



**ANNUAL GENERAL MEETING
IN
WILH. WILHELMSSEN HOLDING ASA**

**THURSDAY 28 APRIL 2011 AT 13:00
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 Diderik Schnitler.

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.
3. Declaration from the board on remuneration for leading employees.
4. Adoption of the annual accounts and annual report for 2010, including the consolidated accounts and the payment of dividend.
5. Adoption of the auditor's remuneration.
6. Determination of the remuneration for board members.
7. Extension of the authorization to the board of directors to purchase shares in the company.
8. Directions for Nomination Committee
9. Election of board members

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

The share capital in the company is divided into 34 637 092 class A shares and 11 866 732 class B shares. Only class A shares have voting rights at the general meeting. All A shares are entitled to vote.

The board has proposed that a dividend of NOK 3.50 is paid to the shareholders.

Shareholders wishing to participate in the general meeting must, in accordance with § 7 of the Articles of Association, not later than 2 working days in advance, i.e. latest Tuesday 26 April 2011, give notice of attendance to the company.

Subject to adoption by the annual general meeting of the annual accounts and annual report for 2010 and approval of the proposal set out under item 4 regarding payment of dividend, a dividend of NOK 3,50 per share will be paid. The dividend will be paid to shareholders as of the end of 28 April 2010 and will be transferred to these shareholders, or to such person as they may have appointed, on the 12 May 2011. 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 available in the English version at the Company's web page - www.wilhelmsen.com - as of 7 April 2011 and will be sent to shareholders requesting to receive hard copy. The report and other appurtenant documents including the summons are disclosed at the company's web page as of 7 April 2011.

15 March 2011

on behalf of the board of directors

Diderik Schnitler
Chair

To **Wilh. Wilhelmsen Holding 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 Holding ASA will attend the company's annual general meeting at Strandveien 20, 1366 Lysaker, Norway on Thursday 28 April 2011 at 13:00. hours.

I am the owner of shares of Class A.

..... shares of Class B.

..... this day of 2011

.....
(name in capital letters)

.....
(signature)

.....
(address)

✂ ----- ✂

To **Wilh. Wilhelmsen Holding 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 Thursday 28 April 2011 at 13:00.

I am the owner of shares of Class A.

..... shares of Class B.

..... this day of 2011

.....
(name in capital letters)

.....
(signature)

.....
(address)