

**MINUTES OF EXTRAORDINARY GENERAL MEETING IN WILH. WILHELMSEN HOLDING ASA**

The Extraordinary General Meeting of Wilh. Wilhelmsen Holding ASA, reg no 995 277 905, (the "**Company**") was held on Wednesday 27 November 2012 at 13:30 hours (CET) at the Company's office at Strandveien 20 in Lysaker, Norway.

A list of the shareholders who attended in person or by proxy, and the voting results are attached as appendix 1 and 2 to the protocol.

In accordance with Article 7 or the Articles of Association, the Extraordinary General Meeting was opened and chaired by the chairman of the board of directors, Mr. Diderik Schnitler.

Board members in attendance: Diderik Schnitler

Management in attendance: GCEO Thomas Wilhelmsen and GCFO Nils Petter Dyvik

Protocol: Secretary to the Board of Directors Ole Christian Troland

The following matters were discussed:

**1 ADOPTION OF THE NOTICE AND THE AGENDA**

It was noted that the summons to the Extraordinary General Meeting were sent to all shareholders with a known place of residence on 6 November 2013, and that the documents were made available on the Company's website on the same date.

The Chair asked whether there were any remarks to the summons or the agenda. Since there were no objections, the summons and agenda were deemed to be approved. The Chair declared the Extraordinary General Meeting to be legally convened.

**2 ELECTION OF A PERSON TO CO-SIGN THE MINUTES**

Otto Fotland was elected to co-sign the minutes together with the Chair.



**3 ADOPTION OF THE PROPOSAL FOR DIVIDEND**

The board of directors' proposal for a second dividend for 2013 was presented. In accordance with the proposal, the Extraordinary General Meeting passed the following resolution regarding distribution of dividend:

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

Expected payment of dividend is on or about 10 December 2013.

**4 ADOPTION OF THE PROPOSAL FOR AMENDMENTS TO THE ARTICLES OF ASSOCIATION**


The board of directors' proposal for amendments to the articles of association was presented.

The Extraordinary General Meeting passed the following amendments to the articles of association, to be included as a new last section of 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."*

There were no further matters to address.

The Extraordinary General Meeting was then adjourned.



Diderik Schnitler

Sign.



Otto Fotland

Sign.

APPENDIX 1

**Total Represented**


ISIN:	<u>NO0010571698 WILH. WILHELMSSEN HOLDING ASA A-AKSJER</u>
General meeting date:	27/11/2013 13.30
Today:	27.11.2013

**Number of persons with voting rights represented/attended : 16**

Name	Number of shares	% sc
A - aksje Total shares	34,637,092	
- own shares of the company	100,000	
A - aksje Total shares with voting rights	34,537,092	
Represented by own shares	21,354,666	61.83 %
<b>Sum own shares</b>	<b>21,354,666</b>	<b>61.83 %</b>
Represented by proxy	1,269,302	3.68 %
Represented by voting instruction	1,683,337	4.87 %
<b>Sum proxy shares</b>	<b>2,952,639</b>	<b>8.55 %</b>
<b>Total represented with voting rights</b>	<b>24,307,305</b>	<b>70.38 %</b>
<b>Total represented by share capital</b>	<b>24,307,305</b>	<b>70.18 %</b>
B - aksje Total shares	11,866,732	
- own shares of the company	0	
B - aksje Total shares with voting rights	11,866,732	
Represented by own shares	2,591,970	21.84 %
<b>Sum own shares</b>	<b>2,591,970</b>	<b>21.84 %</b>
Represented by proxy	19,868	0.17 %
Represented by voting instruction	986,756	8.32 %
<b>Sum proxy shares</b>	<b>1,006,624</b>	<b>8.48 %</b>
<b>Total represented with voting rights</b>	<b>3,598,594</b>	<b>30.33 %</b>
<b>Total represented by share capital</b>	<b>3,598,594</b>	<b>30.33 %</b>

Registrar for the company:

NORDEA BANK NORGE ASA



Signature company:

WILH. WILHELMSSEN HOLDING ASA A-AKSJER



Moteliste Oppmøtt WILH. WILHELMOSEN HOLDING ASA A-AKSJER 27.11.2013

Refnr	Fornavn	Firma- /Etternavn	Repr. ved	Akter	Aksje	Egne	Fulmakt	Instruks	Totalt	% kapital	% påmeldt	% repr.	Stemmemal
18		TALLYMAN AS	Morten W. Wilhelmsen	Aksjonær	A - aksje	20 784 730	0	0	20 784 730	60,01 %	85,50 %	85,51 %	
18		TALLYMAN AS	Morten W. Wilhelmsen	Aksjonær	B - aksje	2 281 044	0	0	2 281 044	19,22 %	63,39 %	63,39 %	
75	STIFTELSEN TOM	WILHELMSE N	Morten W. Wilhelmsen	Aksjonær	A - aksje	370 400	0	0	370 400	1,07 %	1,52 %	1,52 %	
75	STIFTELSEN TOM	WILHELMSE N	Morten W. Wilhelmsen	Aksjonær	B - aksje	236 000	0	0	236 000	1,99 %	6,56 %	6,56 %	
273	MORTEN WILHELM	WILHELMSE N		Aksjonær	A - aksje	85 384	0	0	85 384	0,25 %	0,35 %	0,35 %	
273	MORTEN WILHELM	WILHELMSE N		Aksjonær	B - aksje	20 000	0	0	20 000	0,17 %	0,56 %	0,56 %	
554		AS POLLUX	Morten W. Wilhelmsen	Aksjonær	A - aksje	40 000	0	0	40 000	0,12 %	0,17 %	0,17 %	
810	SVEN ADOLF	SOLBERG		Aksjonær	A - aksje	22 450	0	0	22 450	0,07 %	0,09 %	0,09 %	
851	THOMAS	WILHELMSE N		Aksjonær	A - aksje	22 000	0	0	22 000	0,06 %	0,09 %	0,09 %	
851	THOMAS	WILHELMSE N		Aksjonær	B - aksje	400	0	0	400	0,00 %	0,01 %	0,01 %	
877		SJEL INVEST AS	Sjur Galtung	Aksjonær	A - aksje	21 489	0	0	21 489	0,06 %	0,09 %	0,09 %	
877		SJEL INVEST AS	Sjur Galtung	Aksjonær	B - aksje	24 478	0	0	24 478	0,21 %	0,68 %	0,68 %	
3004	NILS PETTER	DYVIK		Aksjonær	A - aksje	4 492	0	0	4 492	0,01 %	0,02 %	0,02 %	
3004	NILS PETTER	DYVIK		Aksjonær	B - aksje	5 000	0	0	5 000	0,04 %	0,14 %	0,14 %	

Refnr	Fornavn	Firma- /Eiternavn	Repr. ved	Aktor	Aksje	Egne	Fullmakt	Instrukser	Totalt	% kapital	% påmeldt	% repr.	Stemmemal
4143		LILLING AS	T. Schiander	Aksjonær	A - aksje	2 350	0	0	2 350	0,01 %	0,01 %	0,01 %	
8789	NICOLAI ANDRESEN	OMEJER		Aksjonær	A - aksje	400	0	0	400	0,00 %	0,00 %	0,00 %	
8789	NICOLAI ANDRESEN	OMEJER		Aksjonær	B - aksje	48	0	0	48	0,00 %	0,00 %	0,00 %	
9449	JENS SIGFRED	ENGSAND		Aksjonær	A - aksje	400	0	0	400	0,00 %	0,00 %	0,00 %	
9696	TOR	STEENFELDT -GJERSØE		Aksjonær	A - aksje	371	0	0	371	0,00 %	0,00 %	0,00 %	
12294	OTTO	FOTLAND		Aksjonær	A - aksje	200	0	0	200	0,00 %	0,00 %	0,00 %	
24687		LØKTA AS	Schnitter	Aksjonær	B - aksje	25 000	0	0	25 000	0,21 %	0,70 %	0,70 %	
30148		Styrets formann/Chair man of BoD		Fullmektig	A - aksje	0	1 269 210	1 683 204	2 952 414	8,52 %	12,15 %	12,15 %	
30148		Styrets formann/Chair man of BoD		Fullmektig	B - aksje	0	19 798	986 756	1 006 554	8,48 %	27,97 %	27,97 %	
30155		Konsernsjef/G roup CEO		Fullmektig	A - aksje	0	92	133	225	0,00 %	0,00 %	0,00 %	
30155		Konsernsjef/G roup CEO		Fullmektig	B - aksje	0	70	0	70	0,00 %	0,00 %	0,00 %	

APPENDIX 2

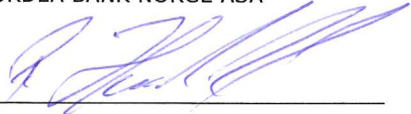
**Protocol for general meeting WILH. WILHELMSSEN HOLDING ASA A-AKSJER**

ISIN: NO0010571698 WILH. WILHELMSSEN HOLDING ASA A-AKSJER  
 General meeting date: 27/11/2013 13.30  
 Today: 27.11.2013

Shares class	FOR	Against	Abstain	Poll in	Poll not registered	Represented shares with voting rights
<b>Agenda item 1 Adoption of the notice and the agenda</b>						
A - aksje	24,307,305	0	0	24,307,305	0	24,307,305
votes cast in %	100.00 %	0.00 %	0.00 %		0.00 %	
representation of sc in %	100.00 %	0.00 %	0.00 %	100.00 %		
<b>Total</b>	<b>24,307,305</b>	<b>0</b>	<b>0</b>	<b>24,307,305</b>	<b>0</b>	<b>24,307,305</b>
<b>Agenda item 3 Proposal for dividend</b>						
A - aksje	24,307,305	0	0	24,307,305	0	24,307,305
votes cast in %	100.00 %	0.00 %	0.00 %		0.00 %	
representation of sc in %	100.00 %	0.00 %	0.00 %	100.00 %		
<b>Total</b>	<b>24,307,305</b>	<b>0</b>	<b>0</b>	<b>24,307,305</b>	<b>0</b>	<b>24,307,305</b>
<b>Agenda item 4 Amendments to articles of association</b>						
A - aksje	24,307,225	80	0	24,307,305	0	24,307,305
votes cast in %	100.00 %	0.00 %	0.00 %		0.00 %	
representation of sc in %	100.00 %	0.00 %	0.00 %	100.00 %		
<b>Total</b>	<b>24,307,225</b>	<b>80</b>	<b>0</b>	<b>24,307,305</b>	<b>0</b>	<b>24,307,305</b>

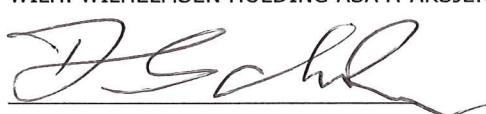
Registrar for the company:

NORDEA BANK NORGE ASA



Signature company:

WILH. WILHELMSSEN HOLDING ASA A-AKSJER


**Share information**

Name	Total number of shares	Nominal value	Share capital	Voting rights
A - aksje	34,637,092	20.00	692,741,840.00	Yes
B - aksje	11,866,732	20.00	237,334,640.00	No
<b>Sum:</b>				

**§ 5-17 Generally majority requirement**

requires majority of the given votes

**§ 5-18 Amendment to resolution**

Requires two-thirds majority of the given votes

like the issued share capital represented/attended on the general meeting