

Annual General Meeting 2025

29 April 2025



Agenda

1. Election of chairperson of the meeting
2. Adoption of the notice and agenda
3. Election of a person to co-sign the minutes
4. Approval of the annual accounts and the annual report for the financial year 2024
5. Authorisation to the board of directors to distribute dividends under the company's dividend policy
6. Approval of guidelines for salary and other remuneration to leading personnel
7. Report on salary and other remuneration to leading personnel
8. Statement on corporate governance pursuant to Section 2-9 of the Norwegian Accounting Act
9. Approval of the fee to the company's auditor
10. Election of members and deputy members to the board of directors
11. Election of members to the nomination committee
12. Determination on the remuneration to the members of the board of directors
13. Determination on the remuneration to the members of nomination committee
14. Determination on the remuneration to the members of the audit committee
15. Determination on the remuneration to the members of the people, culture and remuneration committee
16. Authorisation to the board of directors to acquire shares in the company
17. Authorisation to the board of directors to increase the share capital



Item 1

Election of chairperson of the meeting

The board of directors propose that the general meeting is chaired by Ylva Gjesdahl Petersen, lawyer at Advokatfirmaet Thommessen AS



Item 2

Adoption of the notice and agenda



Item 3

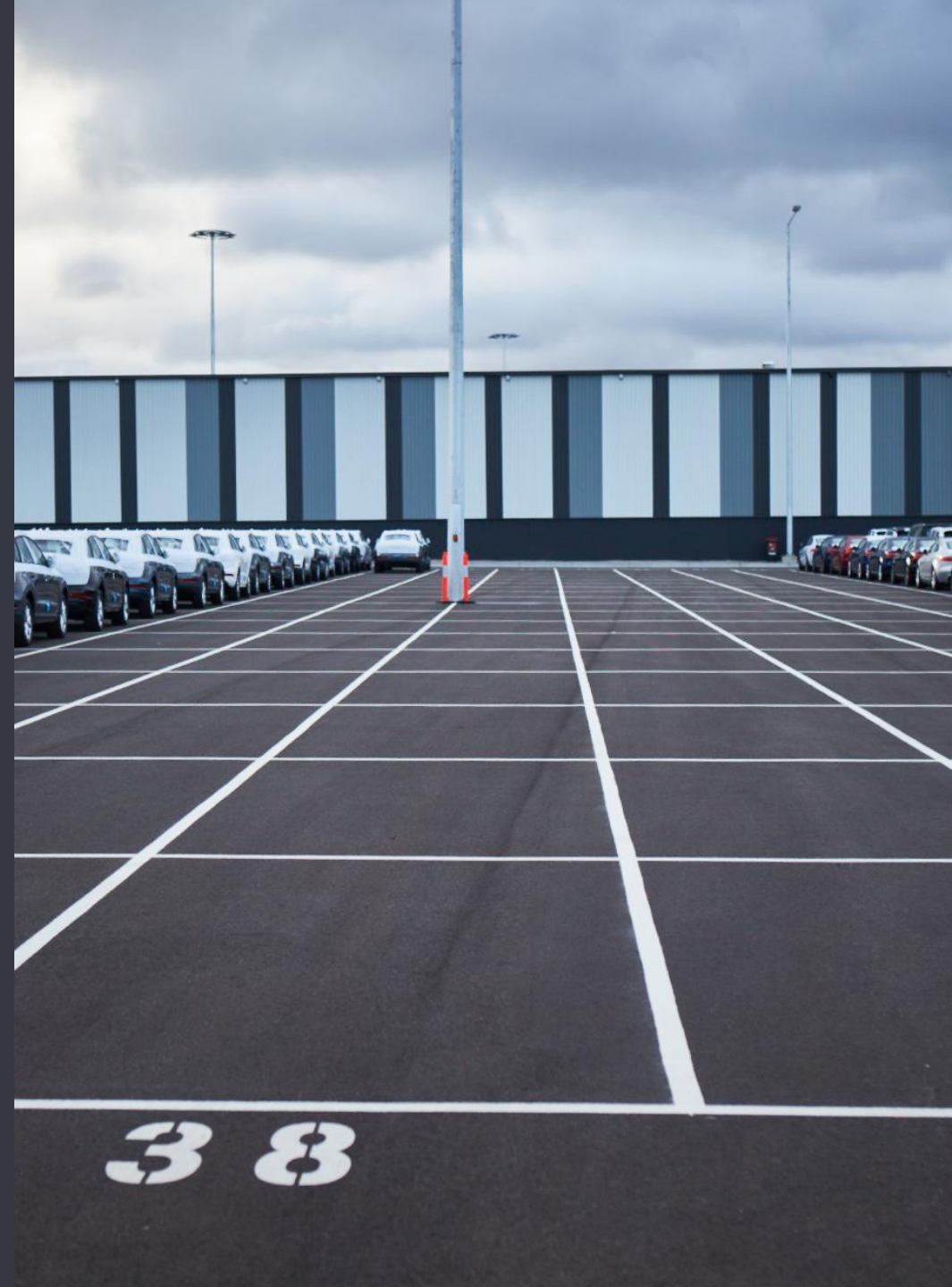
Election of a person to co-sign the minutes



Item 4

Approval of the annual accounts and the annual report for the financial year 2024

The board of directors propose that the annual accounts and the annual report for the financial year 2024 are approved



Item 5

Authorisation to the board of directors to distribute dividends under the company's dividend policy

- a) *The board of directors is granted an authorisation to resolve distribution of dividend on the basis of the company's financial statements for 2024, cf. the Norwegian Public Limited Liability Companies Act Section 8-2 (2).*
- b) *In connection with any use of the authorisation the board of directors shall ensure that resolutions are in accordance with the company's dividend policy.*
- c) *The board of directors shall prior to every resolution regarding distribution of dividends consider whether the company, following the distribution of dividends, will have an adequate equity and liquidity, cf. Section 8-1 (4) cf. Section 3-4 of the Norwegian Public Limited Liability Companies Act.*
- d) *The authorisation is valid until the company's annual general meeting in 2026.*



Item 6

Approval of guidelines for salary and other remuneration to leading personnel

The board of directors recommend that the general meeting approves the guidelines for salary and other remuneration for leading personnel prepared by the board of directors.



Item 7

Report on salary and other remuneration to leading personnel

The board of directors recommends that the general meeting by an advisory vote endorses the report on salary and other remuneration to the company's leading personnel.



Item 8

Statement on corporate governance pursuant to Section 2-9 of the Norwegian Accounting Act



Item 9

Approval of the fee to the company's auditor

The board of directors proposes that the auditor's fee to Ernst & Young AS for the financial year 2024 of NOK 2,465,000 for the audit of the financial statements of Wallenius Wilhelmsen ASA and NOK 205,000 for the limited assurance of the sustainability statements is approved.



Item 10

Election of members and deputy members to the board of directors

The nomination committee proposes that Rune Bjerke (chair), Margareta Alestig, Thomas Wilhelmsen, Hans Åkervall, Yngvil Eriksson Åsheim and Magnus Groth are to be re-elected for a period of one year. In addition, the nomination committee proposes that Ms. Line Hestvik is elected as a board member for a period of one year.

Further, the nomination committee proposes that Mr. Erik Nøklebye is re-elected as personal alternate board member for Mr. Hans Åkervall, and Mr. Christian Berg is to be re-elected as personal alternate board member for Mr. Thomas Wilhelmsen for a period of one year.

Following the election, the board of directors will consist of:

- *Rune Bjerke (Chair of the board)*
- *Margareta Alestig (Board member)*
- *Thomas Wilhelmsen (Board member)*
- *Yngvil Eriksson Åsheim (Board member)*
- *Hans Åkervall (Board member)*
- *Magnus Groth (Board member)*
- *Line Hestvik (Board member)*



Item 11

Election of members to the nomination committee

The nomination committee proposes that Anders Ryssdal, Jonas Kleberg, and Carl Erik Steen are re-elected for a period of two years from the general meeting in 2025.

Following the election, the nomination committee will consist of:

Anders Ryssdal (chair)

Jonas Kleberg (member)

Carl Erik Steen (member)



Item 12

Determination on the remuneration to the members of the board of directors

The nomination committee proposes the following remuneration:

<i>Chair of the board of directors:</i>	<i>NOK 1 750 000</i>
<i>Other board members:</i>	<i>NOK 650 000</i>



Item 13

Determination on the remuneration to the members of the nomination committee

The nomination committee proposes the following remuneration:

<i>Chair of the nominattion committe:</i>	<i>NOK 135 000</i>
<i>Other members:</i>	<i>NOK 90 000</i>



Item 14

Determination on the remuneration to the members of the Audit Committee

The nomination committee proposes the following remuneration:

Chair of the Audit Committee: NOK 120 000
Other members: NOK 90 000



Item 15

Determination on the remuneration to the members of the people, culture and remuneration committee

The nomination committee proposes the following remuneration:

Chair of the people, culture and remuneration committee: NOK 120 000

Other members: NOK 90 000



Item 16

Authorisation to the board of directors to acquire shares in the company

The board of directors proposes that the general meeting adopts the following resolution:

- a) *Pursuant to 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 22,001,456 which equals 10% of the current share capital.*
- b) *The maximum amount to be paid for each share is NOK 300 and the minimum amount is NOK 0.52.*
- c) *Acquisition and sale of own shares may take place in any way the board of directors finds appropriate, however, not by way of subscription.*
- d) *The authorisation is valid until the company's annual general meeting in 2026, but no longer than 30 June 2026.*



Item 17

Authorisation to the board of directors to increase the share capital

The board of directors propose that the general meeting adopts the following resolution:

- a) *Pursuant to Section 10-14 of the Norwegian Public Limited Liability Companies Act, the board of directors is granted an authorisation to increase the share capital by up to 10% of the share capital of the Company, i.e., up to NOK 22,001,456.*
- b) *The shareholders' preferential right to the new shares pursuant to Section 10-4 of the Norwegian Public Limited Liability Companies Act may be deviated from.*
- c) *The authorisation may comprise share capital increases against contribution in kind, cf. Section 10-2 of the Norwegian Public Limited Liability Companies Act.*
- d) *The authorisation may comprise share capital increases in connection with mergers pursuant to Section 13-5 of the Norwegian Public Limited Liability Companies Act.*
- e) *From the time of registration of this authorisation in the Norwegian Register of Business Enterprises, this authorisation shall replace the authorisation to increase the share capital granted to the board of directors at the annual general meeting held on 30 April 2024.*
- f) *The authorisation is valid until the Company's annual general meeting in 2026, but no longer than 30 June 2026.*

