

The voting result is set out in the enclosed voting protocol.

#### **5 Approval of the fee to the Company's auditor**

In accordance with the board's proposal, the Annual General Meeting adopted the following resolution:

*The Annual General Meeting approves Pricewaterhouse Coopers AS' fee for audit of Wilh. Wilhelmsen Holding ASA for the financial year 2023 of NOK 758,000 (excluding VAT).*

The voting result is set out in the enclosed voting protocol.

#### **6 Statement on corporate governance**

The statement on corporate governance was considered by the Annual General Meeting. The report is made available on the Company's website.

The Annual General Meeting noted the statement.

#### **7 Approval of Remuneration guidelines for senior executives**

The remuneration guidelines were last approved by the Annual General Meeting on 27 April 2023. The guidelines have since been significantly amended. The previously approved guidelines and the new proposed guidelines are available on the Company's website.

In accordance with the board's proposal, the Annual General Meeting adopted the following resolution:

*The Annual General Meeting approves the amended Remuneration guideline for senior executives.*

The voting result is set out in the enclosed voting protocol.

#### **8 Advisory vote on the Remuneration report**

The Remuneration report is available on the Company's website.

In accordance with the board's proposal, the Annual General Meeting adopted the following resolution:

*The Annual General Meeting endorses the Remuneration report 2023.*

The voting result of the advisory vote is set out in the enclosed voting protocol.

## **Agenda items 9-12. Proposal from the nomination committee**

The proposal from the nomination committee of Wilh. Wilhelmsen Holding ASA to its Annual General Meeting is available on the Company's website.

### **9 Remuneration of the members of the board of directors**

The Annual General Meeting adopted the following resolution:

*In line with the proposal from the nomination committee, the Annual General Meeting approves the following remuneration of the members of the board for the period from the Annual General Meeting in 2023 until the Annual General Meeting in 2024:*

<i>The chair of the board:</i>	<i>NOK 787,500</i>
<i>The other board members:</i>	<i>NOK 472,500</i>
<i>The chair of the audit committee:</i>	<i>NOK 120,000</i>
<i>The other audit committee members:</i>	<i>NOK 40,000</i>
<i>The chair of the remuneration and people committee:</i>	<i>NOK 60,000</i>
<i>The other remuneration and people committee members:</i>	<i>NOK 40,000</i>

The voting result is set out in the enclosed voting protocol.

### **10 Remuneration of the members of the nomination committee**

The Annual General Meeting adopted the following resolution:

*In line with the proposal from the nomination committee, the Annual General Meeting approves the following remuneration of the members of the nomination committee for the period from the Annual General Meeting in 2023 until the Annual General Meeting in 2024:*

<i>The chair of the nomination committee:</i>	<i>NOK 47,250</i>
<i>The other members of the nomination committee:</i>	<i>NOK 36,750</i>

The voting result is set out in the enclosed voting protocol.

### **11 Election of members of the board of directors**

The Annual General Meeting adopted the following resolution:

*In line with the proposal from the nomination committee, the Annual General Meeting adopts the following resolution: Rebekka Glasser Herlofsen and Ulrika Laurin are re-elected as board members for a period of two years. Thomas F. Borgen is elected as new board member for a period of two years.*

The voting result is set out in the enclosed voting protocol.

### **12 Election of chair and members of the nomination committee**

The Annual General Meeting adopted the following resolution:

*In line with the proposal from the nomination committee, the Annual General Meeting adopts the following resolution: Jan Gunnar Hartvig is re-elected as chair and Frederik Selvaag and Silvija Seres are re-elected as members of the nomination committee for a period of two years.*

The voting result is set out in the enclosed voting protocol.

### **13 Authorization of the board of directors to acquire shares in the Company**

The board wishes to maintain the option, on behalf of the Company, to acquire shares in the Company.

In accordance with the board's proposal, the Annual General Meeting adopted the following resolution:

*The Annual General Meeting grants the following authority to the board of directors:*

1. *In accordance with Section 9-4 of the Norwegian Public Limited Liability Companies Act, the board of directors is granted an authorisation to, on behalf of the Company, acquire own shares with a total nominal value of up to NOK 89,160,000, which is equivalent to 10% of the share capital.*
2. *The maximum amount which can be paid for each share is NOK 550 and the minimum is NOK 20.*
3. *Acquisition and sale of own shares may take place in any way the board of directors finds appropriate, however, not by subscription of own shares.*
4. *Shares acquired may be used either in connection with acquisitions, in connection with employee share programs, for subsequent deletion of such shares, or in a combination of these purposes.*
5. *The authorization is valid until the Company's Annual General Meeting 2025, but no longer than until 30 June 2025.*

The voting result is set out in the enclosed voting protocol.

\* \* \*

There were no further matters to address.

The Annual General Meeting was then adjourned.

Lysaker, 2 May 2024

\_\_\_\_\_  
Anne Lise E. Gryte  
(meeting chair)  
Signed in Norwegian only

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Åge Sturtzel  
(co-signatory)  
Signed in Norwegian only

#### Appendixes:

- List of shareholders attending (Attendance Summary Report)
- Voting on each agenda item.

**Attendance Summary Report**

WILHELMOSEN HOLDING ASA

AGM

2 May 2024

	A and B Shares TOTAL	A Shares	B Shares
Registered Attendees:	9	5	6
Total Shares Represented:	30,012,387	24,345,898	5,666,489
Total Accounts Represented:	229	171	71
Total Shares (excluding Treasure Shares):	43,753,700	33,693,259	10,060,441
Total Shares (including Treasure Shares):	44,580,000	34,000,000	10,580,000

	Sub Total:	9	0	30,012,387	
<u>Capacity</u>	<u>Registered Attendees</u>	<u>Registered Non-Voting Attendees</u>	<u>Registered Votes</u>	<u>Accounts</u>	
Shareholder (web)	6	0	23,068,412	6	
Styrets leder med fullmakt	1	0	90,932	19	
Styrets leder med instruksjoner	1	0	2,106	1	
Forhåndsstemmer	1	0	6,850,937	203	



Freddy Hermansen  
DNB Bank ASA  
Avdeling Utsteder

**WILHELMSEN HOLDING ASA GENERAL MEETING 2 MAY 2024**

As scrutineer appointed for the purpose of the Poll taken at the General Meeting of the Members of the Company held on 2 May 2024, I HEREBY CERTIFY that the result of the Poll is correctly set out as follows:-

Issued voting shares: 43,753,700

	Share Class	Votes For	%	Votes Mot / Against	%	Votes Avstår / Withheld	%	Votes Total	No Votes
1	A Shares	24,345,868	100.00%	0	0.00%	30	0.00%	24,345,898	0
2	A Shares	24,345,868	100.00%	0	0.00%	30	0.00%	24,345,898	0
3	A Shares	24,338,451	99.97%	0	0.00%	7,447	0.03%	24,345,898	0
4	A Shares	24,345,868	100.00%	0	0.00%	30	0.00%	24,345,898	0
5	A Shares	24,325,978	99.92%	13,890	0.06%	6,030	0.02%	24,345,898	0
7	A Shares	23,077,545	94.79%	1,262,279	5.18%	6,074	0.02%	24,345,898	0
8	A Shares	24,268,794	99.68%	71,030	0.29%	6,074	0.02%	24,345,898	0
9	A Shares	24,339,794	99.97%	6,074	0.02%	30	0.00%	24,345,898	0
10	A Shares	24,339,838	99.98%	6,030	0.02%	30	0.00%	24,345,898	0
11.a	A Shares	24,306,657	99.84%	39,091	0.16%	150	0.00%	24,345,898	0
11.b	A Shares	24,307,132	99.84%	38,616	0.16%	150	0.00%	24,345,898	0
11.c	A Shares	24,303,685	99.83%	42,063	0.17%	150	0.00%	24,345,898	0
12.a	A Shares	24,339,668	99.97%	6,080	0.02%	150	0.00%	24,345,898	0
12.b	A Shares	24,345,668	100.00%	80	0.00%	150	0.00%	24,345,898	0
12.c	A Shares	24,345,748	100.00%	0	0.00%	150	0.00%	24,345,898	0
13	A Shares	24,341,641	99.98%	60	0.00%	4,197	0.02%	24,345,898	0
13	B Shares	5,665,658	99.99%	14	0.00%	762	0.01%	5,666,434	55

Freddy Hermansen  
DNB Bank ASA  
Afdeling Utsteder