

To the shareholder of Wallenius Wilhelmsen Logistics ASA

## RECOMMENDATIONS BY THE NOMINATION COMMITTEE 2018

In accordance with the articles of association of the Company and the instructions for the Nomination Committee adopted by the General meeting of the Company on 20<sup>th</sup> June, the Nomination Committee hereby presents its proposals for remuneration for the board and the Nomination Committee for the period from AGM 2017 until the AGM 2018.

The Nomination Committee has had communications and discussions with the majority shareholders. Based on this we hereby submit our recommendations. The proposals have been unanimously resolved by the Nomination Committee

Last year the Nomination Committee proposed a fee level at the higher end of the spectrum for publicly quoted companies in Norway, in light of the extra work burden associated with the start-up of the new company. The committee proposes that this fee level is maintained also for the next year.

### 1 REMUNERATION TO 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 2017 to the AGM 2018 (the "period")

The Chairman of the board shall receive NOK 1,500,000, and all other Board members shall receive NOK 500,000 for the period.

The compensation for the Chairman reflects the amount of work required related to the merger and post-merger integration work as well as the following up the anti-trust case.

The remuneration shall be payable immediately after the AGM 2018. 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)

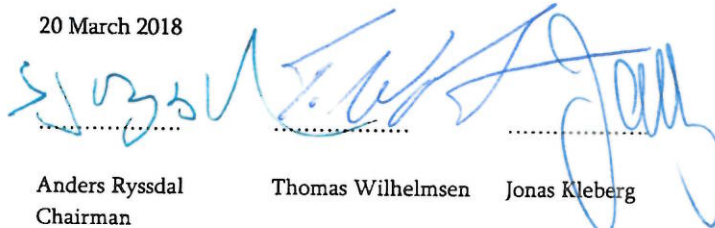
### 2 REMUNERATION TO THE NOMINATION COMMITTEE

The Nomination Committee proposes that the AGM resolves that the remuneration for the members of the Nomination Committee for the period shall be NOK 50,000 for the Chairman and NOK 30,000 for each other committee member.

### 3 REMUNERATION TO THE BOARD AUDIT COMMITTEE

The Nomination Committee proposes that the AGM resolves that the remuneration for the members of the Board Audit Committee for the period shall be NOK 50,000 for the Chairman and NOK 35,000 for each other committee member.

20 March 2018



Anders Ryssdal  
Chairman

Thomas Wilhelmsen

Jonas Kleberg