



ANNUAL GENERAL MEETING

IN

WILH. WILHELMSEN ASA

THURSDAY 7 MAY 2009 AT 11:00

AT THE PREMISES OF THE COMPANY, STRANDVEIEN 20, 1366 LYSAKER

The annual general meeting will be called to order by the chair of the board of directors Wilhelm Wilhelmsen.

The following matters are to be dealt with and decided on:

1. Adoption of the summons and the agenda to the annual general meeting.
2. Election of a person to co-sign the minutes from the annual general meeting.
3. Declaration from the board on remuneration for leading employees.
4. Adoption of the annual accounts and annual report for 2008, including the consolidated accounts and the payment of dividend.
5. Adoption of the auditor's remuneration.
6. Determination of the remuneration for board members and deputy board members.
7. Extension of the authorization to the board of directors to purchase shares in the company.
8. Election of members to the board.

Following the general meeting the CEO will report on the current activities in the group.

The share capital in the company is divided into 36 856 468 class A shares and 12 781 032 class B shares. Only class A shares have voting rights at the general meeting. Less the company's own A-shares, 34 332 092 A shares are entitled to vote.

The board has proposed that a dividend of NOK 2.00 is paid to the shareholders.

Shareholders wishing to participate in the general meeting must, in accordance with § 6 of the Articles of Association, not later than 2 working days in advance, i.e. latest Tuesday 5 May 2009, give notice of attendance to the company.

Subject to adoption by the annual general meeting of the annual accounts and annual report for 2008 and approval of the proposal set out under item 4 regarding payment of dividend, a dividend of NOK 2.00 per share will be paid. The dividend will be paid to the shareholders as of the end of 7 May 2009 and will be transferred to these shareholders, or to such person as they may have appointed, on the 22 May 2009. In order to avoid loss, shareholders must therefore ensure that acquisitions of shares, change of address, etc. are notified to the bank or stockbroker appointed manager of their account with the Norwegian Registry of Securities.

The annual report is sent to the shareholders only in the English version. The Directory's report and accounts are also available in Norwegian and will be sent to any shareholders upon request. These and other appurtenant documents including the summons are disclosed at the company's web page – www.wilhelmsen.com.

17 March 2009

on behalf of the board of directors

Wilhelm Wilhelmsen
Chair

To **Wilh. Wilhelmsen ASA**, att: Legal department, PO Box 33, NO-1324 Lysaker, Norway.
Telefax. +67 58 43 25 E-mail. ww.corporate.legal@wilhelmsen.com

Participation in the annual general meeting

The undersigned shareholder in Wilh. Wilhelmsen ASA will attend the company's annual general meeting at Strandveien 20, 1366 Lysaker, Norway on Thursday 7 May 2009 at 11:00. hours.

I am the owner of shares of Class A.

..... shares of Class B.

..... this day of 2009

.....
(name in capital letters)

.....
(signature)

.....
(address)

✂ ----- ✂

To **Wilh. Wilhelmsen ASA**, att: Legal department, P O Box 33, NO-1324 Lysaker, Norway.

Telefax +67 58 48 40 Email: ww.corporate.legal@wilhelmsen.com

Proxy to participate in the annual general meeting

The undersigned shareholder in Wilh. Wilhelmsen ASA hereby **authorizes**

.....
(name in capital letters)

to attend and vote at the company's annual general meeting at Strandveien 20, 1366 Lysaker, Norway on Monday 7 May 2009 at 11:00.

I am the owner of shares of Class A.

..... shares of Class B.

..... this day of 2009

.....
(name in capital letters)

.....
(signature)

.....
(address)