

Proposal from the nomination committee of Wilh. Wilhelmsen Holding ASA to its annual general meeting to be held 26 April 2018

The nomination committee consists of Wilhelm Wilhelmsen (chairman), Jan Gunnar Hartvig and Gunnar Fredrik Selvaag. Since the annual general meeting in 2017, the committee has held two meetings.

For the annual general meeting to be held 26 April 2018, the nomination committee makes the following proposals:

1. Remuneration of the members of the board of directors

The nomination committee do not propose any changes to the remuneration of the members of the board of directors, with remuneration for the period from the annual general meeting in 2017 until the annual general meeting in 2018 to remain as follows:

| | |
|-----------------------------------|--------------------|
| <i>The chairman of the board:</i> | <i>NOK 650 000</i> |
| <i>The other board members:</i> | <i>NOK 375 000</i> |

2. Remuneration of the members of the nomination committee

The nomination committee do not propose any changes to the remuneration of the members of the nomination committee, with remuneration for the period from the annual general meeting in 2017 until the annual general meeting in 2018 to remain as follows:

| | |
|--|-------------------|
| <i>The chairman of the nomination committee:</i> | <i>NOK 35 000</i> |
| <i>The other members:</i> | <i>NOK 25 000</i> |

3. Election of members of the board of directors

Board members Odd Rune Austgulen and Irene Waage Basili are up for election. The remaining board members are elected for one more year.

Board member Odd Rune Austgulen will resign from the board. The nomination committee recommends Trond Westlie as new board member. The nomination committee recommends re-election of Irene Waage Basili. The recommendation of the nomination committee is that both are elected for a two year period.

A CV of Trond Westlie is enclosed. For CV of present board members, please see company website at: <https://wilhelmsen.com/about-wilhelmsen/governing-elements/board-and-management/board-of-directors/>

4. Election of members of the nomination committee

Nomination committee members Wilhelm Wilhelmsen, Jan Gunnar Hartvig and Gunnar Fredrik Selvaag are all up for election.

The nomination committee recommends re-election of all three members of the committee for a period of two years. For CV of nomination committee members, please see company website at: <https://wilhelmsen.com/about-wilhelmsen/governing-elements/board-and-management/nomination-committee/>

Lysaker, 5 April 2018

On behalf of the nomination committee of Wilh. Wilhelmsen Holding ASA

Wilhelm Wilhelmsen
Chairman

Born
8. June 1961

Experience

Group CFO, Member of the Group Executive Committee, Veon Ltd, 2017-present

VEON (former VimpelCom Ltd) is a NASDAQ and Euronext Amsterdam-listed global provider of connectivity and internet services.

Executive Vice President, Group CFO, Member of the Executive board, AP Moeller Maersk, 2010 – 2016

AP Moeller Maersk is a conglomerate operating in Transportation and Energy (Oil) industries all over the world.

Executive Vice President, Group CFO, Telenor, 2004 – 2009

Telenor is a company operating in the Telecom sector in Scandinavia, Eastern Europe and South-East Asia.

Group Executive Vice President, CFO, Aker Kvaerner, 2002 – 2004

Executive Vice President, CFO, Aker Maritime, 2000 – 2001

Executive Vice President, Business Development, Aker RGI, 1998 – 1999

Senior Vice President, Investor Relations, Aker RGI, 1997 – 1998

Assistant CFO, Resource Group International (RGI), 1995 – 1997

Manager (audit) KPMG (Norway), Richard Eisner & Co (New York) and Grimsrud & Co (Norway), 1984 – 1994

Board Experience

Danske Bank, 2012 - 2017

VimpelCom, 2014 - 2016

Subsea 7, (previously Stolt Offshore, later Acergy), 2004 - 2013

Mesta, 2008 – 2010

Numerous board seats in subsidiaries or JV companies owned by companies worked for

Education

Week courses in executive management at Harvard, 2010 and 2013, and Stanford, 2015

Norges Handelshøyskole — Statsautorisert revisor, 1987

BI — Registrert revisor, 1984

Agder distriktshøgskole — Høyskolekandidat øk/adm, 1983