



Annual General Meeting 2026

29 April 2026



Agenda



1. Election of chairperson of the meeting
2. Adoption of the notice and agenda
3. Election of a person to co-sign the minutes
4. Approval of the annual accounts and the annual report for the financial year 2025
5. Authorisation to the board of directors to distribute dividends under the Company's dividend policy
6. Approval of guidelines for salary and other remuneration to leading personnel
7. Report on salary and other remuneration to leading personnel
8. Statement on corporate governance pursuant to Section 2-9 of the Norwegian Accounting Act
9. Approval of the fee to the Company's auditor
10. Election of members and deputy members to the board of directors
11. Determination on the remuneration for the members of the board of directors
12. Determination on the remuneration to the members of the nomination committee
13. Determination on the remuneration to the members of the audit committee
14. Determination on the remuneration to the members of the people, culture and remuneration committee
15. Authorisation to the board of directors to acquire shares in the company
16. Authorisation to the board of directors to increase the share capital



Item 1



Election of chairperson of the meeting

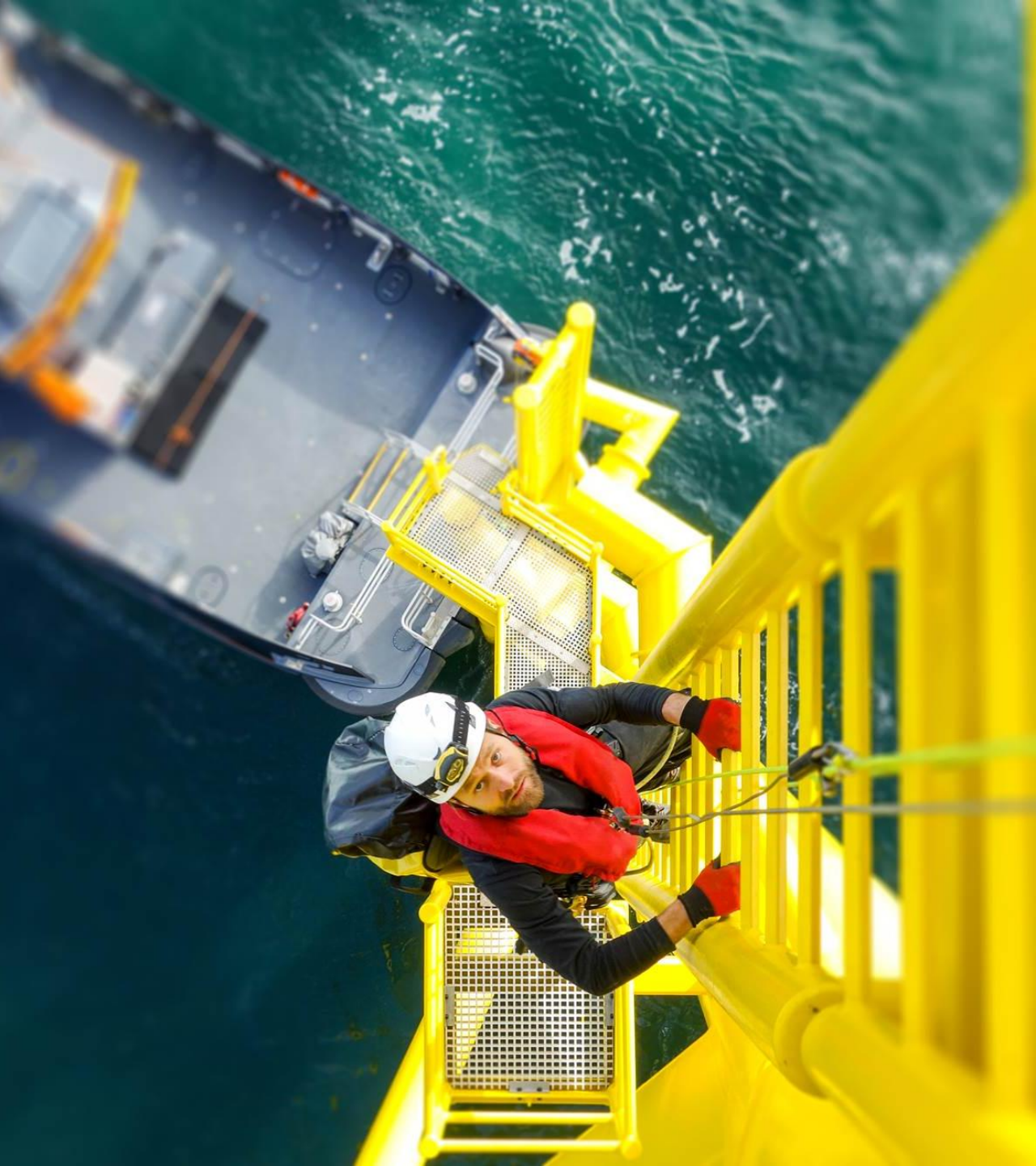
The board of directors propose that the general meeting is chaired by Ylva Gjesdahl Petersen, lawyer at Advokatfirmaet Thommessen AS.



Item 2

Adoption of the notice and agenda





Item 3

Election of a person to co-sign the minutes





Item 4



Approval of the annual accounts and the annual report for the financial year 2025

The board of directors propose that the annual accounts and the annual report for the financial year 2025 are approved.



Item 5



Authorisation to the board of directors to distribute dividends under the Company's dividend policy

- a) The board of directors is granted an authorisation to resolve distribution of dividend on the basis of the Company's financial statements for 2025, cf. the Norwegian Public Limited Liability Companies Act Section 8-2 (2).
- b) In connection with any use of the authorisation the board of directors shall ensure that resolutions are in accordance with the company's dividend policy.
- c) The board of directors shall prior to every resolution regarding distribution of dividends consider whether the company, following the distribution of dividends, will have an adequate equity and liquidity, cf. Section 8-1 (4) cf. Section 3-4 of the Norwegian Public Limited Liability Companies Act.
- d) The authorisation is valid until the Company's annual general meeting in 2027.

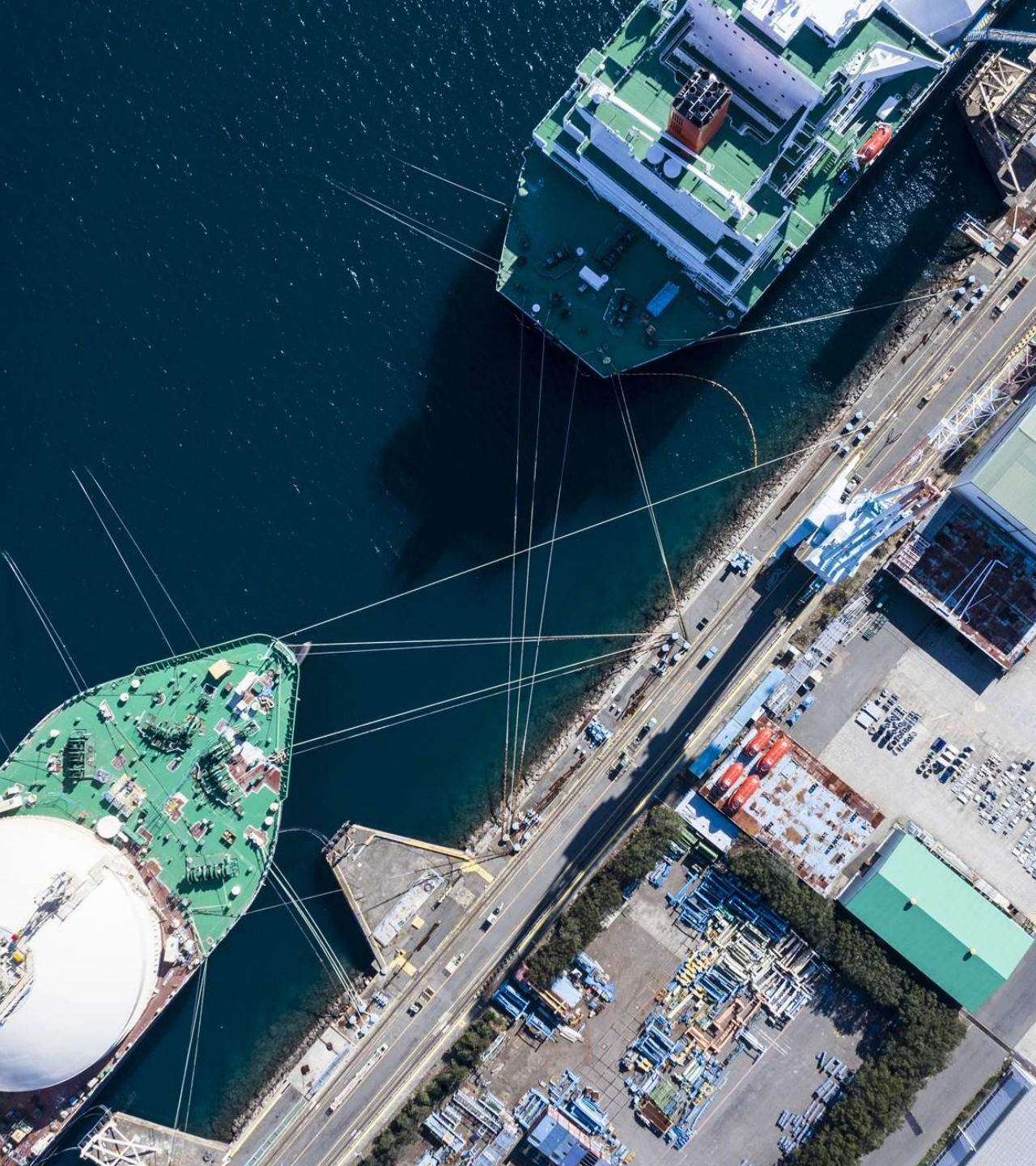


Item 6



Approval of guidelines for salary and other remuneration to leading personnel

The board of directors recommend that the general meeting approves the guidelines for salary and other remuneration for leading personnel prepared by the board of directors.



Item 7



Report on salary and other remuneration to leading personnel

The board of directors recommends that the general meeting by an advisory vote endorses the report on salary and other remuneration to the Company's leading personnel.



Item 8



Statement on corporate governance pursuant to
Section 2-9 of the Norwegian Accounting Act

(The statement is not subject to the general meeting's
vote.)

Item 9



Approval of the fee to the Company's auditor

The board of directors proposes that the auditor's fee to Ernst & Young AS for the financial year 2025 of NOK 2,465,000 for the audit of the financial statements of Wallenius Wilhelmsen ASA and NOK 205,000 for the limited assurance of the sustainability statements is approved.



Item 10



Election of members and deputy members to the board of directors

For the period from the Annual General Meeting in 2026 until the Annual General Meeting in 2027, the nomination committee proposes the following persons be elected to the board:

- Rune Bjerke (Chairman)
- Thomas Wilhelmsen
- Hans Åkervall
- Yngvil Eriksson Åsheim
- Magnus Groth
- Line Hestvik
- Lieve Logghe

As deputy personal board members for Thomas Wilhelmsen and Hans Åkervall respectively, the nomination committee proposes Mr. Christian Berg and Mr. Erik Nøklebye – also for a period of 1 year.



Item 11



Determination on the remuneration for the members of the board of directors

The nomination committee proposes that the AGM approves the following remuneration to the board of directors for the period from the AGM 2025 to the AGM 2026 (the “period”):

Chair of the board of directors: NOK 1 800 000

Other board members: NOK 675 000

The remuneration shall be payable immediately after the AGM 2026. If a board member has not served for the entire period; the remuneration shall be adjusted down pro rata (based on the number of days served compared to the full period based on 365 days)



Item 12



Determination on the remuneration to the members of the nomination committee

The nomination committee proposes that the AGM resolves that the remuneration for the members of the nomination committee for the period shall be:

Chair of the nomination committee:	NOK	150 000
Other members:	NOK	100 000



Item 13



Determination on the remuneration to the members of the audit committee

The nomination committee proposes that the AGM resolves that the remuneration for the members of the audit committee for the period shall be:

Chair of the audit committee:	NOK	125 000
Other members:	NOK	95 000



Item 14



Determination on the remuneration to the members of the people, culture and remuneration committee

The nomination committee proposes that the AGM resolves that the remuneration for the people, culture and remuneration committee shall be:

Chair of people, culture and remuneration committee:	NOK	125 000
Other members:	NOK	95 000



Item 15



Authorisation to the board of directors to acquire shares in the company

The board of directors proposes that the general meeting adopts the following resolution:

- a) Pursuant to Section 9-4 of the Norwegian Public Limited Liability Companies Act, the board of directors is granted an authorisation to, on behalf of the company, acquire own shares with a total nominal value of up to NOK 22,001,456 which equals 10% of the current share capital.
- b) The maximum amount to be paid for each share is NOK 300 and the minimum amount is NOK 0.52.
- c) Acquisition and sale of own shares may take place in any way the board of directors finds appropriate, however, not by way of subscription.
- d) The authorisation is valid until the Company's annual general meeting in 2027, but no longer than 30 June 2027.

Item 16



Authorisation to the board of directors to increase the share capital

- The board of directors propose that the size of the authorisation shall correspond to 10% of the Company's current share capital.
- The board of directors propose that the general meeting adopts the following resolution:
 - a) Pursuant to Section 10-14 of the Norwegian Public Limited Liability Companies Act, the board of directors is granted an authorisation to increase the share capital by up to 10% of the share capital of the Company, i.e., up to NOK 22,001,456.
 - b) The shareholders' preferential right to the new shares pursuant to Section 10-4 of the Norwegian Public Limited Liability Companies Act may be deviated from.
 - c) The authorisation may comprise share capital increases against contribution in kind, cf. Section 10-2 of the Norwegian Public Limited Liability Companies Act.
 - d) The authorisation may comprise share capital increases in connection with mergers pursuant to Section 13-5 of the Norwegian Public Limited Liability Companies Act.
 - e) From the time of registration of this authorisation in the Norwegian Register of Business Enterprises, this authorisation shall replace the authorisation to increase the share capital granted to the board of directors at the annual general meeting held on 29 April 2025.
 - f) The authorisation is valid until the Company's annual general meeting in 2027, but no longer than 30 June 2027.

