Proposal from the nomination committee of Wilh. Wilhelmsen Holding ASA to its Annual General Meeting to be held 30 April 2026

The nomination committee of Wilh. Wilhelmsen Holding ASA has consisted of the following members:

Jan Gunnar Hartvig (chair)
Gunnar Frederik Selvaag
Silvija Seres

The work of the committee has followed the Guidelines for the nomination committee adopted by the Annual General Meeting on 30 April 2019.

Since the Annual General Meeting in 2025, the nomination committee has held six meetings.

In line with the Guidelines for the nomination committee and the procedures published on the Wilhelmsen website, shareholders and other interested parties have been invited to put forward candidates for the board and the nomination committee. The committee has also been in contact with shareholders, the board of directors, and the company's executive personnel as part of its work on proposing candidates for election.

As part of its work on proposing candidates for election to the board, the committee has evaluated the performance of the board and the board composition, the experience, competence, and capacity of each candidate, and how the candidate may contribute as part of a team. The composition of the board is also regulated by the Articles of Association and Norwegian law and regulation, including related to gender diversity. The board conducted its annual evaluation of performance and expertise during the third quarter of 2025. The outcome of the evaluation was shared with the nomination committee.

As part of its work on proposing candidates for election to the nomination committee, the committee has evaluated the work and procedures of the committee, the experience, competence, and capacity of each member, and the availability of external support.

As part of its work on proposing remuneration, the committee has evaluated the work and responsibility involved, and the remuneration level for comparable positions.

All below proposals are unanimous.

1. Remuneration of the members of the board of directors

The nomination committee proposes the following remuneration of the members of the board of directors for the period from the Annual General Meeting in 2025 until the Annual General Meeting in 2026. Remuneration for the previous period is shown in brackets. The board fees are proposed increased with an inflationary element of 3.5 per cent rounded upwards:

The board chair:	*NOK 840,000 (NOK 810,000)*
The other board members:	*NOK 505,000 (NOK 487,000)*
The audit committee chair:	*NOK 129,000 (NOK 124,000)*
The audit committee members:	*NOK 70,000 (NOK 67,000)*
The remuneration and people committee chair:	*NOK 64,000 (NOK 62,000)*
The remuneration and people committee members:	*NOK 43,000 (NOK 41,500)*

Based on the recommendation and the board composition for the period, the total estimated remuneration to members of the board of directors for the period from the Annual General Meeting in 2025 until the Annual General Meeting in 2026 will be NOK 3,209,000 (NOK 3,094,000).

The nomination committee supports the recommendation of the Norwegian Code of Practice for Corporate Governance (Chapter 8) that members of the board of directors should be encouraged to own shares in the company. The nomination committee recommends that board members use 20 per cent of their net annual board remuneration to buy shares in Wilh. Wilhelmsen Holding ASA up until the accumulated value of their shareholding in Wilh. Wilhelmsen Holding ASA is equal to, or exceeds, the gross annual remuneration received by the board member from the company.

2. Remuneration of the members of the nomination committee

The nomination committee proposes 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. Remuneration for the previous period is shown in brackets. The fees are proposed increased with an inflationary element of 3.5 per cent rounded upwards.

The nomination committee chair:	*NOK 51,000 (NOK 49,000)*
The nomination committee members:	*NOK 40,000 (NOK 38,000)*

Based on the recommendation, the total estimated remuneration to members of the nomination committee for the period from the Annual General Meeting in 2025 until the Annual General Meeting in 2026 will be NOK 131,000 (NOK 125,000).

3. Election of members of the board of directors

According to the Articles of association, the board of Wilh. Wilhelmsen Holding ASA is made up of five to seven members and up to three deputy members.

Board members Rebekka Glasser Herlofsen, Ulrika Laurin, and Thomas F. Borgen were elected at the Annual General Meeting on 2 May 2024 for a period of two years. They are as such up for election at the 30 April 2026 Annual General Meeting.

Board chair Carl E. Steen and board member Morten Borge were elected at the Annual General Meeting on 30 April 2025 for a period of two years. They are as such not up for election at this year's Annual General Meeting.

The nomination committee proposes that Rebekka Glasser Herlofsen, Ulrika Laurin, and Thomas F. Borgen are re-elected as board members for a period of two years. The nomination committee considers the proposed board to include the right balance of complementary experiences and competences. Further, it is considered that each board member has and will continue to have the necessary capacity and motivation, and that the board will continue to function effectively as a collegiate body.

Subject approval by the Annual General Meeting, the board will then consist of the following members:

Carl E. Steen (chair)	Re-elected 2025	For period 2025-27
Morten Borge	Re-elected 2025	For period 2025-27
Rebekka Glasser Herlofsen	Re-election 2026	For period 2026-28
Ulrika Laurin	Re-election 2026	For period 2026-28
Thomas F. Borgen	Re-election 2026	For period 2026-28

Rebekka Glasser Herlofsen has served on the Wilhelmsen board since 2020. She brings broad experience from management and board positions within the maritime and financial industries, including in Wallenius Wilhelmsen, DNV/GL, Torvald Klaveness, BW Gas, Enskilda Securities, and Equinor ASA (board). Her present positions include Chair of the boards of Norwegian Hull Club (NHC), Handelsbanken Norge and Aibel ASA, board member of BW Offshore ASA, ROCKWOOL A/S, Torvald Klaveness Group, and Egmont Fonden, and Chair of DNV Council.

Ulrika Laurin has served on the Wilhelmsen board since 2020. She has extensive operational experience from international shipping, including as CEO of Anglo-Atlantic Steamship Co Ltd, board member of the Swedish Shipowners' Association, council member of Intertanko, and as board member of Frontline Ltd., of Golden Ocean Group Ltd. and of Stena Bulk AB. She served as chair of Laurin Shipping AB, a family-owned company, until it was sold in 2018. Her present positions include serving as non-executive director of Stainless Tankers ASA and Western Bulk Chartering AS and Chair of BlueYield AB.

Thomas F. Borgen has served on the Wilhelmsen board since 2024. He brings extensive experience from international capital markets and strategy management, including as CEO of Danske Bank. He has also worked for Chemical Bank (now JP Morgan) and Nordlandsbanken (now DnB). Thomas F. Borgen is presently Senior Advisor with Bain & Company, a global consultancy, and Chair of WOW ASA and Kongsberg Digital.

Further information on present board members is available on the company website at:
https://wilhelmsen.com/about-wilhelmsen/governing-elements/board-and-management/board-of-directors/

4. Election of members of the nomination committee

According to the Guidelines for the nomination committee, the nomination committee of Wilh. Wilhelmsen Holding ASA shall consist of two to four members, including the chair. The nomination committee members, including the chair, are elected by the general meeting for a period of up to two years.

The nomination committee chair Jan Gunnar Hartvig and the committee members Gunnar Frederik Selvaag and Silvija Seres were all elected at the Annual General Meeting on 2 May 2024 for a period of two years. They are as such up for election at the 30 April 2026 Annual General Meeting.

The nomination committee proposes that Jan Gunnar Hartvig is re-elected as nomination committee chair, and that Gunnar Frederik Selvaag and Silvija Seres are re-elected as nomination committee members, all for a period of two years. All committee members are independent of Wilhelmsen's board of directors and executive personnel. All members are also independent of material shareholders or group of shareholders. The nomination committee considers the present committee to include a right balance of complementary competence and background and is of the opinion that the committee is functioning effectively as a collegiate body.

The nomination committee will then consist of the following members:

Jan Gunnar Hartvig (chair)	Re-election 2026	For period 2026-28
Gunnar Frederik Selvaag	Re-election 2026	For period 2026-28
Silvija Seres	Re-election 2026	For period 2026-28

Further information on the nomination committee members is available on the company website at:
https://www.wilhelmsen.com/about-wilhelmsen/governing-elements/nomination-committee/

Lysaker, 3 March 2026

Jan Gunnar Hartvig (chair)   Gunnar Frederik Selvaag   Silvija Seres