

# WILH. WILHELMSEN HOLDING ASA NOTICE OF ANNUAL GENERAL MEETING

**Thursday 30 April 2026 at 10:00 hours CEST**

The Annual General Meeting will be held as a digital meeting.  
The meeting will be available for shareholders on the following website:  
<https://dnb.lumiagm.com/> and meeting ID: 100-737-561-945, or directly <https://dnb.lumiconnect.com/100-737-561-945>.

Further information on how to attend the meeting, including how to attend digitally, vote in advance, or delegate proxy is described in the notice and available on the company's website [wilhelmsen.com](http://wilhelmsen.com).

The Annual General Meeting will be opened by the chair of the board of directors, Carl E. Steen, in accordance with Section 5-12 of the Norwegian Public Limited Liability Companies Act, who will register the list of shareholders attending.

## AGENDA

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

The board proposes that Anne Lise E. Gryte, partner at Wiersholm, is elected to chair the meeting, and that a person participating in the Annual General Meeting is elected to co-sign the minutes together with the chairperson.

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

The board proposes that the following resolution is adopted:  
*"The Annual General Meeting approves the notice and the agenda."*

### 3. Approval of the annual accounts and the Board of directors' report for the financial year 2025 for Wilh. Wilhelmsen Holding ASA and the group, including distribution of dividend

The Annual report 2025, including the annual accounts and the Board of directors' report for Wilh. Wilhelmsen Holding ASA and the group, together with the Auditor's report, are made available on the company's website [wilhelmsen.com](http://wilhelmsen.com).

The board proposes that the following resolution is adopted:  
*"The Annual General Meeting approves the annual accounts and the Board of directors' report for Wilh. Wilhelmsen Holding ASA and the group for the financial year 2025. Based on the approved annual accounts for 2025, the Annual General Meeting approves that a dividend of NOK 20.00 per share is distributed. The dividend accrues to the shareholders as of 30 April 2026 (registered in Verdipapirsentralen, Euronext Securities Oslo on 5 May 2026 according to the ordinary T+2 clearance)."*

The company's shares will be traded ex dividend as from 4 May 2026. Expected dividend payment date is 20 May 2026.

### 4. Authorisation of the board of directors to distribute dividend

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

The board proposes that the following resolution is adopted:  
*"The Annual General Meeting authorises the board of directors to distribute additional dividend based on the company's approved annual accounts for 2025. Total additional dividend cannot exceed NOK 8.50 per share. The authorisation is valid until the Annual General Meeting in 2027."*

### 5. Approval of the fee to the company's auditor

The board proposes that the following resolution is adopted:  
*"The Annual General Meeting approves Pricewaterhouse Coopers AS' fee for audit of Wilh. Wilhelmsen Holding ASA for the financial year 2025 of NOK 742,500 (excluding VAT)."*

## 6. Statement on corporate governance

Pursuant to Section 5-6 (5) of the Norwegian Public Limited Liability Companies Act, the general meeting shall consider the board's statement on corporate governance submitted in accordance with Section 3-3 b of the Norwegian Accounting Act. The Corporate governance report is available on the company's website [wilhelmsen.com](http://wilhelmsen.com).

The Corporate governance report shall not be subject to a vote at the general meeting.

## 7. Advisory vote on the Remuneration report

Pursuant to Section 6-16 b (2) of the Norwegian Public Limited Liability Companies Act, the board shall for each accounting year ensure preparation of a report on the salaries and other remuneration of senior executives covered by section 6-16 a of the Norwegian Public Limited Liability Companies Act. The Remuneration report is available on the company's website [wilhelmsen.com](http://wilhelmsen.com). The report has been reviewed by the company's auditor in accordance with the Norwegian Public Limited Liability Companies Act section 6-16 b (4). An advisory vote is to be held at the Annual General Meeting concerning the report.

The board proposes that the following resolution is adopted:

*"The Annual General Meeting endorses the Remuneration report 2025."*

### Agenda items 8-11. Proposal from the nomination committee

Reference is made to the proposal from the nomination committee of Wilh. Wilhelmsen Holding ASA to its Annual General Meeting to be held 30 April 2026, which is available on the company's website [wilhelmsen.com](http://wilhelmsen.com).

The proposed resolutions on agenda items 8-11 are all in accordance with the proposal from the nomination committee.

## 8. Remuneration of the members of the board of directors

Proposed 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 2025 until the Annual General Meeting in 2026:*

<i>The chair of the board:</i>	<i>NOK 840,000</i>
<i>The other board members:</i>	<i>NOK 505,000</i>
<i>The chair of the audit committee:</i>	<i>NOK 129,000</i>
<i>The other audit committee members:</i>	<i>NOK 70,000</i>
<i>The chair of the remuneration and people committee:</i>	<i>NOK 64,000</i>
<i>The other remuneration and people committee members:</i>	<i>NOK 43,000"</i>

## 9. Remuneration of the members of the nomination committee

Proposed 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 2025 until the Annual General Meeting in 2026:*

<i>The chair of the nomination committee:</i>	<i>NOK 51,000</i>
<i>The other members of the nomination committee:</i>	<i>NOK 40,000"</i>

## 10. Election of members of the board of directors

Pursuant to the Articles of association the company's board of directors shall consist of five to seven members and up to three deputy members. Board members Rebekka Glasser Herlofsen, Ulrika Laurin, and Thomas F. Borgen are up for election.

Proposed resolution:

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

If the proposal is approved, the board will then consist of Carl E. Steen (chair), Morten Borge, Thomas F. Borgen, Rebekka Glasser Herlofsen, and Ulrika Laurin.

## 11. Election of chair and members of the nomination committee

The nomination committee shall consist of two to four members, including the chair. The full nomination committee including the chair is up for election.

### Proposed 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 Gunnar Frederik Selvaag and Silvija Seres are re-elected as members of the nomination committee for a period of two years.*

## 12. Authorisation 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.

### The board proposes that the following resolution is adopted:

*"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 84,700,000, which is equivalent to 10% of the share capital.*
- 2. The maximum amount which can be paid for each share is NOK 1000 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 authorisation is valid until the company's Annual General Meeting 2027, but no longer than until 30 June 2027."*

\* \* \* \*

## Shares in the company

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 42,350,000 shares, divided into 32,676,367 class A shares and 9,673,633 class B shares. Class B shares do not carry voting rights at general meetings. Apart from this, each share carries the same rights in the company. The company cannot vote for own shares held by the company. As of the date of this notice, the company owns 394,150 own shares, split on 229,841 A-shares and 164,309 B-shares.

## Voting, participation, and shareholders' rights

Shareholders have the right to attend the Annual General Meeting, either in person or through a proxy.

In accordance with section 5-2 (1) of the Norwegian Public Limited Liability Companies Act, only those who are shareholders in the company five working days before the Annual General Meeting (Record date), i.e. Thursday 23 April 2026, have the right to attend and vote at the Annual General Meeting.

Shareholders who wish to attend the Annual General Meeting must notify the company of this. Notice of attendance must, in accordance with § 8 of the Articles of Association, be received by the company (the company's registrar) no later than two working days before the Annual General Meeting, i.e. no later than Tuesday, 28 April 2026. Registration can be done electronically via VPS Investor Services, via a link available at the company's website [wilhelmsen.com](http://wilhelmsen.com), or using the enclosed attendance form which can be sent by e-mail to [genf@dnb.no](mailto:genf@dnb.no), or by postal mail to DNB Bank ASA Verdipapirservice, PO Box 1600 Sentrum, 0021 Oslo.

In accordance with section 1-8 of the Norwegian Public Limited Liability Companies Act, as well as regulations on intermediaries covered by section 4-5 of the Norwegian Act on Central Securities Depositories and Securities Settlement, notices to owners of shares held through a nominee account is only sent to the custodian. The custodian is obliged to pass on notices between the issuer and shareholders. Holders of nominee-registered shares must communicate with their custodian who in accordance with section 5-3 of the Norwegian Public Limited Liability Companies Act is responsible for communicating advance votes, authorisations and/or registration to the Annual General Meeting to the company (the company's registrar) latest two working days prior to the Annual General Meeting, i.e. within the registration deadline of 28 April 2026. Custodians may have internal deadlines for forwarding advance votes, proxies, and/or registration for the General Meeting. Custodians must communicate instructions from owners of shares held through a nominee account through an automated system, but note that if an owner wishes to attend the Annual General Meeting personally, the custodian must also notify the company's registrar DNB Bank ASA, by email [genf@dnb.no](mailto:genf@dnb.no), in order to receive the necessary login details to the Annual General Meeting.

Voting may be done in advance, in form of a proxy, or through online participation. The deadline for electronic registration of advance votes, proxy, and instructions is Tuesday 28 April 2026. Advance votes, proxies and instructions submitted by postal mail or e-mail must be received by the registrar no later than Tuesday 28 April 2026.

The Annual General Meeting will be held as a digital meeting via Lumi AGM. By participating digitally shareholders can follow the Annual General Meeting live via webcast, vote on each agenda item, and submit questions. Participation requires pre-registration within the set deadline on Tuesday 28 April 2026, and to be able to vote shareholders must be logged on before the Annual General Meeting starts.

Shareholders may via Lumi make questions in writing at the Annual General Meeting and propose alternative resolutions for items included on the agenda. Shareholders also have the right to require information from the board chair and the group CEO on issues which may affect the assessment of (i) approvals of the annual account and the Directors report, (ii) matters that are presented to the shareholders for decision and (iii) the company's financial situation including the business in other companies in which the company participates, and other matters to be considered by the Annual General Meeting, unless the requested information cannot be disclosed without causing disproportionate harm to the company.

#### **Electronic information**

This notice, the attendance form, form for advance vote, proxy form, as well as other documents concerning topics to be covered by the Annual General Meeting are available at the company's website [wilhelmsen.com](http://wilhelmsen.com). According to the second last paragraph of Article 8 of the Articles of association, it is not necessary to forward to the shareholders documents relating to matters to be deliberated by the General Meeting provided that such documents are available on the website of the company. If a shareholder nevertheless wishes to receive documents to be considered by the Annual General Meeting, a request can be made to Wilh. Wilhelmsen Holding ASA, PO Box 33, NO-1324 Lysaker, attention Investor Relations, or by e-mail to [anna.kvemeland@wilhelmsen.com](mailto:anna.kvemeland@wilhelmsen.com).

**9 April 2026**

**on behalf of the board of directors of Wilh. Wilhelmsen Holding ASA**

Carl E Steen  
Chair

**Ref. no.:** **PIN-code:****Notice of Annual General Meeting**

The Annual General Meeting of Wilh. Wilhelmsen Holding ASA will be held on Thursday 30 April 2026 at 10:00 CEST as a digital meeting.

The shareholder is registered with the following amount of shares at time of notice: \_\_\_\_\_ and vote for the number of shares registered in the shareholder register in Euronext Securities Oslo (ESO) per Record date Thursday 23 April 2026.

**The deadline for registration of enrollment, advance votes, proxy of and instructions is Monday 28 April 2026 at 16:00 CEST.**

**Electronic registration**

*Alternatively, use the "Form for submission by post or e-mail for shareholders who cannot register their elections electronically".*

**Step 1 – Register yourself before the deadline for enrollment/registration:**

- Either through the company's website [www.wilhelmsen.com](http://www.wilhelmsen.com) using the reference number and PIN-code (for those of you who receive the notice by postal mail), or
- Log in through VPS Investor services, available at <https://investor.vps.no/garm/auth/login> or through your own account operator (bank/broker). Once logged in, choose *Corporate Actions – General Meeting – ISIN*

You will see your name, **reference number**, **PIN-code** and balance. At the bottom you will find these choices:

**"Enroll"** – There is a statutory requirement for registration. All shareholders will have the opportunity to log in to the meeting, but to have the right to speak and vote, you must have enrolled by the specified deadline.

**"Advance Vote"** – Here you may vote in advance.

**"Delegate Proxy"** – Here you may give proxy to the chair of the Board of Directors or to another person.

**"Close"** or **"Back"** - Press this if you do not wish to do any registration.

**Step 2 – At the Annual General Meeting:****The Annual General Meeting is arranged as a digital meeting.**

Please login through the following website: <https://dnb.lumiagm.com/> and **Meeting ID 100-737-561-945**, or directly <https://dnb.lumiconnect.com/100-737-561-945>.

You must identify yourself using the **Ref.no. and PIN-code** from VPS which you can find in investor services or sent by postal mail on this form (see step 1 above). Shareholders can also get their reference number and PIN-code by contacting DNB Carnegie Issuer Services by phone +47 23 26 80 20 (08:00 am – 3:30 pm).

If you log in after the meeting has started, you will be granted access, but without the right to vote. The same applies if you have not enrolled.

Ref.no.:

PIN-code:

**Form for submission by post or e-mail for shareholders who cannot register their voting electronically.**

The signed form can be sent as an attachment in an e-mail\* to [genf@dnb.no](mailto:genf@dnb.no) (scan this form) or by post service to DNB Bank Carnegie Issuer Services, P.O Box 1600 Sentrum, 0021 Oslo. Registration of advance votes, proxies and instructions must be received no later than **Tuesday 28 April 2026 at 16:00 CEST**. If the shareholder is a company, the signature must be in accordance with the company certificate.

\*Will be unsecured unless the sender himself/herself secures the e-mail.

**\_\_\_\_\_ would like to be represented at the Annual General Meeting in Wilh. Wilhelmsen Holding ASA as follows (mark the relevant box):**

- Enrol for online participation (do not mark the matters in the agenda below).
- Proxy to the chair of the board of directors or the person he or she authorizes.  
(mark "For", "Against" or "Abstain" on the individual agenda items if you want the Proxy to be with instructions)
- Advance votes (mark «For», «Against» or «Abstain» on the individual agenda items).
- Open proxy to the following person (do not mark items below – agree directly with your proxy solicitor if you wish to give instructions on how to vote):

\_\_\_\_\_ (enter the proxy solicitors name in the block letters)

Note: Proxy holder must contact DNB Bank Registrars Department by phone +47 23 26 80 20 (08:00 am – 3:30 pm) for login details for online participation.

Voting must take place in accordance with the instructions below. Missing or unclear markings are considered a vote in line with the board's and the nomination committee's recommendations. If a proposal is put forward in addition to, or as a replacement for, a proposal in the notice, the proxy holder determines the voting.

Agenda for the Annual General Meeting on 30 April 2026		For	Against	Abstain
1.	Election of a chairperson and a person to co-sign the minutes together with the chairperson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	Approval of the notice and the agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Approval of the annual accounts and the Board of directors' report for the financial year 2025 for Wilh. Wilhelmsen Holding ASA and the group, including distribution of dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Authorization of the board of directors to distribute dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Approval of the fee to the company's auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Statement on corporate governance	No voting		
7.	Advisory vote on the Remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	Remuneration of the members of the board of directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.	Remuneration of the members of the nomination committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10a.	Election of Rebekka Glasser Herlofsen as board member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10b.	Election of Ulrika Laurin as board member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10c.	Election of Thomas F. Borgen as board member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11a.	Election of Jan Gunnar Hartvig as nomination committee leader	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11b.	Election of Gunnar Frederik Selvaag as nomination committee member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11c.	Election of Silvija Seres as nomination committee member	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12.	Authorisation of the board of directors to acquire shares in the company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**The form must be dated and signed**

Place

Date

Shareholder's signature

## GUIDE FOR ONLINE PARTICIPATION WILH. WILHELMSSEN HOLDING ASA 30 APRIL 2026

Wilh. Wilhelmsen Holdign ASA will hold annual general meeting on 30 April 2026 at 10:00 am CEST as a digital meeting, where you get the opportunity to participate online with your PC, phone or tablet.

We would also like to point out that shareholders have the opportunity to pre-vote or grant a proxy before the meeting. See the notice for further details on how to register this. If you pre-vote or grant a proxy, you can still log in to the general meeting to follow and ask questions, but you will not have the opportunity to vote on the matters.

Registration is required for shareholders who wish to participate online, as the company has a statutory requirement for registration, and shareholders must be logged in before the general meeting starts. If you log in after the general meeting has started, or have not pre-registered your participation, you will be given access to follow, but without the right to vote.

### ACCESS THE ONLINE GENERAL MEETING

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Go to the following website: <https://dnb.lumiconnect.com/>

either on your smartphone, tablet or PC. All major known browsers, such as Chrome, Safari, Edge, Firefox etc. are supported.

Enter Meeting ID: **100-737-561-945** and click **Join Meeting**:

Alternatively put direct link in your browser <https://dnb.lumiconnect.com/100-737-561-945>

As the company has decided to allow for guest log ins you will be prompted to decide between



If you choose Guests, you will be asked to state your name and e-mail. You will not have the right to vote or speak in the meeting.

If you are a shareholder, choose Shareholder Ref.nr & PIN. You must then identify yourself with.

**a) Ref. number from VPS for the general meeting**

**b) PIN code from VPS for general meeting**

Once you are logged in you will be able to see your name, the number of votes you have, and you can choose the system language Norwegian or English.

**Please note that you must have internet access during the entire meeting.**

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### HOW TO FIND YOUR REFERENCE NUMBER AND PIN CODE

All shareholders registered in the VPS are assigned their own unique reference and PIN code for use in the General Meeting, available to each shareholder through VPS Investor Services. Access VPS Investor Services, select Corporate Actions, General Meeting. Click on the ISIN and you can see your reference number (Ref.nr.) and PIN code.

All VPS directly registered shareholders have access to investor services either via <https://investor.vps.no/garm/auth/login> or internet bank. Contact your VPS account operator if you do not have access.

Shareholders who have not selected electronic corporate messages in Investor Services will also receive their reference number and PIN code by post together with the summons from the company (on registration form).

**Shareholder who do not find their reference number and PIN code for access, or have other technical questions is**

welcome to call DNB Carnegie Issuer Services on phone + 47 23 26 80 20 (between 08:00-15:00)

**Custodian registered shareholders:** Shares held through Custodians (nominee) accounts must exercise their voting rights through their Custodian. Please contact your Custodian for further information.

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## VOTING

Matters to be voted on will be pushed to your screen when voting is due. If necessary, click on the VOTING option when available. Normally, all matters will be available for voting at the start of the meeting, and you can vote as quickly as you wish on all matters.

To vote, select FOR, AGAINST or ABSTAIN, and you will see a confirmation text with your choice.

You may also be given an option where you can vote collectively on all matters. If you use this option, you can still override the voting direction on individual matters if desired.

You can change or cancel your votes as many times as you like, until the meeting chair closes the voting on the individual matters. Your last choice will be valid.

**NB: Logged-in shareholders who have not enrolled, have pre-voted or given a proxy will not have voting available.**

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## QUESTIONS / COMMENTS TO THE GENERAL MEETING

### MESSAGING

Written questions or comments on the items on the agenda can be submitted by shareholders throughout the general meeting.

To view published questions from other shareholders, or if you yourself wish to ask questions or comment on any of the items on the agenda, select MESSAGES.

**All shareholders who submit questions or comments will be identified to other shareholders by name, but not by shareholding.**

Questions submitted online will be moderated before they are published and will be sent to the meeting chair. Submitted questions will therefore not necessarily appear immediately. If you have technical questions or similar, you will be able to get a direct answer from the moderator that only you will see.