

## **TO THE SHAREHOLDERS OF WALLENIOUS WILHELMSSEN ASA**

### **RECOMMENDATIONS BY THE NOMINATION COMMITTEE 2024**

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, the Nomination Committee hereby presents its proposals for corporate elections and remuneration for the Board and the Nomination Committee.

The Nomination Committee has had communications and discussions with the majority shareholders, interviewed the Board members and independently examined the Company's needs. Based on this we hereby submit our recommendations. The proposals have been unanimously resolved by the Nomination Committee.

#### **1 ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS**

Over the last year, the Board has consisted of the following members Rune Bjerke (Chairman), Margareta Alestig, Thomas Wilhelmsen, Anna Felländer, Hans Åkervall and Yngvil Eriksson Åsheim.

Board members Margareta Alestig and Thomas Wilhelmsen were elected for a period of two years at last year's AGM. They are not up for re-election.

Board members Rune Bjerke, Anna Felländer, Yngvil Eriksson Åsheim and Hans Åkervall are up for re-election this year, and the Nomination Committee proposes that they all be re-elected for a period of two years.

In addition, the Nomination Committee proposes that Mr. Magnus Groth be elected member of the Board for a period of two years. Mr. Groth is the CEO of Essity. He previously served as CEO of SCA, and he has earlier held senior positions in major Swedish corporations operating globally. He also holds board experience. Mr. Groth is trained both as an engineer and as an economist. His broad general experience as well as his experience in implementation of digital solutions and logistics management will be valuable to Wallenius Wilhelmsen.

Further, the Nomination Committee proposes that Mr. Erik Nøklebye be elected as personal alternate board member for Mr. Hans Åkervall. Mr. Nøklebye is the CEO of Walleniusrederierna. He is a seasoned shipping executive, with a broad range of geographical postings i.a. in Europe, Asia and America.

Finally, the Nomination Committee proposes that Mr. Christian Berg be elected as personal alternate board member for Mr. Thomas Wilhelmsen. Mr. Berg is the Group Chief Financial Officer of Wilh. Wilhelmsen Holding. He is a seasoned industry executive, having served i.a. as CEO of Hafslund and as a partner in HitecVision.

#### **2 ELECTION OF MEMBERS TO THE NOMINATION COMMITTEE**

Over the last year the Nomination Committee has consisted of Anders Ryssdal (Chairman), Jonas Kleberg and Carl Erik Steen. They were re-elected for a period of two years in 2023 and are thus not up for re-election.

### **3 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 2023 to the AGM 2024 (the “period”):

The Chairman of the Board shall receive NOK 1 675 000 and all other Board members shall receive NOK 625 000 for the period.

The remuneration shall be payable immediately after the AGM 2024. 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).

### **4 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 125 000 for the Chairman and NOK 85 000 for each other committee member.

### **5 REMUNERATION TO THE BOARD COMMITTEES**

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 115 000 for the Chairman and NOK 85 000 for each other committee members.

The Nomination Committee proposes that the AGM resolves that the remuneration for the People, Culture and Remuneration Committee shall be NOK 115 000 for the Chairman and NOK 85 000 for each other committee member.

8 April 2024

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Anders Ryssdal (Chairman)

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Jonas Kleberg

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Carl Erik Steen