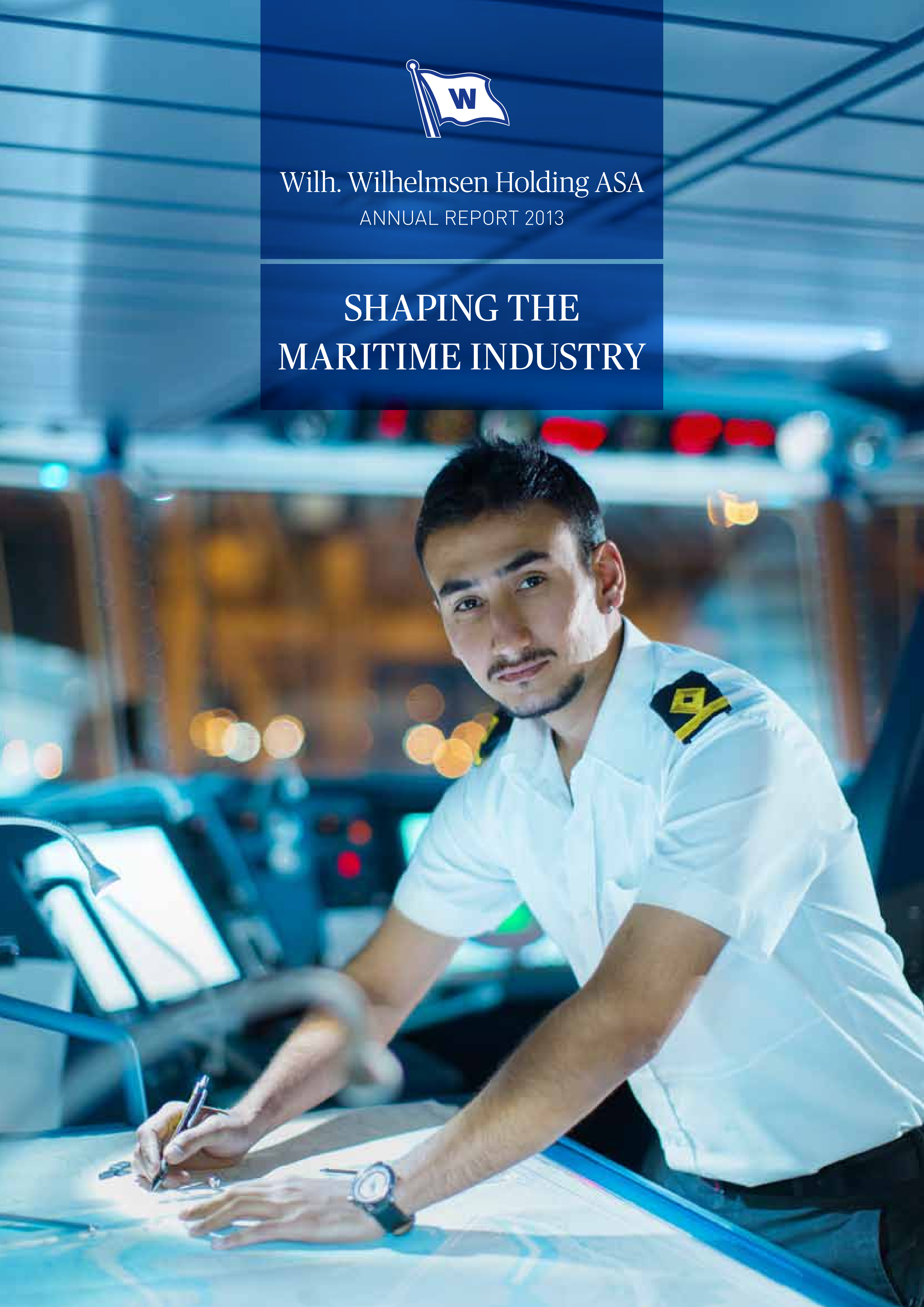
Wilh. Wilhelmsen Holding ASA

ANNUAL REPORT 2013

SHAPING THE MARITIME INDUSTRY



Content:

Our vision:

SHAPING THE MARITIME INDUSTRY

Our philosophy:

We believe that empowered employees in an innovative, learning organisation are our main competitive advantage in meeting the needs and wants of our customers.

Our values:

CUSTOMER CENTRED
We place our customers in the centre and focus on their needs. This drives us forward to develop services, products and solutions that benefit both the customer and us.

EMPOWERMENT
Involvement and recognition generate positive energy and increase ownership of our individual contributions. The freedom to act and take initiative within agreed frameworks motivates us to reach our full potential and do a better job.

LEARNING AND INNOVATION
The world around us changes constantly. As a learning organisation we continually seek to renew ourselves, to work smarter and improve everything we do. As a result, we are more able to recognise opportunities and develop new and innovative solutions.

STEWARDSHIP
We prioritise and manage our resources in a responsible way to continuously create value. We are concerned for the safety and well being of people, society and the environment.

TEAMING AND COLLABORATION
Our most important competitive advantage is our qualified people worldwide, working together across different cultures towards common goals. Collaboration drives our creative energy and gives us better solutions.

"Working for Wilhelmsen makes me very proud, and I am blessed to have the opportunity to make a living by keeping my fellow Wilhelmsen crewmembers happy.

George B. Baliza
Mess man, Wilhelmsen Ship Management

◀ Lupe Rodriguez

FRS service technician, Wilhelmsen Ships Service

Working out of the WSS Houston office for three years, Lupe Rodriguez is making sure fire extinguishers work when they're needed. Constantly out on duty maintaining our customer's safety systems, from portable fire extinguishers to large CO_2 systems.

I have a total of seventeen years' experience working with safety systems. With a long time of service in the industry, I know Wilhelmsen is technically advanced and deliver high quality. Our systems are considered no. 1 in the market, and it makes me really proud to be part of the Wilhelmsen family. To me, sharing my knowledge is an important part of my job – both with customers and not least with my colleagues. I take huge pride in teaching my apprentices and train them to become first assistant technicians and finally fully fledged technicians after five years of training and exams.

Key figures

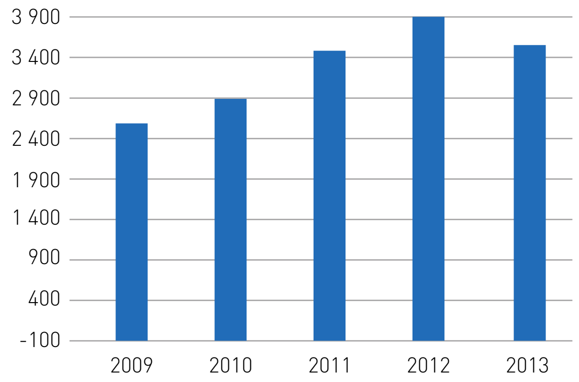
Consolidated accounts

		2013	2012	2011	2010	2009
Income statement						
Total income *	USD mill	3 533	3 896	3 450	2 846	2 573
Primary operating profit *	USD mill	542	777	581	436	436
Operating profit *	USD mill	363	601	407	273	241
Profit before tax *	USD mill	374	496	247	144	319
Net profit *	USD mill	340	446	232	75	334
Net profit after minorities *	USD mill	260	329	188	60	331
Balance sheet						
Non current assets	USD mill	3 728	3 699	3 286	2 721	2 581
Current assets	USD mill	1 218	1 282	1 132	1 359	1 103
Equity	USD mill	2 286	2 077	1 673	1 538	1 269
Interest-bearing debt	USD mill	1 851	2 008	1 901	1 723	1 730
Total assets	USD mill	4 982	4 418	4 080	3 684	3 250
Key financial figures						
Cash flow from operation [1]	USD mill	243	310	214	235	175
Liquid funds at 31 December [2]	USD mill	734	790	717	944	700
Liquidy ratio [3]		1.7	2.1	1.5	1.7	2.3
Equity ratio [4]	%	46%	42%	38%	38%	34%
Yield						
Return on capital employed [5]	%	11%	15%	10.1%	6.8%	13.4%
Return on equity [6]	%	16%	24%	14.4%	5.4%	30.6%
Key figures per share						
Earnings per share [7]	USD	5.59	7.06	4.05	1.29	7.11
Diluted earnings per share [8]	USD	5.60	7.08	4.06	1.29	7.11
Primary operating profit per share [9]*	USD	11.66	16.72	12.49	9.38	9.38
Average number of shares outstanding	Thousand	46 404	46 404	46 454	46 504	46 504

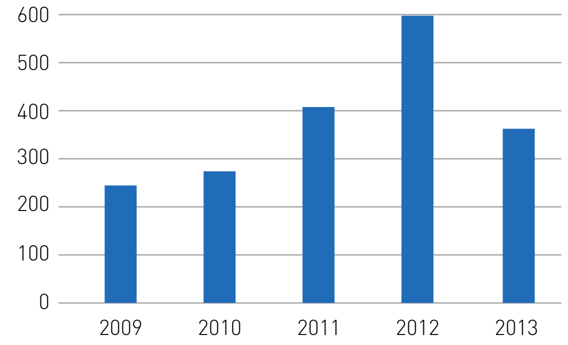
Definitions:
(1) Net cash flow from operating activities
(2) Cash, bank deposits and short term financial investments
(3) Current assets divided by current liabilities
(4) Equity in percent of total assets
(5) Profit for the period before taxes plus interest expenses, in percent of average equity and interest-bearing debt
(6) Profit after tax (annualised) divided by average equity
(7) Profit for the period after minority interests, divided by average number of shares
(8) Earnings per share taking into consideration the average number of shares reduced for own shares
(9) Operating profit for the period adjusted for depreciation and impairments of assets, divided by average number of shares outstanding

* Figures according to the proportionate method for joint ventures, which reflect the group's underlying operations in more detail than the financial statements based on equity method.

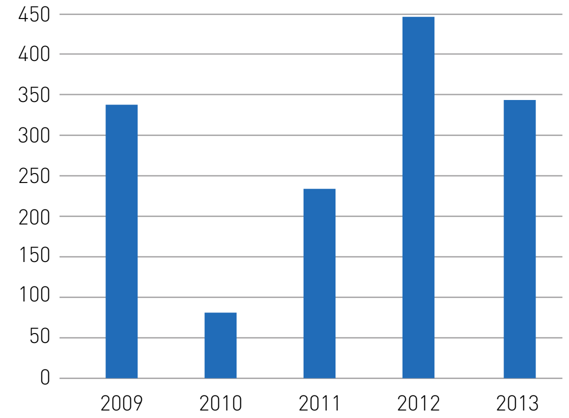
Total income* (USD mill)



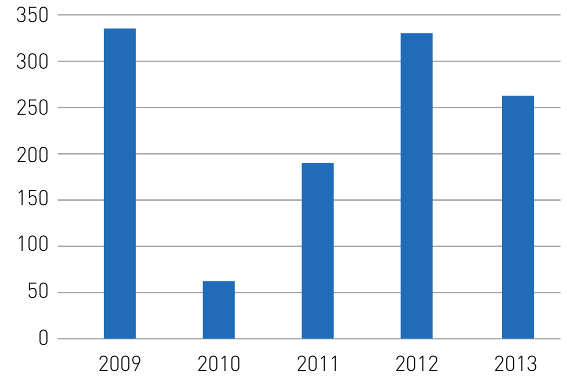
Operating profit* (USD mill)



Net profit (USD mill)



Net profit after minorities (USD mill)



◀ Inger-Lise Josefsen

General manager Norway, Wilhelmsen Ships Service

As general manager for Norway, Inger-Lise Josefsen is responsible for sales of products and services to Norwegian customers for delivery world-wide and along the Norwegian coastline.

My role is much about making sure that Team Norway contributes and plays well with all the other network teams, in order to reach our common global goals. We have a solid team and a good mix of experiences, age and gender. It consists of 45 people in sales and customer services and 55 involved in the day to day operations in Norway. I am really proud to manage such a team and could not have done my job without them.

WSS is the largest business area within the maritime services segment. I acknowledge this role by trying to include all the other business areas when opportunities arise. Utilising synergies within the whole group, we can offer our customers the largest network of maritime products and services in the world.

Directors' report 2013

WILH.WILHELMSEN HOLDING ASA

Highlights for 2013

Results down from strong 2012

Mixed market – stable over all

Multiple performance improvement programs

Positive development in WWH share price

Paid dividend of NOK 5.50 per share

MAIN DEVELOPMENT AND STRATEGIC DIRECTION

The Wilh. Wilhelmsen Holding group (WWH) delivered lower results for 2013 when compared with a very strong 2012. The fallback in results was due to a 7% reduction in shipping volumes and substantial sales gains impacting previous year accounts.

Wilh. Wilhelmsen ASA (WWASA) experienced lower demand for transportation of high and heavy cargoes, while auto volumes for the year were stable. Development in cargo volumes and flows resulted in an unfavourable cargo and trade mix, negatively impacting operating result within shipping. WWASA's logistics income and operating result excluding sales gain were up, lifted by higher activity in all entities and contribution from Hyundai Glovis in particular. In the first quarter of 2013, the Japanese Fair Trade Commission (JFTC) issued a cease and desist order and a surcharge order, indicating that one of WWASA's operating joint ventures has participated in non-competitive behaviour in automotive transportation.

Wilhelmsen Maritime Services (WMS) experienced an increase in income and operating profit compared with the previous year, supported by continuous growth within the technical solutions business area. While the general shipping market remained weak during the first half of 2013, a clear improvement within key shipping segments lifted the general sentiment towards the end of the year.

All main activities within the Holding and Investments segment had a positive development in 2013. NorSea Group (NSG), where WWH bought a 35 per cent share mid 2012, made a healthy contribution in its first full year. Results and shareholder value in Qube Holdings Limited (Qube) continued its upward trend from previous years, and the financial investment portfolio performed strongly supported by a general upswing in equity markets.

"Equity ratio increased from 42% to 46% in 2013"

The group and the holding company continued to strengthen the equity and capital base during the year. At year end the group equity ratio was 46% and the company has a sound liquidity.

The WWH share price followed the rebound of the general equity market. In 2013 total return (including dividends reinvested on ex-dates) was 32.4% for the WWI share and 33.0% for the WWIB share compared with a 33.3% increase in the Oslo Stock Exchange Industrial index (source Oslo Stock Exchange Annual statistics). A NOK 3.50 dividend per share was paid during the second quarter of 2013, followed by a second dividend of NOK 2.00 in the fourth quarter.

The board acknowledges that sustainability and corporate social responsibility are important prerequisites for creating long-term profitability and value for the company's shareholders. Further initiatives have been made in 2013 related to reducing emissions, including installation of exhaust gas cleaning systems (scrubber) on one vessel and ordering of four vessels with similar systems. Focus on anti-corruption, competition law and prevention of fraud has continued, including introduction of a global whistle blowing system. With an aim to increase transparency, WWH has in 2013 also developed its first Global Reporting Initiative (GRI) report.

WWH's vision is to take an active role in shaping the maritime industry.

- WWASA and WMS are global market leaders within their respective market segments, car/ro-ro shipping and logistics, and maritime services. With global competence, positive operating cash flows and healthy balance sheets, both companies are well positioned for further expansion and to benefit from future development within their respective business areas.
- During the year WWASA placed orders for four vessel newbuilds, with a further four vessels ordered by partners. WWASA also work to expand its global terminal and land based logistics footprint.
- In 2013, WMS continued to expand its operation through a combination of organic growth and small bolt on investments. A fragmented competitive environment creates opportunities for further acquisitions, sale and restructuring.
- The WWH group is actively undertaking value creating investments outside its main operating entities. During the year, the financial investment portfolio was increased while the shareholding in Qube was reduced. Ownership in Hyundai Glovis (through WWASA) and NSG remained unchanged.

The board of directors

From left:

Helen Juell

Odd Rune Austgulen

Carl Erik Steen

Diderik Schnitler (chair)

Bettina Banoun

- Further development of the WWH group is supported by a strong equity base and good liquidity, both on a group level and in respect of the parent company.

FINANCIAL SUMMARY – THE GROUP FINANCIAL ACCOUNTS

In the Wilh. Wilhelmsen Holding's financial report the equity method is applied for consolidation of joint ventures. This method provides a fair presentation of the group's financial position.

Income statement

The WWH group's financial accounts for 2013 prepared according to the equity method shows a total income of USD 1 518 million, compared with USD 1 706 million in 2012 (figures for the corresponding period of 2012 will hereafter be shown in brackets). This represented a reduction of 11%. Total income for 2012 included a USD 134 million gain from sale of shares in Hyundai Glovis. When excluding for the sales gain, total income for the year 2013 was down 3%.

The reduction in income was mainly due to lower WWASA shipping volumes. While the first half of 2012 saw strong growth for high and heavy equipment, 2013 was characterised by lower demand for transportation of high and heavy cargoes and to a less extent cars, although with a positive upswing for auto volumes during the second half. Total income for 2013 was negatively impacted by a USD 16.5 million accrual related to the surcharge order which the joint venture Wallenius Wilhelmsen Logistics (WWL) received from JFTC in the first quarter of 2014 (WWASA's share). WWASA's logistics income excluding sales gain was up, lifted by higher activity in all entities and contribution from Hyundai Glovis in particular. WMS also experienced an increase in income compared with the previous year, supported by continuous growth within the technical solutions business area. Holding and investments income was also up, supported by healthy contribution from the NSG acquisition completed mid 2012.

Operating profit was USD 325 million (USD 562 million) for the year, down 42% compared with 2012. When excluding the 2012 Hyundai Glovis share sale, operating profit was down 24%. The reduction reflected development in total income, with increased contribution from WWASA's logistics activities, WMS and the Holding and Investment activities not fully compensating for reduced profit from WWASA's shipping activities.

Net financials was an income of USD 28 million for the year (expense of USD 87 million). Net financials was positively impacted by a gain of USD 29 million from investment management (USD 18 million), a net income from interest rate derivatives of USD 31 million (net expense of USD 41 million) and a net income from financial currencies of USD 19 million (net expense of USD 3 million). Gain from investment management was supported by a strong increase in Nordic equity prices, while net income from interest rate derivatives followed the increase in long term USD interest rates taking place during 2013.

Tax was included with an expense of USD 15 million (expense of USD 29 million), including net tax effect from currency conversion of financial assets and liabilities.

"8% decrease in interest bearing debt"

Minority interests' share of profit was USD 79 million (USD 116 million), of which USD 76 million was related to minority shareholders in WWASA (USD 113 million).

Net profit after tax and minority interests was USD 260 million in 2013 (USD 329 million), a reduction of 21% from last year.

Cash flow, liquidity and debt

The WWH group's net cash flow in 2013 from operating, investing and financing activities was negative with USD 191 million (positive with USD 47 million). Cash flow from operating activities was USD 243 million (USD 310 million), reflecting the reduced operating profit for the year. Cash flow from investing activities was negative with USD 148 million (negative USD 137 million). Main items were USD 92 million (USD 270 million) in investments in vessel newbuildings and other fixed assets and a USD 89 million increase (USD 14 million reduction) in net financial investments. Cash flow from financing activities was negative with USD 286 million (negative USD 126 million), including dividend to shareholders and ordinary interest payments for group companies. Net proceed from issue of new debt and repayment of debt was negative with USD 83 million (positive with USD 68 million).

Cash and cash equivalents were USD 386 million by end of the year, down from USD 576 million one year earlier. Total liquid assets including current financial investments were USD 734 million compared with USD 790 million by the end of 2012. The main group companies also have undrawn committed drawing rights to cover any short term cash flow needs, including where relevant back stop for outstanding certificates and bonds with a remaining term of less than 12 months to maturity.

The WWH group carries out active financial asset management of part of the group's liquidity, with investments in various asset classes including Nordic shares and investment grade bonds. The value of the group's investment portfolio amounted to USD 348 million (USD 214 million) at the end of the year, of which USD 94 million (USD 84 million) were in the parent company.

The group funds its investments and operations from several capital sources, including the commercial bank loan market, financial leases, export financing and the Norwegian bond market. Business activities are primarily financed over the balance sheet of the relevant subsidiary or joint venture.

As of 31 December 2013 the group's total interest-bearing debt was USD 1 851 million (USD 2 008 million), of which USD 1 502 million (USD 1 534 million) related to the WWASA group, USD 300 million (USD 335 million) related to the WMS group and USD 49 million (USD 139 million) related to Holding and Investments.

Going concern assumption

Pursuant to section 4, sub-section 5, confer section 3, sub-section 3a of the Norwegian Accounting Act, it is confirmed that the annual accounts have been prepared under the assumption that the enterprise is a going concern and that the conditions are present.

PERFORMANCE OF THE GROUP AND BUSINESS SEGMENTS

While the equity method provides a fair presentation of the group's financial position, the group's internal financial segment reporting is based on the proportionate method. The major contributors in the WWASA group segment are joint ventures and hence the proportionate method gives management a higher level of information and a fuller picture of the group's operations. For the WMS group segment and Holding and Investments segment the financial reporting will be the same for both the equity and the proportionate methods. The same accounting principles are applied in both the management reports and the financial accounts, and comply with the International Financial Reporting Standards (IFRS).

Wilh. Wilhelmsen Holding group

The WWH group's accounts for 2013 prepared according to the proportionate method shows a total income of USD 3 533 million (USD 3 896 million), a reduction of 9% compared with the previous year. Excluding previous year sales gain related to Hyundai Glovis, total income for the year 2013 was down 6%. The reduction in income was mainly due to lower WWASA shipping volumes, while income from WWASA's logistics activities (excluding sales gain), WMS and Holding and Investments was up.

Operating profit was USD 363 million (USD 601 million) for the year, down 40% compared with 2012. When excluding the 2012 Hyundai Glovis sales gain, operating profit was down 22%. The reduction reflected development in total income, with increased contribution from WWASA's logistics activities, WMS and the Holding and investment activities not fully compensating for reduced profit from WWASA's shipping activities.

Net financials was an income of USD 11 million (expense of USD 105 million). Net financials was positively impacted by a gain of USD 29 million from investment management (USD 19 million), a net income from interest rate derivatives of USD 32 million (net expense of USD 43 million) and a net income from financial currencies of USD 18 million (net expense of US 2 million). Gain from investment management was supported by a strong increase in Nordic equity prices, while net income from interest rate derivatives followed the increase in long term USD interest rates taking place during 2013.

Tax was included with an expense of USD 34 million (expense of USD 50 million), including net tax effect from currency conversion of financial assets and liabilities.

Minority interests' share of profit for the year was USD 80 million (USD 117 million), of which USD 76 million was related to minority shareholders in WWASA (USD 113 million).

Net profit after tax and minority interests was USD 260 million (USD 329 million), a reduction of 21% from last year.

WILH. WILHELMSEN ASA

The Wilh. Wilhelmsen ASA group (WWASA) is a global provider of shipping and logistics services towards car and ro-ro customers. WWH owns 72.7% of WWASA. In line with accounting standards, all revenue and expenses in WWASA are reported in full with minority interest included after net profit/(loss).

Result for the year

WWASA recorded a decline in revenue and profit in 2013 caused by a decrease in demand for transportation of high and heavy equipment and a suboptimal trade mix. The logistics activities continued to develop positively with a 19% increase in contribution.

WWASA posted a total income of USD 2 523 million (USD 2 949 million) and an operating profit of USD 293 million (USD 548 million) in 2013. The total income and operating profit for 2012 were positively impacted by a gain of USD 134 million related to the group's share reduction in Hyundai Glovis. Adjusted for the sales gain, total income fell 10% while the operating profit fell 29% from 2012 to 2013.

Financial expense amounted to USD 8 million (USD 100 million), positively impacted by an unrealised fair value gain on interest rate derivatives, while tax expense for the year was USD 12 million (expense of USD 37 million).

Net profit after tax and minority interest came to USD 198 million (USD 298 million).

Market development

Light vehicle car sales in key markets (North America, Europe, Oceania and the BRIC countries) increased 4% to 64 million in 2013. A positive development in demand for cars in North America led to a sales increase of 8%. A recovering economy, improved credit availability, low interest rates in addition to new or redesigned models contributed to the positive development in US auto sales. China recorded a strong sales growth of 12% in 2013, supported by expectations of future restrictions on car purchases in several major cities. Little improvement in the West European economy made sales decline another 3% compared with 2012. Auto sales in Oceania remained stable at 1.2 million units.

WWASA'S SHIPPING ACTIVITIES ARE ORGANISED IN THREE OPERATING COMPANIES:

Wallenius Wilhelmsen Logistics (WWL - owned 50%)

EUKOR Car Carriers (EUKOR - owned 50%)

American Roll-on Roll-off Carrier (ARC – owned 50%)

Japan exports about four million cars annually, while Korean car export totals approximately three million cars. Chinese export was slightly down from last year and counted just below one million cars in 2013. Combined with export from Thailand and India, the three countries' annual export volumes were almost on par with the Korean export level.

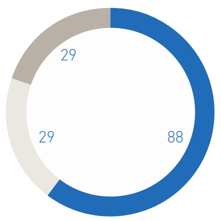
Global construction spending increased by 2% in 2013 compared with the previous year. The growth was predominantly driven by Asia and North America, although the pace was slower compared with 2012. Europe experienced a continued decline in spending. Most markets saw construction equipment demand decrease compared with 2012, given lower economic activity.

Commodity prices for coal, precious and industrial metals fell further through 2013, while iron ore prices remained firm. Given the general negative development in commodity prices since 2011, most mining companies remained cautious regarding investments in new projects. They showed a strict capital expenditure discipline and continued with extensive cost cutting initiatives. Despite the negative sentiment, Australian mining production and exports of metal ores and minerals were at record high levels, driven by continued strong Chinese demand.

The US demand for agricultural equipment grew during 2013 and total farm tractor retail sales ended 9% higher than 2012. Especially sale of large tractors experienced strong growth. European agricultural equipment demand edged slightly lower during the year.

No. of vessels

■ Owned/controlled
■ ST Charter (1-5 yrs)
■ LT Charter >5 yrs



Of 146 vessels, 33 are owned/controlled by WWASA. Full list of owned controlled vessels on backside of the annual report.

THE LOGISTICS ACTIVITIES IN WWASA ARE CARRIED OUT THROUGH:

Wallenius Wilhelmsen Logistics (WWL - owned 50%)

American Shipping and Logistics Group (ASL - owned 50%)

Hyunday Glovis (owned ~12.5%)

WWASA shipping

WWASA's shipping segment includes shipping activities within Wallenius Wilhelmsen Logistics (WWL, owned 50%), EUKOR Car Carrier (EUKOR, owned 40%), American Roll-on-Roll-off Carrier (ARC, owned 50%) and Hyundai Glovis (owned 12.5%), as well as certain shipowning activities outside the operating companies.

With 24% of the global car carrier and ro-ro fleet measured in CEU, WWASA is – through its operating companies - the leading global operator in the car- and ro-ro cargo segment. Total volumes transported by WWASA operating companies decreased 4.4% to 75.9 million cubic metres (79.4 million cubic metres) in 2013. While auto volumes were more or less in line with 2012, high and heavy volumes fell 16% following a strong inventory build-up of particularly mining equipment in the first half of 2012.

Fleet optimising measures, such as chartering in or out of vessels, speed adjustments, redelivery of vessels, ordering of newbuildings and recycling of older tonnage were actively used during the year to adjust capacity to demand for transportation. In addition, the group's operating companies swapped tonnage and benefitted from group synergies. Other efficiency programmes and cost-reducing initiatives were also implemented to improve the group's profitability.

WWL reported weaker demand for seaborne trade in 2013, driven by a decrease in demand for transportation of high and heavy volumes. Volumes were down in all main trades. WWL controlled a total fleet of 59 vessels (61 vessels) at the end of December 2013, with a total capacity of 392 000 CEUs (401 000 CEUs).

EUKOR transported volumes on par with 2012, and had an average of 57% of the Hyundai and Kia export out of Korea, as per the Ocean Car Carrying contract. The contact is up for renewal in 2016. European demand for Hyundai and Kia models were weak causing an imbalance in the European trade and higher operating costs. There was a strong growth in the Korea to US trade. EUKOR operated a total of 81 vessels (75 vessels) by the end of December 2013, with a total capacity of 478 000 CEUs (438 000 CEUs).

ARC's profitability was hit by a significant drop in volumes, particularly in the Middle East trade. Closing down this service incurred extra restructuring costs. ARC operated a total of six vessels (six vessels) by the end of December 2013, with a total capacity of 35 000 CEUs (35 000 CEUs).

By the turn of the year, the group companies controlled 146 vessels (142 vessels), equivalent to 904 000 CEUs (874 000 CEUs). Thirty-three of the vessels were owned or controlled by WWASA.

The group companies took delivery of five new vessels in 2013 (six vessels), of which none were for WWASA's account. Eight Post-Panamax vessels were ordered during 2013. Four of the vessels are for WWASA's account. The group companies' remaining newbuilding programme totalled thirteen vessels at the end of 2013 or 22% of the world car carrier orderbook measured in CEUs. The vessels will be delivered in 2014-2016.

Three group vessels were recycled (no vessels) in 2013, of which two – Tampa and Terrier – where for WWASA's account. As a responsible owner, WWASA recycles its vessels in accordance with the Hong Kong convention and at green recycling facilities in China.

Anti-trust investigation in Japan

WWASA's joint venture companies WWL and EUKOR are subject to anti-trust investigations of the car carrying industry in several jurisdictions. The Japanese Fair Trade Commission (JFTC) issued a cease and desist order and a surcharge order in the first quarter of 2014. The JFTC states that WWL and other companies in the industry, in the years 2008-2012, restrained competition through jointly agreeing on raising or maintaining rates, thereby breaching the Antimonopoly Act. The surcharge for WWL's account is estimated to USD 34 million and primarily related to shipments of new cars from Japan to Europe. (WWASA's share USD 16.5 million).

EUKOR was initially included in the investigation, but has been dropped from the investigation by the JFTC.

WWASA has not received any further information through WWL and EUKOR on the ongoing investigations in other jurisdictions, but the joint ventures have and will continue to cooperate and respond to any questions authorities might have.

Cost of process management related to the investigations is charged on an ongoing basis. For 2013, the fees to lawyers and other process related expenses were estimated to USD 8-9 million (WWASA share). Except the accrual of USD 16.5 million related to the surcharge order from JFTC no other accruals or reserves have been charged to the accounts in 2013.

WWASA logistics

WWASA's logistics segment includes logistics activities within Wallenius Wilhelmsen Logistics (WWL, owned 50%), American Shipping and Logistics Group (ASL, owned 50%) and Hyundai Glovis (owned 12.5%).

Though its joint ventures, WWASA's ambition is to offer customers a global door-to-door service, which provides land-based logistics services supporting to the ocean transportation. In addition to differentiating revenue streams, logistics services complement ocean transportation services and strengthen customer relationships.

Logistics activities continued to increased its contribution to group accounts based on higher volumes handled at land-based facilities around the world and improved contribution from the group's 12.5% shareholding in Hyundai Glovis.

WWL's terminal services, including storage and cargo handling, reported a positive development in total income and operating profit following an increase in handled volumes. In 2013, 2.1 million units (2.0 million) were handled at WWL's terminals worldwide.

WWL's technical services delivered improved revenue and earnings. Serviced units grew by 0.2 million units, with a total of 5.9 million units being handled at some 40 technical services facilities around the world.

WWL's inland distribution services are mainly procured from third parties, with a significant proportion of revenues and costs incurred on a pass-through basis. Total income and operating profit improved due to an increase in volumes to 2.4 million units in total for 2013.

The American Shipping and Logistics group handles door-to-door logistics services, including storage of private vehicles and other property, for American military personnel and government employees stationed abroad. Volume increase and efficient operations resulted in higher total income and profit compared with 2012. In October 2013, the company lost the Global Privately Owned Vehicle contract for the US Department of Defence. The company filed a protest with the US General Accountability Office, which was denied in the beginning of 2014. AAL also initiated a legal process through the Court of Claims which was denied. The contract therefor expires in the second quarter of 2014.

The logistics activities in Hyundai Glovis contributed with USD 55 million (USD 180 million) for 2013. The figure for 2012 was USD 47 million adjusted for the sales gain related to WWASA's share reduction in the company.

WWASA share price development

The positive development in WWASA's share price continued in 2013, increasing the market value of WWH's shares in WWASA to NOK 9 080 million as of 31 December 2013 (NOK 7 952 million). The market value of WWH's shareholding in WWASA represented NOK 196 per outstanding share in WWH (WWI/WWIB) by the end of the year (NOK 171 per share).

WWASA paid a total dividend of NOK 4.75 per share during 2013, with WWH receiving NOK 760 million (NOK 264 million), equivalent to USD 129 million (USD 46 million).

WILHELMSEN MARITIME SERVICES

The Wilhelmsen Maritime Services group (WMS) is a global provider of ships service, ship management and technical solutions towards the maritime industry. WMS is a wholly-owned subsidiary of WWH.

Total income for WMS for 2013 was USD 1 004 million (USD 947 million), up 6% compared with the previous year. The increase in total income was mainly due to solid growth within technical solutions. Ship management also experienced some growth in the top line, but at a slower pace than preceding years. The larger ships service business area had an overall income in line with the previous year.

Operating profit for the year was USD 76 million (USD 68 million), an increase of 12%. The operating margin was 7.6%, up from 7.2% in 2012 and 6.0% in 2011. The underlying trend was fairly flat, with improvement in operating profit and margin mainly reflecting one-off cost impacting results for the two previous years.

Financial expenses for WMS amounted to USD 4 million (USD 15 million), positively impacted by a USD 3 million gain on currencies (loss of USD 5 million). Tax expense was USD 25 million (USD 17 million), representing normal tax for the year. Minority interests' share of net profit was USD 5 million (USD 4 million).

Net profit after tax and minority for the year was USD 43 million (USD 31 million).

Market development

The global merchant fleet increased with 2% in 2013, measured in number of vessels > 1000gt. Among the main shipping segments, the dry bulk and tanker markets improved in the second half of the year, while the container market remained weak. Other segments were mixed. Both the chemical tanker market and the car carrier market benefitted from a steady but slow growth in total market. The LPG marked continued to improve, while LNG rates showed a downward trend during the year, but from a high level. Developments in shipping markets impacts owners' purchasing capabilities and as such demand for certain WMS products and services.

WILHELMSEN MARITIME SERVICES WAS IN 2013 ORGANISED IN FOUR BUSINESS AREAS:

Wilhelmsen Ships Service (WSS)

Wilhelmsen Ship Management (WSM)

Wilhelmsen Technical Solutions (WTS)

Corporate/other activities, including:

Wilhelmsen Insurance Services (WIS)

Wilhelmsen Marine Fuels (WMF)

The positive sentiment in the bulk and tanker markets resulted in a gradual increase in newbuilding orders during the year. LNG/LPG newbuilding ordering activity remained strong, but with a marked slowdown for LNG during the second half.

WMS' total income is distributed with approximately 70-75% towards the operating fleet and 20-25% towards yards.

Wilhelmsen Ships Service (WSS)

WSS is a global provider of standardised product brands and service solutions to the maritime industry, focusing on marine products, marine chemicals, safety products and services, maritime logistics and ships agency. WSS is a wholly owned subsidiary of WMS.

WSS recorded a stable development in total income for 2013. Marine chemicals experienced an increase in sales, while income from maritime logistics was down. For other activities income was stable when compared with the previous year. On a regional basis, deliveries increased slightly in Europe and Asia Pacific, compensating for reduced income in the Africa, Middle East and Black sea region. When measured against the total global merchant fleet, WSS generated income of USD 38 per day/vessel in 2013, a slight decrease compared with the previous year.

The operating profit was down compared with the previous year. This reflected low earnings in the first quarter, a generally week shipping market and high competition which continued to put pressure on the operating margin.

Wilhelmsen Ship Management (WSM)

WSM provides full technical management, crewing and related services for all major vessel types with exception of oil tankers. WSM is a wholly owned subsidiary of WMS.

WSM total income was up 10% compared with the previous year when adjusted for transfer of activities between WMS business areas. The positive development was supported by increased layup activities during the first half and a slight increase in number of vessels on full technical management towards the end of the year. By the end of the year, WSM served close to 390 ships worldwide, out of which approximately 40% were on full technical management and 3% were on layup management. The remaining contracts were related to manning services.

Operating profit remained at a satisfactory level and in line with previous year.

Wilhelmsen Technical Solutions (WTS)

WTS is a global provider of fully engineered solutions, equipment and services towards the maritime and offshore industries, focusing on safety systems, power distribution and control, HVAC-R and insulation for newbuildings and retrofits. WTS is a wholly owned subsidiary of WMS.

Total income for WTS was up 21% compared with the previous year. Strongest growth was within insulation, safety and HVAC marine, while income fell within the power segment. The increase in income within the safety segment was mainly driven by new acquisitions taking place late 2012 and first half 2013, while growth within insulation was supported by strong LNG/LPG newbuilding activity.

New order intake developed positively during the year driven by newbuilding orders related to LNG insulation and safety systems. The total order reserve was USD 355 million at the end of the year compared with USD 268 million one year earlier.

The operating profit for 2012 was negatively impacted by a loss of USD 15 million related to withdrawal of a Ballast Water Treatment System (UBWTS) from the market. Excluding the UBWTS loss, operating profit was stable year over year and remained at a low level for most business segments.

In April, WTS signed an agreement to acquire Maritime Protection AS, a supplier of inert gas to the marine and offshore markets.

Corporate/other activities

This includes Wilhelmsen Insurance Services (WIS) and Wilhelmsen Marine Fuels (WMF), reported under WSM and WSS respectively up till end 2012.

WIS delivered insurance services to approximately 180 vessels in 2013, in addition to arranging non-marine insurance programs for the Wilhelmsen group. An increase in activities lifted both total income and operating profit compared with 2012.

WMF brokered 3.0 million tonnes of fuel in 2013, a reduction of 5% from 2012 due to lower fuel consumption among larger customers. The reduced volume led to reduced income and operating profit, though with a positive upswing towards the end of the year.

HOLDING AND INVESTMENTS

Holding and Investments includes activities performed by the holding company and investments outside WWASA and WMS. Main investments are owned through Wilh. Wilhelmsen Holding Invest (WWHI).

Total income for the Holding and Investments segment was USD 33 million for the year (USD 23 million), an increase of 43%. The increase mainly reflected full year contribution from the investment in NorSea Group (NSG) which was completed mid 2012. Income was also up in the holding company, following transfer of certain shared service activities to the holding company during the year.

Operating resault was a loss of USD 6 million (loss of USD 14 million), reflecting normal operation in the parent company and increased income from the NSG investment.

Net financials was a net income of USD 22 million (net income of USD 10 million), reflecting a net income of USD 16 million (USD 9 million) from investment management and USD 6 million (USD 6 million) in sales gain and dividend from Qube. Tax income/(expense) was an income of USD 3 million (income of USD 4 million), positively impacted by currency revaluation effects.

Net profit/(loss) after tax and minorities was a net profit of USD 20 million (nil).

NorSea Group (NSG)

NSG is a leading provider of supply bases and integrated logistics solution to the Norwegian offshore industry. NSG is fully owned by NorSea Group Invest AS (NSGI). Through WWHI, WWH owns 35.4% of NSGI. NSGI is reported in WWH's accounts as "associated investment", with share of net result reported as income from associated investments from end June 2012.

NSG continued its healthy growth last year, with total income including share of profits from associates and joint ventures and sales gains up 12% to NOK 2.8 billion. The increase in income was driven by increased activity at supply bases serving the northwest and northern part of the Norwegian shelf and higher income from vessel chartering activity. Income at the partly owned Coast Center Base and from project activities was down from a very strong 2012. During the year NSG increased its international scope and footprint, including development of a supply base in Scotland.

Operating profit and margin remained at a healthy level.

WWHI's share of net result in NSGI for 2013 was USD 11 million, while share of net result for the six months ownership period in 2012 was USD 4 million.

Qube Holdings Limited (Qube)

Qube is Australia's largest integrated provider of import and export logistics services, and listed on the Australian Securities Exchange. Through WWHI, WWH owns 7.1% of Qube. The Qube investment is reported in WWH's accounts as "investment available for sale", with changes in market value of the shareholding reported under comprehensive income and dividend income reported as financial income.

During the year, Qube continued to increase income and net result, supported by a combination of acquisitions and organic growth. Among the various business segments, bulk logistics experienced record volumes and vehicle imports remained strong, while growth in container volume grew below historic trends and general cargo activity was down. During the second half, Qube significantly expanded its oil and gas activities.

During the first half, WWH sold 7 million shares in Qube for a total consideration of USD 13 million. While WWH remained the second largest shareholder, the sale together with new share issues in Qube reduced the WWH ownership to approximately 7.1% by the end of the year.

The Qube share price was up 24% during the year, increasing the market value of WWH's remaining 66 million shares in Qube to USD 122 million. The value of WWH's shareholding represented NOK 16 per outstanding share in WWH (WWI/WWIB) by the end of the year.

In 2013, Qube paid dividend of AUD 0.045 per share. Total proceeds to WWHI of USD 3 million were reported as financial income.

Investment management

Investment management include investment in equities, bonds and other financial assets available for sale and managed as part of an investment portfolio.

The financial investment portfolio in Holding and Investments was USD 94 million (USD 84 million) by the end of the year. The portfolio primarily included Nordic equities and investment-grade bonds. Net income from investment management was an income of USD 16 million (income of USD 9 million).

RISK

The WWH group consist of operating companies and investments exposed to various markets, mainly on a global scale. Certain risk may be systemic, impacting the group on a general basis, while other risks will mainly impact one or a limited number of activities.

From an income and investment perspective, the WWASA shipping operation remains the largest operating activity for the group. Through its

THE HOLDING AND INVESTMENT SEGMENT INCLUDED IN 2013 THE FOLLOWING INVESTMENTS:

NorSea Group (NSG - owned ~35%)

Qube Holdings Limited (Qube – owned ~7%)

Financial investment portfolio

capital intensity and cyclical nature, shipping has historically represented a relatively high degree of volatility and financial risk. While logistics and maritime services are exposed to some of the same market forces as shipping, these activities are less capital intensive and have historically been less cyclical. Outside own operating companies and joint ventures, the shareholding in Hyundai Glovis remains the largest financial exposure of the group.

Internal control and risk management

The group is committed to manage risks in a sound manner related to its businesses and operations. To accomplish this, the governing concept of conscious strategy and controllable procedures for risk mitigation ultimately provides a positive impact to profitability. The responsibility of governing boards, management and all employees is to be aware of the current environment in which they operate, implement measures to mitigate risks, prepare to act upon unusual observations, threats or incidents and respond to risks to mitigate consequences. The group has put in place a risk monitor process based on identification of risks for each business unit, with a consolidated report presented to the board on a quarterly basis for review and necessary actions.

Market risk

Demand for the WWH group's various service offerings is highly cyclical and closely correlated with the global economic activity. Growth in global GDP and trade remained at a modest 3% in 2013, though activity picked up during the second half supported by increase in demand in advanced economies.

WWASA is primarily exposed to the automotive and high and heavy logistics markets. Demand for transportation of cars continued its upward trend during the year, while reduced commodity priced had a negative impact on high and heavy volumes. WMS's exposure is to the general shipping market. This remained weak during the first half of 2013, but charter rates and business sentiment improved towards the end of the year positively impacting newbuilding activity.

Future growth in the global economy and world ocean trade is highly decisive for the development of the WWH group's earnings. A balanced flow of the different types of cargo is also important. While the group is well positioned to benefit from future growth in ocean trade and of the global maritime industry, tonnage flexibility and a scalable operation remains important in order to also adjust to a potential market fallback. A broad portfolio of activities exposed to various markets reduce the group's overall risk level.

Operational risk

The various operating entities of the group are exposed to and manage risk specific to the markets in which they operate. The general risk picture broadly remains unchanged from previous years.

In the WWASA group (car/ro-ro shipping and logistics) operational responsibility mainly rests with the various operating companies. While certain events such as closure of the Panama or Suez canal will have impact throughout the industry, most operational risk factors will be limited to specific carriers or markets.

Through its global reach and broad product spectre, WMS is exposed to a wide range of operational risk factors, though mainly related to local markets and specific product offerings. While any such incident will normally have limited global consequences, a major accident, turbulence within a key geographical market, product quality issues, disruption of IT systems or loss of main customers may affect the wider financial and operational performance. The group has established a range of measure in order to avoid and, potentially, mitigate the consequences of any such incidents.

Financial risk

The WWH group is exposed to a wide range of financial risk, either on a general basis or related to specific group companies. 2013 was a year with significant changes in key financial markets. NOK depreciated with 9% against the USD, short term USD interest rates were down while 5 year rates doubled, and world equity markets were on average up 24%. On the other hand, oil and bunker prices remained stable. The group's exposure to and management of financial risk are further described in Note 15 of the 2013 accounts. This includes foreign exchange rate risk, interest rate risk, investment portfolio risk, bunker price risk, credit risk and liquidity risk.

The WWH group companies have a number of covenants related to its loans. All group companies were in compliance with covenant requirements in 2013.

The group has substantial investments exposed to external market pricing, including shares in WWASA, vessels and shares in Hyundai Glovis (both through WWASA), real estate (through among other NorSea Group), shares in Qube and financial investments. While majority of investments are of a long term industrial nature, any fluctuations in values will have impact on the net asset value and solidity of the group and may affect profitability. During 2013, the group increased its financial investment portfolio and reduced its investment in Qube.

HEALTH, ENVIRONMENT AND SAFETY

Working environment and occupational health

By living the company values (empowerment, stewardship, customer centred, teaming and collaboration, learning and innovation), WWH focuses on developing a good and inspiring working environment at sea and on land. The company's business is conducted with respect for, amongst others, human rights and internationally accepted labour standards, including conventions and guidelines related to the prevention of child or forced labour, minimum age and salary, working conditions and freedom of association. Employees are encouraged to report on non-compliant behaviour through the group's global whistleblowing system.

A healthy working environment is linked to an efficient, sustainable and profitable business. The overall guidelines are described in the company's principles for human resources, quality and health and safety as well as in the group's leadership expectations. Several KPIs related to working environment are measured on a quarterly basis, including sickness leave, turnover and lost time injury frequency.

Sickness absence

Average sickness absence among employees in the parent company and subsidiaries located at the head office was 3.0 % (3.2%) in 2013. Even though low sickness absence, WWH has implemented a variety of initiatives to ensure also future low figures, e.g. company health service, adapted working hours, activity club, serving of healthy food, employee engagement and possibilities for personal development.

Turnover

The turnover rate for employees in the parent company and subsidiaries located at the head office as well as globally was 4.6% in 2013, indicating that employees in general were satisfied with their employment.

Lost time injuries and fatalities

For vessels owned by WWASA and managed by WWH group companies, a number of safety campaigns aimed at creating safer and healthier working conditions on board the vessels were conducted during the year. This resulted in an average lost-time injury frequency among crew members at 0.15 in 2012 (0.39), below the ambition set not to exceed 1. All incidents were investigated to avoid similar episodes in the future and to improve necessary training and awareness measures.

There were no work related fatalities onboard WWASA's own vessels and on the groups land based activities in 2013.

Near miss incidents

For vessels owned by WWASA and managed by WWH group companies, there is a potential to improve near miss reporting among seafarers. All reported near misses will be investigated to avoid similar incidents in the future and to improve necessary training and awareness measures.

Working committee and executive committee

There is a close cooperation between management and employees through several bodies, including a working environment committee and the executive committee for industrial democracy in foreign trade shipping. The bodies are considered to work well and give valuable input to solve the company related issues in a constructive way.

While the working committee, which conducted four meetings in 2013, first and foremost considers issues related to working environment, the executive committee for industrial democracy in foreign trade shipping considers draft of the accounts and budget as well as matters of major financial significance for the company or of special importance for the workforce. In 2014, there will be an election for both bodies.

The natural environment

The board acknowledges the environmental challenges faced by the maritime industry, and that only sustainable solutions are acceptable. The company strives to deliver services to customers and stakeholders with minimal adverse effect to the environment.

"No serious incidents harming the enviroment in 2013"

As a major participant in the maritime industry, WWH actively works to reduce the use of energy and decrease the environmental impact of its activities through its shareholding in WWASA. Effort and initiatives are directed towards high impact areas, like reduced bunker consumption and thereby reduced emissions. As a supplier of products and services to the merchant fleet in general, the group is also engaged in finding and sourcing green products in general.

The group is committed to complying with national and international environmental legislation and regulations, but also to self-imposed standards and requirements. The company works actively to influence the development of these legislations, aiming at fair, predictable and practicable rules and regulations for a sustainable shipping industry.

The company implements its environmental ambition by setting objectives and goals for the operating companies, technical managers and other stakeholders. Some of the main achievements in 2013 were:

- Implementation of a highly sophisticated vessel

"24 300 employees including seafarers and joint ventures"

energy performance reporting tool which will be instrumental to further reduction in energy consumption per cargo carried.
- All WWASA owned vessels equipped with advanced on board measurement equipment for energy performance follow-up and reporting.
- Evaluation and implementation of new and existing technology to reduce fuel consumption and to prepare for future environmental regulations.
- Installation and type approval of an exhaust gas cleaning system (scrubber) on board M/V Tarago.
- Four new energy efficient vessels ordered, all to be equipped with exhaust gas cleaning systems (scrubber).
- Two vessels recycled at green recycling yards in China in accordance to the Hong Kong Convention.

In 2014, the company will continue to seek excellence in optimising vessel performance and operations by:
- Further utilising the individual ship energy efficiency management plans (SEEMP) in combination with the new reporting system to reduce energy consumption on board all vessels.
- Continue to educate seafarers and office personnel by the use of energy efficiency training sessions.
- Further improving accuracy of vessel energy performance follow-up by installation of improved sensors and performance monitoring models.
- Continue to support companies that provide solutions that will make the shipping industry more environmentally friendly and efficient
- Supporting development of innovative software solutions for a more sustainable shipping industry through the joint venture company Shippersys AB.
- Prepare the fleet and operations for the stricter regulated Emission Controlled Areas (ECAs) in EU and US coming into force from 1 January 2015.
- Supporting and working with academia, innovation and related research and development initiatives targeted at further developing the shipping industry's energy and environmental advantages.

An environmental account for 2013 and update on specific issues are included in the group's sustainability report on pages 102-119 and available on wilhelmsen.com.

Environmental incidents in 2013
No serious incidents harming the environment were reported in 2013 and/or leading to fines and/or local authority investigations. In case of incidents and/or near misses, investigations will be conducted to improve necessary processes and implement appropriate training and awareness to avoid similar accidents in the future.

Other environmental reporting
WWASA's joint venture WWL reports on emissions according to the standard developed by Carbon Disclosure Project and the Green House Gas Protocol. Please refer to www.2wglobal.com for their online reports.

ORGANISATION AND PEOPLE DEVELOPMENT
Workforce
The group employs around 24 300 (22 800) people when wholly or partly owned subsidiaries, joint ventures and seafarers are included. Seafarers accounted for 10 900 (10 100) and employees in wholly and partly owned subsidiaries for 6 400 (5 800). The group's head office is located in Norway, and the group has around 270 (260) offices in 72 (71) countries within its controlled structure, increasing to 400 (380) offices in 75 (73) countries when joint ventures are included.

Equal opportunities
WWH has a clear policy stating that men and women have the right to equal opportunities. Harassment, discrimination based on race, gender or similar grounds or other behavior that may be perceived as threatening or degrading is not acceptable. The industry's unequal recruitment base makes it difficult to achieve an equal mix of gender in the company.

Women accounts for 28% of the around 6 400 people employed in wholly or partly owned subsidiaries and WMS joint ventures.

Two of the five directors on the board of directors of WWH are female, and one of the six members of the company's global management team.

Performance appraisals
The group conducts annual performance appraisals with employees on a global basis. The completion rate for 2013 ended at 80% (80%). The appraisals are conducted to align how each employee can contribute to reach the group's overall strategic and financial ambitions.

Engagement survey
The WWH group seeks to provide a positive and stimulating work environment in which all employees are motivated and can work to achieve their full potential. To support this, the first annual WWH group Engagement Survey was introduced in May 2013. The survey clearly showed an overall high level of engagement and commitment amongst the employees in the WWH group. The survey also showed that going forward the group need to focus on strengthening certain leadership competencies in order to build continuous engagement and a performance based culture in the WWH group. The survey will be conducted annually for all onshore based employees in wholly or partly owned subsidiaries.

Compensation and benefits
The purpose of WWH's compensation and benefit policy is to drive performance in addition to attract and retain the right employees with the right experience and knowledge deemed necessary to achieve the company's strategic ambitions. The policy takes local regulations and competition into accounts as well as the position's responsibility and complexity. The bonus scheme is one of several instruments focusing attention on driving performance. Bonus will be paid if set bonus targets are reached. Compensation to executives is described in the corporate governance report (see page 99-100) and in the notes 4 and 2 to the group and parent accounts respectively (see pages 41-42 and 73-75). The company also issues a declaration on the determination of employee benefits for senior executives, note 17 to the parent company accounts on page 87.

Competence development
Learning and innovation is one of the company's core values. The WWH group pays particular attention to competence and knowledge development. A learning organisation with motivated employees is believed to contribute to efficient operations and to have positive impact on the group's revenue and earnings. Training related to each employees working situation receives most attention. In addition, the company has an internal academy offering employees a variation of courses and training opportunities. WW Academy also provides programmes for leadership development, in addition to a broad range of specific training programmes. In 2013, 309 employees took classroom programmes. 72 eLearning programmes are available and 18 369 eLearning course were completed in 2013. WW Academy is an important contributor in order to develop common attitudes, ways of working and common business standards and expectations.

CORPORATE GOVERNANCE
The board believes sound corporate governance is a foundation for profitable growth and that it provides a healthy company culture. A good governance contributes to reducing risk and creating value over time for shareholders and other stakeholders.

WWH observes the Norwegian Code of Practice for corporate governance, in addition to requirements as specified in the Norwegian Public Companies Act and the Norwegian Accounting Act. The board's corporate governance report for 2013 can be found on pages 92-101 or on wilhelmsen.com. It is the board's view that the company has an appropriate governance and that it is managed in a satisfactory way. The corporate governance report is to be reviewed by the annual shareholder meeting (AGM) on 24 April.

SOCIAL RESPONSIBILITY
WWH assesses environmental, social and corporate governance issues in its investment analysis, business decisions, ownership practises and financial reporting. The company has a social responsibility guideline, including human rights, labour standards and a commitment to promote greater environmental responsibility. A summary of the guideline can be reviewed at wilhelmsen.com.

"Sustainability and social responsibility create long term value for the group's stakeholders."

Sustainability governance
The board acknowledges that sustainability and corporate social responsibility are important prerequisites for creating long-term profitability and value for the company's shareholders. With an aim to increase transparency, the board therefore issues a sustainability report following the requirements set forward in the Global Reporting Initiative. The report describes how WWH combines long-term profitability with emphasis on ethical business conduct and with respect for human being, the environment and society at large.

Materiality assessment
To ensure the company focuses on the material aspects of its business and key issues for external stakeholders, a materiality assessment was conducted in 2013. The process was assisted by and based on a methodology developed by DNVGL. The assessment concluded that the following topics where of most importance:
- Business ethics and anti-corruption
- Climate change and emissions
- Working conditions, labour standards, health and safety
- Sustainability in the company's supply chains
- Sustainability governance

The report, available on pages 102-119, gives a summary of the status on each aspect and will be reviewed by the AGM on 24 April. A full report is available on wilhelmsen.com.

Results in 2013
In addition to the materiality assessment, the following where main achievements in 2013:
- Development of the first GRI report
- Continued focus on reducing emissions
- Continued focus on anti-corruption, competition law and prevention of theft and fraud
- Introduction of a global whistleblowing system
- Dedicated digital platforms to improve knowledge and awareness and contribute to help employees make the right choices.

"Activity level to gradually pick up in 2014"

Ambitions for 2014

Through clearly expressed expectations to employees as well as companies in which WWH is a shareholder, the group will contribute to promote internationally excepted human rights, sound working standards, reduce its environmental impact, work towards eliminating corruption in own operations as well as the operations of suppliers and business partners. There is continous work to improve guidelines, standards and reporting routines.

In 2014, particular attention will be given to improve employees' awareness of company standards related to anti-corruption, prevention of theft and fraud, competition law and whistleblowing. An awareness campaign related to business standards will be conducted and the goal is that 100% of employees in wholly-owned WWH group and WWASA companies will have conducted necessary compliance training. The WWASA joint ventures will arrange similar programmes. To improve sustainability reporting, the group will also continue to develop processes to improve data quality and accuracy as well as routines to follow up on the issues defined as material for the group's social responsibility. This includes developing KPIs for sustainability to be included in business reviews.

The company has introduced whistleblowing procedures to ensure that improper and unlawful business practices within the group are detected and dealt with, and that employees are provided with reliable channels for reporting violations of laws as well as the company's internal business standards.

Except for the anti-trust investigation related to the car carrying industry, starting in September 2012, no serious incidents regarding breach of the company's Code of Conduct leading to local or international investigations were reported in 2013.

One of WWASA's operating companies, WWL, reports on its commitment to the ten principles of the UN Global Compact and issues an environmental sustainability report. For their online reports, please refer to www.2wglobal.com

Stakeholder engagement

In 2013, WWH were engaged in several dialogues with non-governmental organisations, governments, investors and other stakeholders discussing topics related to the company or industry at large. The main questions were related to financial and environmental issues, but there were also forums specifically addressing sustainability at large. The company were engaged in, amongst other, the European Sustainable Shipping Forum, the International Maritime Organisation, KOMpakt, BIMCO and the Norwegian Shipowners' Association and indirectly in organisations such as Maritime Anti-Corruption Network and the International Labour Organisation.

ALLOCATION OF PROFIT, DIVIDEND AND BUY BACK

The board's proposal for allocation of the net profit for the year is as follows:

Parent company accounts (NOK thousand)

Profit for the year	NOK 868 574
Dividend	NOK 139 211
To equity	NOK 729 363
Total allocations	NOK 868 574

WWH has a tradition of paying dividend twice every year. The board is proposing a NOK 3.00 dividend per share payable during the second quarter of 2014, representing a total payment of NOK 139.2 million.

Following last year changes to the Norwegian Companies Act, the board of directors has also proposed that the general meeting gives the board of directors authority to approve further dividend of up to NOK 2.50 per share for a period limited in time up to the next AGM.

The WWH ASA board of directors is granted an authorization to, on behalf of the company, acquire up to 10% of the company's own issued shares. The authorization is valid until the AGM in 2014.

PROSPECTS

Global economy and trade

Global activity strengthened during the second half of 2013, and is expected to improve further in 2014, largely on account of recovery in the advanced economies. Downside risks, however, remain, especially related to emerging markets.

Outlook for WWASA

The macro picture supports a positive underlying growth potential for transportation of both cars and high and heavy cargo long term. Combined with a sound financial position, this gives WWASA a solid platform to gradually invest in fleet modernisation and integrated, land-based logistics services. However, short term, WWASA expects a modest growth in the demand for the group's seaborne services. More positive prospects for the transportation of cars than for high and heavy units will likely have a negative impact on the cargo- and trade mix and may lead to a sub-optimal fleet utilisation.

Within the logistics segment, AAL's loss of the Global POV contract for the US Department of Defense, effective from the second quarter of 2014, will reduce contribution from this activity.

A general pressure on margins in both the shipping and logistics segments is expected to continue, and the group has initiated cost efficiency initiatives to improve profitability.

Outlook for WMS

While sentiment is improving, a still generally weak shipping market continues to impacts owners' purchasing capabilities and put pressure on demand and operating margin. Higher newbuilding ordering activity and gradual increase in the global merchant fleet is expected to continue in 2014.

Total income is expected to continue its upward trend, supported by the increase in WTS order reserves. For WSS and WSM, total income is expected to remain fairly stable short term.

Operating profit for WMS remains sensitive to development in the general shipping market and currency fluctuations. In spite of recent improvements on both factors, short term operating profit is expected to remain somewhat below the 9% long term profit margin target.

Outlook for Holding and Investments

While previous years strong market sentiment related to the Norwegian offshore industry has softened, activities are expected to remain high, driving demand for both supply base development and logistics services. This, together with development of new activities internationally, will support further growth within NorSea group.

Qube has continued to deliver organic growth in its core markets despite a subdued Australian economic environment, and also expanded its activities in two areas being the oil and gas sector and rural commodities where it sees strong growth prospects. Return on shareholding in Qube and on the financial investment portfolio will, however, continue to be impacted by financial markets development.

Outlook for the WWH group

Uncertanties related to the development of WWASA´s markets affects the group´s prospects for 2014. However, the board expects the activity level in the maritime service segment to gradually pick up during 2014, supported by underlying growth in the world economy, global trade and maritime markets.

Long term, the group remains well positioned to benefit from the growth potentials of the markets in which it operates.

Lysaker, 18 March 2014

The board of directors of Wilh. Wilhelmsen Holding ASA

Diderik Schnitler Chair	Helen Juell	Odd Rune Austgulen	Bettina Banoun
	Carl Erik Steen	Thomas Wilhelmsen Group CEO	

◄ Andy Romero

Spares trading manager, electrical and automation, Wilhelmsen Technical Solutions

Andy Romero, in charge of spares trading for the US out of Fort Lauderdale, makes sure the ships in the cruise capital of the world get the electrical spares they need. He has over 14 years in the company.

My line of work encompasses pretty much all the electrical and lighting spares a vessel might need. Having been in the maritime industry for about 22 years, I know from my experience that it's extremely fortunate to be working for a company like Wilhelmsen. We have the ability to supply customers with spares over the world. It's essential to have the needed spares on hand with the inventory that we carry. Especially when emergencies arise, the customer can't wait for the lead-time of products coming from Europe. The right spare at the right location is therefore essential for us to bring value to the customer and the company.

Income statement | WILH. WILHELMSEN HOLDING GROUP

USD mill	Note	2013	2012
Operating revenue	1	1 313	1 325
Other income			
Share of profit from joint ventures and associates	2/3	200	244
Gain on sale of assets	1	5	138
Total income		**1 518**	**1 706**
Operating expenses			
Vessel expenses	1	(53)	(52)
Charter expenses		(28)	(26)
Inventory cost		(439)	(391)
Employee benefits	4	(402)	(391)
Other expenses	1	(161)	(174)
Depreciation and impairments	5	(109)	(110)
Total operating expenses		**(1 193)**	**(1 144)**
Operating profit		**325**	**562**
Financial income/(expenses)	1	28	(87)
Profit before tax		**353**	**474**
Tax income/(expense)	6	(15)	(29)
Profit for the year		**339**	**445**
Of which:			
Profit attributable to minority interests		79	116
Profit attributable to owners of the parent		260	329
Basic earnings per share (USD)	7	5.59	7.06
Diluted earnings per share (USD)	7	5.60	7.08

Comprehensive income | WILH. WILHELMSEN HOLDING GROUP

USD mill	Note	2013	2012
Items that will be reclassified to income statement			
Profit for the year		339	445
Net investment hedge/cash flow hedges (net after tax)		(4)	2
Revaluation market to market value	10	23	27
Currency translation differences		(39)	17
Items that will not be reclassified to income statement			
Remeasurement postemployment benefits, net of tax	8	(12)	14
Other comprehensive income, net of tax		**(33)**	**60**
Total comprehensive income for the year		**306**	**505**
Total comprehensive income attributable to:			
Owners of the parent		230	391
Minority interests		76	114
Total comprehensive income for the year		**306**	**505**

Notes 1 to 21 on the next pages are an integral part of these consolidated financial statements.

Balance sheet | WILH. WILHELMSEN HOLDING GROUP

USD mill	Note	31.12.2013	31.12.2012
ASSETS			
Non current assets			
Deferred tax asset	6	22	21
Goodwill and other intangible assets	5	309	319
Vessel, property and other tangible assets	5	2 030	2 083
Investments in joint ventures and associates	2/3	1 218	1 074
Other non current assets	8/9/10	150	202
Total non current assets		**3 728**	**3 699**
Current assets			
Inventories	11	125	112
Current financial investments	12	348	214
Other current assets	9/13	359	380
Cash and cash equivalents		386	576
Total current assets		**1 218**	**1 282**
Total assets		**4 946**	**4 981**
EQUITY AND LIABILITIES			
Equity			
Paid-in capital		122	122
Retained earnings and other reserves		1 714	1 528
Attributable to equity holders of the parent		**1 836**	**1 650**
Minority interests		450	427
Total equity		**2 286**	**2 077**
Non current liabilities			
Pension liabilities	8	108	104
Deferred tax	6	62	72
Non current interest-bearing debt	14/15	1 608	1 860
Other non current liabilities	9	185	248
Total non current liabilities		**1 963**	**2 285**
Current liabilities			
Current income tax	6	14	12
Public duties payable		14	14
Current interest-bearing debt	14/15	243	147
Other current liabilities	9/14	426	445
Total current liabilities		**698**	**619**
Total equity and liabilities		**4 946**	**4 981**

Lysaker, 18 March 2014

Diderik Schnitler Chair	Helen Juell	Odd Rune Austgulen	Bettina Banoun	Carl E. Steen	Thomas Wilhelmsen group CEO

Notes 1 to 21 on the next pages are an integral part of these consolidated financial statements.

Cash flow statement | WILH. WILHELMSEN HOLDING GROUP

USD mill	Note	2013	2012
Cash flow from operating activities			
Profit before tax		353	474
Financial (income)/expenses	1	(1)	111
Financial derivatives unrealised	1	(34)	(34)
Depreciation/impairment	5/6	109	110
Loss/(gain) on sale of fixed assets	1	2	(2)
Gain from sale of joint ventures and associates	3		(134)
Change in net pension asset/liability		(9)	8
Change in inventory		(14)	3
Change in working capital		(7)	(10)
Share of profit from joint ventures and associates	3/4	(200)	(243)
Dividend received from joint ventures and associates	3/4	50	62
Tax paid (company income tax, withholding tax)		(7)	(34)
Net cash provided by operating activities		**243**	**310**
Cash flow from investing activities			
Proceeds from sale of fixed assets		22	16
Investments in fixed assets	5	(92)	(270)
Net proceeds from sale of joint ventures and associates		1	170
Investments in joint ventures and associates			(70)
Loan repayments received from joint ventures and associates		3	6
Loans granted to joint ventures and associates		1	(12)
Loan from joint ventures and associates			8
Repayments of loan from joint ventures and associates		(3)	(4)
Proceeds from sale of financial investments		127	73
Financial investments		(216)	(59)
Interest received	1	8	6
Changes in other investments		1	(2)
Net cash flow from investing activities		**(148)**	**(137)**
Cash flow from financing activities			
Net proceeds from issue of debt after debt expenses	14	122	567
Repayment of debt	14	(205)	(499)
Interest paid including interest derivatives	1	(103)	(118)
Cash from financial derivatives		(4)	9
Dividend to shareholders		(97)	(85)
Net cash flow from financing activities		**(286)**	**(126)**
Net increase in cash and cash equivalents		(191)	47
Cash and cash equivalents at the beginning of the period		576	529
Cash and cash equivalents at 31.12		**386**	**576**

The group is located and operating world wide and every entity has several bank accounts in different currencies. Unrealised currency effects are included in net cash provided by operating activities.

Notes 1 to 21 on the next pages are an integral part of these consolidated financial statements.

Consolidated statement of changes in equity | WILH. WILHELMSEN HOLDING GROUP

USD mill	Share capital	Own shares	Reserves	Retained earnings	Total	Minority interests	Total equity
Balance at 01.01.2013	122	0	36	1 491	1 649	427	2 077
Comprehensive income for the period:							
Profit for the period				260	260	79	339
Comprehensive income			(30)		(30)	(3)	(33)
Total comprehensive income for the period	**0**	**0**	**(30)**	**260**	**230**	**76**	**306**
Transactions with owners:							
Dividends				(44)	(44)	(53)	(97)
Balance 31.12.2013	**122**	**0**	**6**	**1 707**	**1 836**	**450**	**2 286**

USD mill	Share capital	Own shares	Reserves	Retained earnings	Total	Minority interests	Total equity
Balance at 31.12.2011	122		(25)	1 240	1 337	335	1 673
Pension adjustment revised IAS 19				(13)	(13)	(2)	(16)
Balance at 01.01.2012	**122**	**0**	**(25)**	**1 227**	**1 324**	**333**	**1 657**
Comprehensive income for the period:							
Profit for the period				329	329	116	445
Comprehensive income			61		61	(2)	59
Total comprehensive income	**0**	**0**	**61**	**329**	**390**	**114**	**504**
Transactions with owners:							
Dividends				(64)	(64)	(20)	(84)
Balance 31.12.2012	**122**	**0**	**36**	**1 491**	**1 649**	**427**	**2 077**

Own shares represented 0.22% of the share capital in nominal value at 31 December 2013 (analogous for 31 December 2012).

Dividend for fiscal year 2012 was NOK 5.50 per share, where NOK 3.50 per share was paid in May 2013 and NOK 2.00 per share was paid in December 2013.

Dividend for fiscal year 2011 was NOK 8.00 per share, where NOK 3.50 per share was paid in May 2012 and NOK 4.50 per share was paid in November 2012.

The proposed dividend for fiscal year 2013 is NOK 3.00 per share, payable in the second quarter of 2014. A decision on this proposal will be taken by the annual general meeting on 24 April 2014. The proposed dividend is not accrued in the year-end balance sheet.

Notes 1 to 21 on the next pages are an integral part of these consolidated financial statements.

Accounting policies | WILH. WILHELMSEN HOLDING GROUP AND WILH. WILHELMSEN HOLDING ASA

GENERAL INFORMATION
With. Wilhelmsen Holding ASA (referred to as the parent company) is domiciled in Norway. The parent company's consolidated accounts for fiscal year 2013 include the parent company and its subsidiaries (referred to collectively as the group) and the group's share of joint ventures and associated companies.

The annual accounts for the group and the parent company were adopted by the board of directors on 18 March 2014.

The parent company is a public limited company which is listed on the Oslo Stock Exchange.

BASIC POLICIES
The consolidated accounts have been prepared in accordance with the International Financial Reporting Standards (IFRS), as endorsed by the European Union. The financial statements for the parent company have been prepared and presented in accordance with simplified IFRS pursuant to section 3-9 of the Norwegian Accounting Act. In the parent company dividends and group contributions have been accounted for according to simplified IFRS. The explanations of the accounting principles for the group also apply to the parent company, and the notes to the consolidated financial statements will in some cases cover the parent company.

The accounts for the group and the parent company are referred to collectively as the accounts.

The group accounts are presented in US dollars (USD), rounded off to the nearest whole million.

Most of the entities in WWASA group have USD as functional currency while entities in WMS group and Holding & Investments are measured using currency of primary economic location in which the entity operates. The exception from this is the investments activity in Malta, where AUD is the functional currency.

The parent company is presented in its functional currency NOK.

The income statements and balance sheets for group companies with a functional currency which differs from the presentation currency (USD) are translated as follows:

- the balance sheet is translated at the closing exchange rate on the balance sheet date
- income and expense items are translated at a rate that is representative as an average exchange rate for the period, unless the exchange rates fluctuate significantly for that period, in which case the exchange rates at the dates of transaction are used
- the translation difference is recognised in other comprehensive income and split between controlling and minority interests

Goodwill and the fair value of assets and liabilities related to the acquisition of entities which have a functional currency other than USD are attributed in the acquired entity's functional currency and translated at the exchange rate prevailing on the balance sheet date.

The accounts have been prepared under the historical cost convention as modified by the revaluation of financial assets and liabilities (including financial derivatives) at fair value through the income statement with the exception of the interest rate swap in WMS group which qualifies for hedge accounting.

Preparing financial statements in conformity with IFRS and simplified IFRS requires the management to make use of estimates and assumptions which affect the application of the accounting policies and the reported amounts of assets and liabilities, revenues and expenses.

Estimates and associated assumptions are based on historical experience and other factors regarded as reasonable in the circumstances. The actual result can vary from these estimates.

The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are described in more detail below in the section on critical accounting estimates and assumptions.

The accounting policies outlined below have been applied consistently for all the periods presented in the accounts.

Standards, amendments and interpretations
NEW AND AMENDED STANDARDS ADOPTED BY THE GROUP AND PARENT COMPANY FROM 1 JANUARY 2013 OR LATER;

- Amendment to IAS 1, 'Financial statement presentation' regarding other comprehensive income. The main change resulting from these amendments is a requirement for entities to group items presented in other comprehensive income on the basis of whether they are potentially re-classifiable to profit or loss subsequently.
- IAS 19, 'Employee benefits' was revised in June 2011. The changes on the group's accounting policies has been as follows: to immediately recognise all past service costs; and to replace interest cost and expected return on plan assets with a net interest amount that is calculated by applying the discount rate to the net defined benefit liability (asset). See Consolidated statement of changes in equity and note 8 to the group account and note 10 and 11 to the parent company account for the impact on the financial statements.
- IFRS 13, 'Fair Value Measurement', aims to provide consistency and reduce complexity by providing a precise definition of fair value and single source of fair value measurement and disclosure requirements for use across IFRSs. The requirements, which are largely aligned between IFRSs and US GAAP, do not extend the use of fair value accounting but provide guidance on how it should be applied where its use is already required or permitted by other standards within IFRSs.

NEW STANDARDS, AMENDMENTS AND INTERPRETATIONS TO EXISTING STANDARDS THAT ARE NOT YET EFFECTIVE AND HAVE NOT BEEN EARLY ADOPTED BY THE GROUP;

- IFRS 9, 'Financial instruments', addresses the classification, measurement and recognition of financial assets and financial liabilities. IFRS 9 was issued in November 2009, October 2010 and November 2013. It replaces the parts of IAS 39 that relate to the same areas. IFRS 9 requires financial assets to be classified into two measurement categories: those measured at fair value and those measured at amortised cost. The determination is made at initial recognition. The classification depends on the entity's business model for managing its financial instruments and the contractual cash flow characteristics of the instrument. For financial liabilities, the standard retains most of the IAS 39 requirements. The main change is that, in cases where the fair value option is taken for financial liabilities, the part of a fair value change due to an entity's own credit risk is recorded in other comprehensive income rather than the income statement, unless this creates an accounting mismatch. IFRS 9 contains several revisions and simplifications which will increase the possibility to use hedge accounting. The parts of IFRS 9 that have been issued are not expected to have material effect on the financial statements of the group and the parent company. Effective date of IFRS 9 is not decided but will not be earlier than for annual periods beginning 1 January 2017.
- FRS 10 'Consolidated Financial Statements' - Consolidated financial statements builds on existing principles by identifying the concept of control as the determining factor in whether an entity should be included within the consolidated financial statements of the parent company. The standard provides additional guidance to assist in the determination of control where this is difficult to assess. The standard will not give any significantly changes for the group or the parent company, and they will adopt IFRS 10 no later than the accounting period beginning on or later than 1 January 2014.
- FRS 11 Joint Arrangements – The standard provides that a company will account for joint operations, where the company has rights to the assets and the liabilities of the joint operations, similar to the proportioned consolidation method, while joint ventures, where the company has rights to the net assets, will be accounted for using the equity method. The standard will not have significantly impact on the group's or parent company's net income, equity or classification in the balance sheet or income statement, and IFRS 11 will be adopted no later than the accounting period beginning on or later than 1 January 2014.
- IFRS 12 Disclosure of Interests in Other Entities - The standard combines the disclosure requirements for an entity's interests in subsidiaries, joint arrangements, associates and structured entities into one comprehensive disclosure requirement. Some were previously included in IAS 27, IAS 31 and IAS 28, while others are new. A new term 'structured entity' which replace and expands upon the concept of a 'special purpose entity' is introduced. The standard is effective for annual periods beginning 1 January 2014. The standard will not have significantly impact on the group or the parent company.

There are no other IFRSs or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the group and the parent company.

COMPARATIVE FIGURES
When items are reclassified in the segment reporting, the comparative figures are included from the beginning of the earliest comparative period.

SHARES IN SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES (PARENT COMPANY)
Shares in subsidiaries, joint ventures and associates are presented according to the cost method. Group relief received is included in dividends from subsidiaries. Group contributions and dividends from subsidiaries is recognised in the year for which it is proposed by the subsidiary to the extent the parent company can control the decision of the subsidiary through its share holdings. Shares in subsidiaries, joint ventures and associates are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may exceed the fair value of the investment. An impairment loss is reversed if the impairment situation is deemed to no longer exist.

CONSOLIDATION POLICIES
Subsidiaries
Subsidiaries are all entities over which the group has the power to govern the financial and operating policies, generally accompanying a shareholding of more than half of the voting rights. Subsidiaries are consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

The group uses the acquisition method of accounting to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the group. When relevant the consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement.

Acquisition related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

On an acquisition-by-acquisition basis, the group recognises any minority interests in the acquirer either at fair value or at the minority interest's proportionate share of the acquirer's net assets.

The excess of the consideration transferred, the amount of any minority interests in the acquiree and the acquisition-date fair value of any previous equity interests in the acquiree over the fair value of the group's share of the identifiable net assets acquired is recorded as goodwill. If this is less than fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the statement of comprehensive income.

Intercompany transactions, balances and unrealised gains and losses on transactions between group companies are eliminated.

Joint ventures and associates
Joint ventures and associates are entities over which the group or parent company has joint control or significant influence respectively but does not control alone.

Significant influence generally accompanies investments where the group or the parent company has 20-50% of the voting rights. The group's investments in joint ventures and associates are accounted for by the equity method. Such investments are recognised at the date of acquisition at their acquisition cost, including excess values and possible goodwill.

The group's share of profit after tax from joint ventures and associates, are recognised in the income statement as an operating income. The investments in joint ventures and associates are related to the group's operating activities and therefore classified as part of the operating activity. The share of profit after tax from joint ventures and associates is added to the capitalised value of the investments together with its share of equity movements not recognised in the income statement. Sale and dilution of the share of associate companies is recognised in the income statement when the transactions occur for the group. Unrealised gains on transactions are eliminated.

When an investment ceases to be an associate, the difference between (1) the fair value of any retained investment and proceeds from disposing of the part interest in the associate and (2) the carrying amount of the investment at the date when significant influence is lost, is recognised in the income statement.

If the ownership interest in a joint venture or an associate is reduced, but the investment continues to be a joint venture or an associate, a gain or loss is recognised in the income statement corresponding to the difference between the proportionate book value of the investment sold and the proceeds from disposing of the part interest in the joint venture or associate.

Minority interests
The group treats transactions with minority interests as transactions with equity owners of the group.

For purchases from minority interests, the difference between any consideration paid and relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity.

Gains or losses on disposals to minority interests are also recorded in equity.

SEGMENT REPORTING
The operating segments are reported in a manner consistent with the internal financial reporting provided to the chief operating decision-maker.
Comparative figures have been reclassified in the segments figures from the beginning of earliest comparative period.

The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the board and Global Management Team who makes the strategic decisions.

Accounting policies | WILH. WILHELMSEN HOLDING GROUP AND WILH. WILHELMSEN HOLDING ASA

The WWASA group segment covers shipping and logistics activities in the group. The shipping activity is engaged in ocean transport of cars, roll-on roll-off cargo and project cargo. Its main customers are global car manufacturers and manufacturers of agriculture and other high and heavy equipment. The customer's cargo is carried in a worldwide transport network. This is the group's most capital intensive activity.

The logistics activity has much the same customer groups as shipping. Customers operating globally are offered sophisticated logistics services. The activity's primary assets are human capital (expertise and systems) and customer contacts reflected in long-term relationships.

The WMS group segment offers marine products, technical service, ship agency services and logistics to the merchant fleet, safety and environmental systems to the newbuilding and retrofit sectors of the marine and offshore markets, supplies electrical, automation and heating ventilation and air conditioning (HVAC) systems to the marine and offshore markets, ship management including manning for all major vessel types, through a worldwide network of more than 315 offices in some 72 countries.

The Holding & Investments segment includes the parent company, Wilh. Wilhelmsen Holding ASA, Wilh. Wilhelmsen Holding Invest AS group and other minor activities (WilService AS, Wilhelmsen Accounting Services AS, Wilh Wilhelmsen HK and corporate group activities like operational management, tax, legal, finance, portfolio management, communication and human relations) which fail to meet the definition for other core activities.

Eliminations are between the group's three segments mentioned above.

RELATED PARTIES TRANSACTIONS

The group and the parent company have transactions with joint ventures and associated companies. These contracts are based on commercial market terms. They relate to the chartering of vessels on long term charters.

See note 9 and 19 to the group accounts for loans to joint ventures and associates, and note 7 and 15 to the parent company accounts.

See note 4 to the group accounts concerning remuneration of senior executives in the group, and note 2 to the parent company accounts for information concerning loans and guarantees for employees in the parent company.

FOREIGN CURRENCY TRANSACTION AND TRANSLATION

Transactions

In individual companies' transactions in foreign currencies are initially recorded in the functional currency by applying the rate of exchange as of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the rate of the exchange at the balance sheet date. The realised and unrealised currency gains or losses are included in financial income or expense. Change in the currency position related to qualified cash flow hedging derivatives, qualifying net investment hedges, gains and losses are recognised in comprehensive income.

Translations

In the consolidated financial statements, the assets and liabilities of non USD functional currency subsidiaries, joint ventures and associates, including the related goodwill, are translated into USD using the rate of exchange as of the balance sheet date. The results and cash flow of non USD functional currency subsidiaries, joint ventures and associates are translated into USD using average exchange rate for the period reported (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions).

Exchange adjustments arising when the opening net assets and the net income for the year retained by non USD operation are translated into USD are recognised in other comprehensive income. On disposals of a non USD functional currency subsidiary, joint ventures or associates, the deferred cumulative amount recognised in equity relating to that particular entity is recognised in the income statement.

REVENUE RECOGNITION

Revenue is recognised when it is probable that a transaction will generate a future economic benefit that will accrue to the entity and the size of the amount can be reliably estimated. Revenues are recognised at fair value and presented net of value added tax and discounts.

Shipping and logistics activities

Revenue is recognised when it is probable that a transaction will generate a future economic benefit that will accrue to the entity and the size of the amount can be reliably estimated. Revenues are recognised at fair value and presented net of value added tax and discounts.

The group's ship owning companies

The group's revenue in ship owning companies derives from chartering (renting) out its vessels to operating companies. The charter hire per vessel is generated from either variable time charter hire (operating companies' net results) or fixed time charter, ie. predetermined for the entire charter period. The charter agreements are on time charter basis, implying chartering a complete vessel including crew.

Revenues from time charters are accounted for as operating leases under IAS 17. Revenues from predetermined time charters are recognised on a straight-line basis over the duration of the period of each charter and adjusted for off-hire days, as service is performed. Revenues from variable time charters are recognised in accordance with recognition in the operating company (charterer).

Operating companies

Total revenues and voyage related expenses in a period are accounted for as the percentage of completed voyages. Voyage accounting consists of actual figures for completed voyages and estimates for voyages in progress. Voyages are normally discharge-to-discharge. Except for any period a ship is declared off-hire due to technical or other owner's matters, a ship is always allocated to a voyage.

Sales of logistics services are recognised in the accounting period in which the services have been rendered and completed.

Maritime services

Revenue from the sale of goods and services is recognised at fair value, net of VAT, returns and discounts. Revenue from the sale of goods is recognised when ownership passes to the customers. Generally, this is when products are delivered. Rebates and incentive allowance are deferred and recognised in income upon the realisation or the closing of the rebate period. Services are recognised as they are rendered.

Sales of goods and services are recognised in the accounting period in which the services are rendered or goods sold.

Construction contract related to fixed-price contracts with a long production period is accounted for in accordance with the percentage of completion method. The degree of completion is calculated as costs incurred as a percentage of the expected total cost. The total cost is reviewed continuously.

INVENTORIES

Inventories of purchased goods and work in progress, including bunkers, are valued at cost in accordance with the standard cost method. Impairment losses are recognised if the net realisable value is lower than the cost price. Sales costs include all remaining sales, administrative and storage costs.

Luboil is valued at the lower of cost and net realisable value. Luboil represents the lubrication oil held on board the vessels.

CONSTRUCTION CONTRACTS

When the outcome of a construction contract can be estimated reliably and it is probable that the contract will be profitable, contract revenue is recognised over the period of the contract by reference to the stage of completion. Contract costs are recognised as expenses by reference to the stage of completion of the contract activity at the end of the reporting period. When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.
When the outcome of a construction contract cannot be estimated reliably, contract revenue is recognised only to the extent of contract costs incurred that are likely to be recoverable.
Variations in contract work, claims and incentive payments are included in contract revenue to the extent that may have been agreed with the customer and are capable of being reliably measured.
The group uses the 'percentage-of-completion method 'to determine the appropriate amount to recognise in a given period. The stage of completion is measured by reference to the contract costs incurred up to the end of the reporting period as a percentage of total estimated costs for each contract. Costs incurred in the year in connection with future activity on a contract are excluded from contract costs in determining the stage of completion.
On the balance sheet, the group reports the net contract position for contracts as a liability. The net contract position for each contract as an asset or a liability is presented in note 11.

CASH-SETTLED PAYMENTS TRANSACTIONS

Cash–settled payments / bonus plans

For cash-settled payments, a liability equal to the portion services received is recognised at the current fair value determined at each balance sheet date.

Cash-settled share-based payment

The group operates a cash settled share based payment incentive scheme for employees at senior executive management level. A liability equal to the portion of services received is recognised at the current fair value of the options determined at each balance sheet date. The total expense is recognised over the vesting period which is 12 months from grant date. The social security contributions payable in connection with the grant of the options is considered an integral part of the grant itself and the charge will be treated as cash-settled transaction

See note 4 to the group accounts and note 2 and 17 to the parent accounts concerning remuneration of senior executives

TANGIBLE ASSETS

Vessel, property and other tangible assets acquired by group companies are stated at historical cost. Depreciation is calculated on a straight-line basis. A residual value, which reduces the deprecation base, is estimated for vessels. The estimate is based on a 10 years average rolling demolition prices, for general cargo. In addition, a charge for environmental friendly recycling is deducted. The calculation is done on an annual basis.

The carrying value of tangible assets equals the historical cost less accumulated depreciation and any impairment charges.
The group capitalises loan costs related to vessels on the basis of the group's average borrowing rate on interest-bearing debt. Shipbuilder instalments paid, other direct vessel costs and the group's interest costs related to financing the acquisition cost of vessels are capitalised as they are paid.

Land is not depreciated. Other tangible assets are depreciated over the following expected useful lives:

Property	10-50 years
Other tangible assets	3-10 years
Vessels	30 years

Each component of a tangible asset which is significant for the total cost of the item will be depreciated separately. Components with similar useful lives will be included in a single component.

An analysis of the group's fleet concluded that vessels based on a pure car truck carrier/roll-on roll-off design do not need to be separated into different components since there is no significant difference in the expected useful life for the various components of these vessels over and above docking costs. Costs related to docking and periodic maintenance will normally be depreciated over the period until the next docking.

The estimated residual value and expected useful life of long-lived assets are reviewed at each balance sheet date, and where they differ significantly from previous estimates, depreciation charges will be changed accordingly.

GOODWILL AND OTHER INTANGIBLE ASSETS

Amortisation of intangible fixed assets is based on the following expected useful lives

Goodwill	Indefinite life
Software and licenses	3-5 years
Other intangible assets	5-10 years

Goodwill

Goodwill represents the excess of the consideration transferred, the amount of any minority interests in the acquiree and the acquisition date fair value of any previous equity interests in the acquiree over the fair value of the group's share of the identifiable net assets of the acquired subsidiary, joint venture or associate. Goodwill arising from the acquisition of subsidiaries is classified as an intangible asset. Goodwill arising from the acquisition of an interest in an associated company is included under investment in associated companies, and tested for impairment as part of the carried amount of the investment annually.

Goodwill from acquisition of subsidiaries is tested annually for impairment and carried at cost less impairment losses. Impairment losses on goodwill are not reversed. Gain or loss on the sale of a business includes the carried amount of goodwill related to the sold business.

Goodwill is allocated to relevant cash-generating units ("CGU"). The allocation is made to those CGU or groups of CGU which are expected to benefit from the acquisition.

Details concerning the accounting treatment of goodwill are provided in the section on consolidation policies above.

Other intangible assets

Costs associated with maintaining computer software programmes are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the group are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the software product so that it will be available for use;
- management intends to complete the software product and use or sell it;
- it can be demonstrated how the software product will generate probable future economic benefits;
- adequate technical, financial and other resources to complete the development and to use or sell the software product are available; and
- the expenditure attributable to the software product during its development can be reliably measured.

Trademark, technology/licenses and customer relationship have a finite life and are recognised at historical cost less accumulated

Accounting policies | WILH. WILHELMSEN HOLDING GROUP AND WILH. WILHELMSEN HOLDING ASA

amortisation. Amortisation is calculated using the straight-line method to allocate the cost of trademarks and licenses over their estimated useful life.

Capitalised expenses related to other intangible assets are amortised over the expected useful lives in accordance with the straight-line method.

IMPAIRMENT OF GOODWILL AND OTHER NON FINANCIAL ASSETS

Non financial assets

At each reporting date the accounts are assessed whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, estimates of the asset's recoverable amount are done. The recoverable amount is the highest of the fair market value of the asset, less cost to sell, and the net present value (NPV) of future estimated cash flow from the employment of the asset ("value in use"). The NPV is based on an interest rate according to a weighted average cost of capital ("WACC") reflecting the company's required rate of return. The WACC is calculated based on the company's long-term borrowing rate and a risk free rate plus a risk premium for the equity. If the recoverable amount is lower than the book value, impairment has occurred and the asset shall be revalued. Impairment losses are recognised in the profit and loss statement. Assets are grouped at the lowest level where there are separately identifiable independent cash flows.

Vessels and newbuilding contracts

Future cash flow is based on an assessment of what is the group's expected time charter earnings and estimated level of operating expenses for each type of vessel over the remaining useful life of the vessel. Vessels are organised and operated as a fleet and evaluated for impairment on the basis that the whole fleet is the lowest CGU. The vessels are trading in global network as part of a fleet, where the income of a specific vessel is dependent upon the total fleet's earnings and not the individual vessel's earnings. Further the group's vessels are interchangeable among the operating companies which are seen through the ongoing operational co-operation (long term chartering activities, vessel swaps, space chartering, combined schedules etc). As a consequence, vessels will only be impaired if the total value of the fleet based on future estimated cash flows is lower than the total book value.

Goodwill

Goodwill acquired through business combinations has been allocated to the relevant CGU. An assessment is made as to whether the carrying amount of the goodwill can be justified by future earnings from the CGU to which the goodwill relates. Future earnings are based on next year's expectations with a zero growth rate.
If the "value in use" of the CGU is less than the carrying amount of the CGU, including goodwill, goodwill will be written down first. Thereafter the carrying amount of the CGU will be written down. Impairment losses related to goodwill cannot be reversed.

LEASES

Leases for property, equipment and vessels where the group carries substantially all the risks and rewards of ownership are classified as financial leases.

Financial leases are capitalised at the inception of the lease at the lower of fair value of the leased item or the present value of agreed lease payments. Each lease payment is allocated between liability and finance charges. The corresponding rental obligations are included in other non current liabilities. The associated interest element is charged to the income statement over the lease period so as to produce a periodic rate of interest on the remaining balance of the liability for each period.

Financial leases are depreciated over the shorter of the useful life of the asset or the lease term.

Leases where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases, net of any financial incentives from the lessor, are charged to the income statement on a straight-line basis over the period of the lease.

FINANCIAL ASSETS

The group and the parent company classify financial assets in the following categories: trading financial assets at fair value through the income statement, loans and receivables, and available-for-sale financial assets. The classification depends on the purpose of the asset.

Management determines the classification of financial assets at their initial recognition.

Financial assets carried at fair value through the income statement are initially recognised at fair value, and transaction costs are expensed in the income statement.

Short term investments

This category consists of financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of profit from short term price gains. Short term investments are valued at fair value. The resulting unrealised gains and losses are included in financial income and expense. Derivatives are also placed in this category unless designated as hedges. Assets in this category are classified as current.

Loans and receivables

Loans and receivables are non derivative financial assets with fixed or determinable payments which are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the balance sheet date. These are classified as non current assets. Loans and receivable are classified as other current assets or other non current assets in the balance sheet.

Loans and receivables are recognised initially at their fair value plus transaction costs. Financial assets are derecognised when the contractual rights to the cash flows from the financial assets expire or are transferred, and the group has transferred by and large all risk and return from the financial asset.

Realised gains and losses are recognised in the income statement in the period they arise.

Available-for-sale financial assets

Available-for-sale financial assets are non derivatives that are either designated in this category or not classified in any of the other categories. After initial recognition, available-for-sale financial assets are measured at fair value with gains or losses recognised as a separate component in other comprehensive income until the investments is derecognised, at which time the cumulative gain or loss previously reported in equity is included in the income statement.

The fair value of the investments that are actively traded in organised financial markets is determined by reference to quoted market bid price at the close of business on the balance sheet date. For investments where there is no active market fair value are determined applying commonly used valuation techniques.

Available-for-sale financial assets are included in non current assets unless the investment matures of management intends to dispose of it within 12 months of the end of the reporting period.

FINANCIAL DERIVATIVES

Derivatives which do not qualify for hedge accounting

Most derivative instruments do not qualify for hedge accounting. Changes in the fair value of any derivative instruments which do not qualify for hedge accounting are recognised in the income statement stated in financial income/expense.

Derivatives are included in current assets or current liabilities, except for maturities greater than 12 months after the balance sheet date. These are classified as non current assets or other non current liabilities as they form part of the group's long term economic hedging strategy and are not classified as held for trading.

Derivatives are recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured on a continuous basis at their fair value.

Derivatives which do qualify for hedge accounting

The group designates certain derivatives as hedges of highly probable forecast transactions (cash flow hedges).

At the date of the hedging transaction, the group documents the relationship between hedging instruments and hedged items, as well as the object of its risk management and the strategy underlying the various hedge transactions. The group also documents the extent to which the derivatives used are effective in smoothing the changes in fair value or cash flow associated with the hedge items. Such assessments are documented both initially and on an ongoing basis.

The fair value of derivatives used for hedging is shown in note 15 to the group accounts. Changes in the valuation of qualified hedges are recognised directly in other comprehensive income until the hedged transactions are realised.

The fair value of financial derivatives traded in active markets is based on quoted market prices at the balance sheet date. The fair value of financial derivatives not traded in an active market is determined using valuation techniques, such as the discounted value of future cash flows. Independent experts verify the value determination for instruments which are considered material.

Cash flow hedge

The effective portion of changes in the fair value of derivatives designated as cash flow hedges are recognised in comprehensive income together with the deferred tax effect. Gain and loss on the ineffective portion is recognised in the income statement. Amounts recognised in comprehensive income are recognised as income or expense in the income statement in the period when the hedged liability or planned transaction will affect the income statement.

Net investment hedge

Gains and losses arising from the hedging instruments relating to the effective portions of the net investments hedges are recognised in comprehensive income. These translation reserves are reclassified to the income statement upon disposal of the hedged net investments, offsetting the translation differences from these net investments. Any ineffective portion is recognised immediately in the income statement within net financial income/(expenses).

Gains and losses accumulated in equity are included in the income statement when the foreign operation is partially disposed of or sold.

DEFERRED TAX / DEFERRED TAX ASSET

Deferred tax is calculated using the liability method on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred income tax is determined using tax rates and laws which have been enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability settled.

Deferred income tax assets are recognised to the extent that it is probable that future taxable profit will be available, and that the temporary differences can be deducted from this profit.

Deferred income tax is calculated on temporary differences arising on investments in subsidiaries and associates, except where the timing of the reversal of the temporary difference is controlled by the group.

For group companies subject to tonnage tax regimes, the tonnage tax is recognised as an operating cost.

PENSION OBLIGATIONS

Group companies have various pension schemes, and the employees are covered by pension plans which comply with local laws and regulations. These schemes are generally funded through payments to insurance companies or pension funds on the basis of periodic actuarial calculations. The group and the parent company have both defined contribution and defined benefit plans.

A defined contribution plan is one under which the group and the parent company pay fixed contributions to a separate legal entity. The group and the parent company have no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

For defined contribution plans, the group and the parent company pay contributions till publicly or privately administered pension insurance plans on an obligatory, contractual or voluntary basis. The group and the parent company have no further payment obligations once the contributions have been paid. The contributions are recognised as a payroll expense when they fall due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

A defined benefit plan is one which is not a defined contribution plan. This type of plan typically defines an amount of pension benefit an employee will receive on retirement, normally dependent on one or more factors such as age, years of service and pay.

The liability recognised in the balance sheet in respect of defined benefit pension plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension obligation.

The pension obligation is calculated annually by independent actuaries using a straight-line earnings method.
Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise.
Past-service costs are recognised immediately in income.

RECEIVABLES

Trade receivables and other receivables, that have fixed or determinable payments that are not quoted in an active market are classified as receivables.

Receivables are recognised at face value less any impairment. Provision for impairment is made to specified receivable items when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the receivable, the estimated future cash flows of the investments have been affected.

CASH AND CASH EQUIVALENTS

Cash and cash equivalents include cash in hand, deposits held at call with banks, other current highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown under borrowings in current liabilities on the balance sheet.

SHARE CAPITAL AND TREASURY SHARES

When the parent company purchases its own shares (treasury shares), the consideration paid, including any attributable transaction costs net of income tax, is deducted from the equity attributable to the parent company's shareholders until the shares are cancelled or sold. Should such shares subsequently be sold or reissued, any consideration received is included in share capital.

GROUP AND PARENT COMPANY | ACCOUNTS AND NOTES

Accounting policies | WILH. WILHELMSEN HOLDING GROUP AND WILH. WILHELMSEN HOLDING ASA

DIVIDEND IN THE GROUP ACCOUNTS
Dividend payments to the parent company's shareholders are recognised as a liability in the group's financial statements from the date when the dividend is approved by the general meeting.

DIVIDEND AND GROUP CONTRIBUTION IN PARENT ACCOUNTS
Proposed dividend for the parent company's shareholders is shown in the parent company account as a liability at 31 December current year. Group contribution to the parent company is recognised as a financial income and current asset in the financial statement at 31 December current year.

LOANS
Loans are recognised at fair value when the proceeds are received, net of transaction costs. In subsequent periods, loans are stated at amortised cost using the effective yield method. Any difference between proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the term of the loan. Loans are classified as current liabilities unless the group or the parent company has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

PROVISIONS
The group and the parent company make provisions for legal claims when a legal or constructive obligation exists as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation, and the amount can be estimated with a sufficient degree of reliability. Provisions are not made for future operating losses.

CRITICAL ACCOUNTING ESTIMATES AND ASSUMPTIONS
When preparing the financial statements, the group and the parent company must make assumptions and estimates. These estimates are based on the actual underlying business, its present and forecast profitability over time, and expectations about external factors such as interest rates, foreign exchange rates and oil prices which are outside the group's and parent company's control. This presents a substantial risk that actual conditions will vary from the estimates

Impairment of vessels
The group tests annually whether vessels have suffered any impairment, in accordance with the accounting policies for "Impairment of goodwill and other non financial assets". The recoverable amounts of CGU have been determined based on value in use calculations. These calculations require the use of estimates (note 5).

Impairment of non financial assets
Assets that have an indefinite useful life, for example goodwill, are not subject to amortisation and are tested annually for impairment.

Assets that are subject to amortisation or depreciation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

If available estimated fair value of an asset is obtained externally. In addition, the group has financial models which calculate and determine the value in use through a combination of actual and expected cash flow generation discounted to present value. The expected future cash flow generation and models are based on assumptions and estimate.

The discount factor applied in the cash flow budgets is based on the group's long term financing costs for debt financed capital. Beyond the period covered by the business plan, a growth factor of 0% is applied, with an expectation that gross margins will not weaken substantially over time.

See note 5 in the group accounts for additional info.

Note 1 | COMBINED ITEMS, INCOME STATEMENT

USD mill	Note	2013	2012
OPERATING REVENUE			
Freight revenue		324	395
Ships service revenue		670	665
Technical solutions revenue		259	214
Ship management and crewing revenue		50	49
Other revenue		10	2
Total operating revenue		**1 313**	**1 325**
GAIN ON SALE OF ASSETS			
Gain on sale of shares in associates	3		134
Gain on sale of other assets		5	4
Total gain on sale of assets		**5**	**138**
VESSEL EXPENSES			
Luboil		(7)	(8)
Stores (water, safety, chemicals, ropes etc)		(4)	(4)
Maintenance of vessels		(21)	(20)
Insurance		(8)	(8)
Other		(12)	(12)
Total vessel expenses		**(53)**	**(52)**
OTHER EXPENSES			
Loss on sale of assets		(2)	(2)
Office expenses		(46)	(44)
Communication and IT expenses		(33)	(34)
External services		(15)	(19)
Travel and meeting expenses		(17)	(16)
Marketing expenses		(9)	(9)
Other administration expenses		(39)	(51)
Total other expenses		**(161)**	**(174)**
FINANCIAL INCOME/(EXPENSES)			
Financial items			
Investment management		29	18
Interest income		8	6
Other financial items		3	2
Net financial items		**41**	**26**
Financial -interest expenses			
Interest expenses		(63)	(70)
Interest rate derivatives - realised		(37)	(47)
Net financial - interest expenses		**(100)**	**(117)**
Interest rate derivatives - unrealised		68	6
Financial currency			
Net currency gain/(loss)		57	(39)
Currency derivatives - realised		(7)	6
Currency derivatives - unrealised		(14)	11
Cross currency derivatives - realised		3	3
Cross currency derivatives - unrealised		(20)	17
Net financial currency		**19**	**(3)**
Financial income/(expenses)		**28**	**(87)**

See note 15 on financial risk and the section of the accounting policies concerning financial derivatives.

Note 2 | INVESTMENTS IN JOINT VENTURES

USD mill	Business office, country	2013 Voting share/ownership	2012
WWASA group (shipping)			
Mark I Shipping Pte Ltd	Singapore	50.0%	50.0%
Tellus Shipping AS	Lysaker, Norway	50.0%	50.0%
American Roll-on Roll-off Carrier Holding Inc	New Jersey, USA	50.0%	50.0%
Fidelio Inc	New Jersey, USA	50.0%	50.0%
Fidelio Limited Partnership	New Jersey, USA	50.0%	50.0%
EUKOR Car Carriers Inc	Seoul, Republic of Korea	40.0%	40.0%
EUKOR Car Carriers Singapore Pte Ltd	Singapore	40.0%	40.0%
EUKOR Shipowning Singapore Pte Ltd	Singapore	40.0%	40.0%
WWASA group (shipping/logistics)			
Wallenius Wilhelmsen Logistics AS	Lysaker, Norway	50.0%	50.0%
WWASA group (logistics)			
American Shipping & Logistics Group Inc	New Jersey, USA	50.0%	50.0%
American Logistics Network LLC	New Jersey, USA	50.0%	50.0%

	2013	2012
Summarised financial information - according to the group's ownership		
Share of total income	2 135	2 362
Share of operating expenses	(1 977)	(2 151)
Share of net financial items	(17)	(18)
Share of tax expense	(19)	(21)
Share of profit for the year	121	172
Share of equity (equity method)		
Book value	840	752
Excess value (goodwill)	16	16
Joint ventures' assets, equity and liabilities (group's share of investments)		
Share of non current assets	1 194	1 132
Share of current assets	578	575
Total share of assets	**1 772**	**1 708**
Share of equity 01.01	768	642
Share of profit for the period	121	172
Dividend received/repayments of share capital	(35)	(45)
Charged directly to equity	2	
Currency translation differences	1	
Share of equity 31.12	**856**	**768**
Share of non current liabilities	573	591
Share of current liabilities	343	349
Total share of liabilities	**916**	**939**
Total share of equity and liabilities	**1 772**	**1 708**
Share of profit from joint ventures	121	172
Share of profit from associates, see note 3	80	72
Share of profit from joint ventures and associates	**200**	**244**
Share of equity from joint ventures	856	768
Share of equity from associates, see note 3	361	305
Share of equity from joint ventures and associates	**1 218**	**1 074**

The group's share of profit (after tax) from joint ventures and associates is recognised in the income statement as an operating income. The investments in joint ventures and associates are related to the group's operating activities and therefore classified as part of the operating activity.

Note 3 | INVESTMENTS IN ASSOCIATES

	Business office/country	2013 Voting/control share	2012
WWASA group			
Hyundai Glovis Co Ltd	Seoul, Republic of Korea	12.5%	12.5%
Shippersys AB	Stockholm, Sweden	25.0%	25.0%
Holding & Investments			
NorSea Group Invest AS*	Stavanger, Norway	35.4%	35.4%
WMS group - companies with significant shares of profits		Profit sharing agreements **	
Almoayed Wilhelmsen Ltd	Bahrain	50.0%	50.0%
Wilhelmsen Ships Service Ltd	Bangladesh	50.0%	50.0%
Wilhelmsen Huayang Ships Services (Shanghai) Co Ltd	China	50.0%	50.0%
Wilhelmsen Huayang Ships Services (Beijing) Co Ltd	China	50.0%	50.0%
Wilhelmsen Ships Service Georgia Ltd	Georgia	50.0%	50.0%
Barklav (Hong Kong) Ltd	Hong Kong	50.0%	50.0%
Alghanim Barwil Shipping Co-Kutayba Yusuf Ahmed & Partner WLL	Kuwait	49.0%	49.0%
Barwil-Andersson Agencies Ltd	Latvia	49.0%	49.0%
Wilhelmsen Ships Service Lebanon S.A.L.	Lebanon	49.0%	49.0%
Eurokor Barging B.V	Netherland	40.0%	40.0%
Barber Moss Ship Management AS	Norway	50.0%	50.0%
Yarwil AS	Norway		50.0%
Golar Wilhelmsen Management AS	Norway	40.0%	40.0%
Towell Barwil Co LLC ***	Oman		30.0%
Wilhelmsen Ships Services (Private) Ltd	Pakistan	50.0%	50.0%
Wilhelmsen-Smith Bell Shipping Inc	Philippines	49.0%	49.0%
Wilhelmsen Hyopwoon Ships Services Ltd	Republic of Korea	50.0%	50.0%
Haeyoung Maritime Services Co Ltd	Republic of Korea	20.0%	20.0%
Barwil Star Agencies SRL	Romania	50.0%	50.0%
Binzagr Barwil Maritime Transport Co Ltd	Saudi Arabia	50.0%	50.0%
Nagliyat Al-Saudia Co Ltd	Saudi Arabia	49.6%	49.6%
Wilhelmsen Meridian Navigation Ltd, Sri Lanka	Sri Lanka	40.0%	40.0%
Baasher Barwil Agencies Ltd	Sudan	50.0%	50.0%
National Company For Maritime Agencies Ltd	Syrian Arab Republic	50.0%	50.0%
Wilhelmsen Ships Service LLC	United Arab Emirates	50.0%	50.0%
Barwil Abu Dhabi Ruwais LLC	United Arab Emirates	50.0%	50.0%
Barwil Dubai LLC	United Arab Emirates	50.0%	50.0%
Wilhelmsen Ships Service (UAE) LLC	United Arab Emirates	42.5%	42.5%
Triangle Shipping Agencies Co LLC	United Arab Emirates	50.0%	50.0%
Denholm Barwil Ltd	United Kingdom	40.0%	40.0%
Knight Transport LLC	USA	33.34%	33.34%
Barwil de Venezuela C.A.	Venezuela	50.0%	50.0%
Barwil - Sunnytrans Co. Ltd	Vietnam	50.0%	50.0%

* The investment in NorSea Group Invest AS is collateral. See note 14.
** Takes account of agreements on profit sharing which are additional to the equity share.
*** The entity in Oman is taken over 60% from 1 October 2013.

An overview of actual equity holdings can be found in the presentation of company structure on page 118.

Cont. note 3 | INVESTMENTS IN ASSOCIATES

USD mill	2013	2012
Summary financial information - according to the group's ownership		
Assets	883	798
Liabilities	521	492
Equity	361	306
Operating income	1 350	1 208
Net profit	80	72
Share of profit from associates		
Hyundai Glovis Co Ltd	62	58
NorSea Group Invest AS	11	4
Other associates	7	10
Share of profit from associates	**80**	**72**

USD mill	2013	2012
Book value of material associates		
Hyundai Glovis Co Ltd	263	208
NorSea Group Invest AS	80	77

In the third quarter of 2012, WWASA group sold 937 500 shares in Hyundai Glovis with net proceeds of approximately USD 170 million. The net gain recorded in the 2012 group's accounts amounted to USD 134 million.

Even if the share interest in Hyundai Glovis is 12.5%, the investment is treated as an associate in accordance with IFRS. The reason is that the group has entered into a shareholders' agreement regarding their shareholding in Hyundai Glovis, including two representatives on the board of directors (22%). The agreement, which has an indefinite term, contains provisions, inter alia, restrictions on transfer of shares, corporate governance, composition of and procedures for the board of directors, matters which require a qualified majority at the general meeting of shareholders, and mechanisms in case a resolution cannot be reached by the partners. In addition the business relationship between the group's joint venture EUKOR Car Carriers Inc and Hyundai Glovis is strong as Hyundai Glovis is a global logistics service provider for EUKOR's main customers Hyundai Motor Group and Kia Motor Group.

Hyundai Glovis Co Ltd was listed on 23 December 2005, and the group's equity interest had a stock market value at 31 December 2013 of USD 1 029 million (2012: USD 979 million).

USD mill	2013	2012
Specification of share of equity and profit/loss:		
Share of equity 01.01	305	218
Share of profit for the year	80	72
Addition in Holding & Investments		70
Disposal WWASA group		(37)
Disposal WMS group	(2)	(3)
Dividend	(15)	(16)
Currency translation differences	(7)	2
Share of equity 31.12	**361**	**305**

USD mill	2013	2012
Share of equity		
Book value	342	287
Excess value, goodwill	19	19
Total share of equity	**361**	**305**

Cont. note 3 | INVESTMENTS IN ASSOCIATES

Acquisititon
In 2012 the group acquired 35.4% of the shares in NorSea Group Invest AS (NSGI), the leading supplier of base services and integrated logistics systems to the Norwegian oil and gas industry. Through its fully and partly owned entities NSG operates ten strategically located supply bases along the coast of Norway, including NorSea (Stavanger), Stordbase (Stord), Coast Center Base (Bergen), Vestbase (Kristiansund), Helgelandsbase (Sandnessjøen), Nordbase (Harstad) and Polarbase (Hammerfest).

As the major shareholder in NSGI, the group has significant influence, hence it follows that the investment is accounted for as an associate.

USD mill	Acquisition
NorSea Group Invest AS	
Equity investment	68
Shareholder loan	12
Total investment in NorSea Group Invest AS	**80**

Note 4 | EMPLOYEE BENEFITS

USD mill	2013	2012
Pay	233	225
Payroll tax	42	41
Pension cost	24	27
Employee benefits seagoing personnel	63	64
Other remuneration	41	35
Total employee benefits	**402**	**391**
Number of employees:		
Group companies in Norway	720	602
Group companies abroad	5 713	5 233
Seagoing personnel Wilhelmsen Ship Management	10 869	10 037
Total employees	**17 302**	**15 872**
Average number of employees	16 587	15 646

REMUNERATION OF SENIOR EXECUTIVES

USD thousand	Pay	Bonus	Pension premium	* Other remuneration	Total	Total in NOK
2013						
Group CEO	708	345	151	174	1 378	8 097
Group CFO	542	165	241	260	1 207	7 093
President and CEO Wilh. Wilhelmsen ASA	590	199	440	445	1 673	9 829
President and CEO Wilhelmsen Maritime Services AS	513	88	397	484	1 482	8 709
2012						
Group CEO	663	277	148	173	1 261	7 332
Group CFO	539	169	252	266	1 226	7 129
President and CEO Wilh. Wilhelmsen ASA	570	169	466	466	1 672	9 720
President and CEO Wilhelmsen Maritime Services AS	503	33	355	361	1 251	7 274

Remuneration is paid in NOK, which means that the USD amounts are not comparable from year to year. Rates of remuneration can be compared by taking account of changes in the USD exchange rate.

*Mainly related to gross up pension expenses and company car.

Cont. note 4 | EMPLOYEE BENEFITS

Remuneration of the board of directors

USD thousand	2013	2012
Diderik Schnitler (chair) *	153	129
Bettina Banoun	60	52
Helen Juell	60	52
Odd Rune Austgulen	60	52
Carl E. Steen	60	52

*Included board of directors fee from WWASA USD 51 (2012: USD 43).
The chair has an additional consulting agreement with the WWASA group where he got paid USD 33 in 2013 (2012: USD 36).
The board's remuneration for fiscal year 2013 will be approved by the general meeting 24 April 2014.
Remuneration of the nomination committee, for both Wilh. Wilhelmsen Holding ASA and Wilh. Wilhelmsen ASA, totalled USD 24 for 2013 (2012: USD 19).

Senior executives
Thomas Wilhelmsen - group CEO
Nils Petter Dyvik - group CFO
Jan Eyvin Wang - president and CEO Wilh. Wilhelmsen ASA
Dag Schjerven - president and CEO Wilhelmsen Maritime Serivces AS

See note 2 Employee benefits in the parent company accounts, and note 19 Related party transaction.

OPTION PROGRAMME FOR SENIOR EXECUTIVES

Option programme from 1 January 2011 until 31 December 2013 - Share equivalents
The extraordinary general meeting of Wilh. Wilhelmsen Holding ASA (WWH) held at 6 December 2011 resolved to renew the share-price-based incentive programme for employees at management level in the company, and in its associated subsidiaries.

The programme has a duration of three years, running from 1 January 2011 until 31 December 2013 and entitles the participants to a cash reward based on the annual total return of the underlying shares and dividends during the period. Maximum annual payment is set to 50% of annual basic salary.

The board of directors for WWH and the board of directors for Wilh. Wilhelmsen ASA (WWASA) was authorised to decide the beneficiaries under the programme. The two boards initially allocated annually 16 500 share equivalents in WWH (reference A shares) and annually 130 000 share equivalents in WWASA.

The reference equity price for the calculation of entitlement is based on the average share price during two weeks following the release of the respective year's fourth quarter results. The starting reference price for 2013 is average share price over the two weeks after the release of the results for the fourth quarter 2012 was NOK 171.50 (WWH A shares) and NOK 50,40 (WWASA shares), respectively. Starting reference price for 2012 was NOK 149.50 (WWH A shares) and NOK 38.20 (WWASA share).

Granted share equivalents annually given:	2013 Share equivalent in WWI shares	2013 Share equivalent in WW ASA shares	2012 Share equivalent in WWI shares	2012 Share equivalent in WW ASA shares
Thomas Wilhelmsen - group CEO	6 500	30 000	6 500	30 000
Nils Petter Dyvik - group CFO	4 500	20 000	4 500	20 000
Jan Eyvin Wang - president and CEO Wilh. Wilhelmsen ASA		50 000		50 000
Benedicte B. Agerup - CFO Wilh. Wilhelmsen ASA		30 000		30 000
Dag Schjerven - president and CEO Wilhelmsen Maritime Services AS	5 500		5 500	

Per 31 December the options were in the money for 2013 and the group has booked a provision of USD 0.3 million (2012: USD 0.4 million).

EXPENSED AUDIT FEE

USD mill	2013	2012
Statutory audit	2.7	2.7
Other assurance services	0.4	0.3
Tax advisory fee	1.0	1.0
Other assistance	0.3	0.2
Total expensed audit fee	**4.4**	**4.1**

Note 5 | PROPERTY, VESSELS AND OTHER TANGIBLE ASSETS

USD mill TANGIBLE ASSETS	Property	Vessels* / Newbuilding contracts	Other tangible assets	Total tangible assets
2013				
Cost price 1.1	113	2 508	225	2 847
Acquisition **	1	47	23	72
Reclass/disposal		(88)	(11)	(100)
Currency translation differences	(6)		(10)	(16)
Cost price 31.12	**109**	**2 467**	**227**	**2 803**
Accumulated depreciation and impairment losses 1.1	(33)	(641)	(91)	(764)
Depreciation/amortisation	(3)	(82)	(13)	(98)
Reclass/disposal		76	6	82
Currency translation differences	2		4	7
Accumulated depreciation and impairment losses 31.12	**(33)**	**(647)**	**(93)**	**(773)**
Carrying amounts 31.12	**75**	**1 820**	**134**	**2 030**
2012				
Cost price 1.1	105	2 298	212	2 616
Acquisition **	3	221	21	245
Reclass/disposal	1	(11)	(19)	(28)
Currency translation differences	3		10	14
Cost price 31.12	**113**	**2 508**	**225**	**2 847**
Accumulated depreciation and impairment losses 1.1	(29)	(568)	(85)	(682)
Depreciation/amortisation	(3)	(83)	(14)	(100)
Disposals		10	11	22
Currency translation differences	(1)		(3)	(4)
Accumulated depreciation and impairment losses 31.12	**(33)**	**(641)**	**(91)**	**(764)**
Carrying amounts 31.12	**80**	**1 867**	**135**	**2 083**
Economic lifetime	10-50 years	30 years	3-10 years	
Depreciation schedule	Straight-line	Straight-line	Straight-line	

*Vessels includes dry-docking and carrying amounts at year end was USD 23 million (2012: USD 23 million)
**Interest expenses of USD 0 million relating to newbuilding contracts were capitalised in 2013 (2012: USD 0.7 million).
During 2013, no new vessels were delivered. WWASA has, on own accounts, 4 new vessels due for delivery in 2014 (1), 2015 (1) and 2016 (2).

Impairment
The group has evaluated the need for potential impairment losses on its fleet in accordance with the accounting policies.

Vessels are organised and operated as a fleet and evaluated for impairment on the basis that the whole fleet is the lowest CGU. The recoverable amount is the higher of estimated market value (third party quotations) and value in use calculations. As a consequence, vessels will only be impaired if the recoverable value of the fleet is lower than the total book value.

Value in use is the net present value of future cash flows arising from continuing use of the asset or CGU, including any disposal proceeds.

Future cash flow is based on an assessment of what is the group's expected time charter earnings and estimated level of operating expenses for each type of vessel over the remaining useful life of the vessel. Key assumptions are future estimated cash flows, time charter income reduced by estimated vessel operating expenses, based on group management's latest long term forecast. The estimated future cash flows reflect both past experience as well as external sources of information concerning expected future market development.

Management has estimated a moderate improvement in cash flows over the five year forecasting period 2014-2018. Cash flows remain stable until vessels exceeds 20 years, then time charter earnings are reduced by 10% over the remaining useful lives of vessels (0% growth rate).

The net present value of future cash flows was based on weighted average cost of capital (WACC) of 7.12% in 2013.

The WACC can be estimated as follows:
Borrowing rate: Debt ratio*(implied 18 year US swap rate + loan margin)
\+ Equity Return: Equity ratio*(implied 18 year US swap rate + Beta*market premium)
= WACC

Based on the value in use estimates, management has concluded that no impairment is required as per 31 December 2013.
Had the WACC been one percentage point higher, the estimated value in use would be reduced by USD 228 million which would not have resulted in an impairment loss. Had the WACC been one percentage point lower, the estimated value in use would be increased by USD 263 million. Had the estimated time charter income been five percentage points lower, the estimated value in use would be reduced by USD 203 million which would not have resulted in an impairment loss. Had the estimated time charter income been five percentage points higher, the estimated value in use would be increased by USD 203 million.

Cont. note 5 | GOODWILL AND OTHER INTANGIBLE ASSETS

USD mill INTANGIBLE ASSETS	Goodwill	Other intangible assets	Software and licences	Total intangible assets
2013				
Cost price 01.01	260	23	115	398
Acquisition	2		17	19
Reclass/disposal		(1)	(2)	(3)
Currency translation differences	(13)		(8)	(21)
Cost price 31.12	**249**	**23**	**121**	**393**
Accumulated amortisation and impairment losses 01.01	(2)	(3)	(74)	(79)
Amortisation/impairment	(2)	(1)	(8)	(11)
Reclass/disposal			1	2
Currency translation differences			5	5
Accumulated amortisation and impairment losses 31.12	**(4)**	**(5)**	**(76)**	**(84)**
Carrying amounts 31.12	**246**	**18**	**45**	**309**
2012				
Cost price 01.01	239	23	95	357
Acquisition	10	1	14	25
Reclass/disposal	(3)	(1)	(3)	(6)
Currency translation differences	14		8	22
Cost price 31.12	**260**	**23**	**115**	**398**
Accumulated amortisation and impairment losses 01.01	(2)	(2)	(62)	(65)
Amortisation/impairment		(2)	(9)	(10)
Disposals			1	1
Currency translation differences	(0)		(4)	(5)
Accumulated amortisation and impairment losses 31.12	**(2)**	**(3)**	**(74)**	**(79)**
Carrying amounts 31.12	**259**	**20**	**41**	**319**

Segment-level summary of the goodwill allocation:	2013	2012
WMS group	240	253
WWASA group	6	6
Total goodwill allocation	**246**	**259**

No material acquisition in 2013 (analogous for 2012).

Cont. note 5 | GOODWILL AND OTHER INTANGIBLE ASSETS

Impairment testing of goodwill
In the WMS group segment, USD 174 million relates to business area Wilhelmsen Ships Service mainly to the acquisition of Unitor ASA and in additional USD 66 million relates to business area Wilhelmsen Technical Solution mainly to the acquisition of the Callenberg group. These amounts were originally calculated in NOK and SEK respectively.

For the purpose of impairment testing, goodwill is allocated to the respective cash generating units which are Wilhelmsen Ships Service and Wilhelmsen Technical Solutions.

Value in use was determined by discounting the future cash flows generated from the continuing operation of the units.
Cash flows were projected based on actual operating results and next year's forecast. Cash flows is based on a 5-year strategy plan period with terminal value (terminal growth rate 1%) were extrapolated using the following key assumptions:

	2013	2012
USD/NOK	6.07	5.56
USD/SEK	6.44	6.50
Discount rate	9.0%	9.0%
Growth rate	5-9%	5-8%
Increase in material cost	5-6%	5-6%
Increase in pay and other remuneration	5-6%	5-6%
Increase in other expenses	5-6%	5-6%

The values assigned to the key assumptions represent management's assessment of future trends in the maritime industry and are based on both external sources and internal sources.

No reasonably possible change in any of the key assumptions on which management has based its determination of the recoverable amount would cause the carrying amount to exceed its recoverable amount.

"Had the WACC been 0.5 percentage point higher, the estimated value would be reduced by USD 30 million for WSS net value and USD 10 mill for WTS net value which would not have resulted in an impairment loss. Had the WACC been 0.5 percentage point lower, the estimated value would be increased by USD 31 million for WSS and USD 10 million for WTS.
Had the multiple, enterprise value / EBITDA been 1 points lower, the estimated value would be reduced by USD 88 million for WSS net value and USD 26 million for WTS net value which would not have resulted in an impairment loss. Had the multiple, enterprise value / EBITDA been 1 point higher, the estimated value would be increased by USD 88 million for WSS and USD 26 million for WTS."

No impairment was necessary for goodwill at 31 December 2013 (nor 2012).

Note 6 | TAX

Tonnage tax
Companies subject to tonnage tax regimes are exempt from ordinary tax on their shipping income. On lieu of ordinary taxation, tonnage taxed companies are taxed on a notional basis based on the net tonnage of the companies' vessels. Income not derived from the operation of vessels in international waters, such as financial income, is usually taxed according the ordinary taxation rules applicable in the resident country of each respective company. The WWASA group had two wholly owned companies resident in UK and Malta which was taxed under a tonnage tax regime in 2013. Further, the WWASA group had one tonnage taxed joint venture company resident in the Republic of Korea, one tonnage taxed joint venture company resident in Norway, and two tonnage taxed joint venture companies in Singapore in 2013.

The tonnage tax is considered as operating expense in the accounts.

Ordinary taxation
The ordinary rate of corporation tax in Norway is 28% for 2013. Norwegian limited liability companies are encompassed by the participation exemption method for share income. Thus, share dividends and gains are tax free for the receiving company. Corresponding losses on shares are not deductible. The participation exemption method does not apply to share income from companies considered low taxed and that are located outside the European Economic Area (EEA), and on share income from companies owned by less than 10% resident outside the EEA.

For group companies owned more than 90%, and located in Norway and within the same tax regime, taxable profits in one company can be offset against tax losses and tax loss carry forwards in other group companies. Deferred tax/deferred tax asset has been calculated on temporary differences to the extent that it is likely that these can be utilised and for Norwegian entities the group has applied a rate of 27%. The profit and loss effect of the change from 28% deferred tax to 27% is recorded in tax expense.

Forced exit taxation
WWASA's subsidiary Wilhelmsen Lines Shipowning (WLS) has commenced legal proceedings before Oslo City Court on basis of the tax appeal board's decision to turn down the application for tonnage tax. Basis for the proceedings is that the transition rule valid for companies that exited the old tonnage tax regime (abolished in 2007) into ordinary taxation, is in breach with The Constitution of Norway article 97. Such claim is in line with the decision by the Norwegian Supreme Court in the ruling of February 2010 that the transition rule valid for companies that exited the old tonnage tax regime into the new tonnage tax system was in breach with The Constitution. Alternatively WLS claim a compensation for the economic loss caused by the unconstitutional transition rule. WLS had to choose between two transition rules which both originally was claimed by the authorities to be constitutional. WLS choice to exit into ordinary taxation was hence based on wrong assumptions

Until the group face the final outcome of the litigation process, this case will have no impact on the income statement or balance sheet for the group.

Foreign taxes
Companies domiciled outside Norway will be subject to local taxation, either on ordinary terms or under special tonnage tax rules. When dividends are paid, local withholding taxes may be applicable. This generally applies to dividends paid by companies domiciled outside the EEA.

Cont. note 6 | TAX

USD mill	2013	2012
Allocation of tax income/(expense) for the year		
Payable tax in Norway	(4)	(7)
Payable tax foreign	(15)	(15)
Change in deferred tax	5	(7)
Total tax income/(expense)	**(15)**	**(29)**

Reconciliation of actual tax cost against expected tax cost in accordance with the ordinary Norwegian income tax rate of 28%

Profit before tax	353	474
28% tax	99	133
Tax effect from:		
Permanent differences	1	2
Non-taxable income	(23)	(66)
Share of profits from joint ventures and associates	(52)	(68)
Witholding tax	6	6
Change in tax rate, deferred tax assets allowance	1	4
Currency transition from USD to NOK for Norwegian tax purpose	(17)	19
Calculated tax (income)/expense for the group	**15**	**29**
Effective tax rate for the group	4.11%	6.20%

The effective tax rate for the group will, from period to period, change dependent on the group gains and losses from investments inside the exemption method and tax exempt revenues from tonnage tax regimes. USD to NOK currency transition for Norwegian tax purpose will have a positive effect in 2013 USD 17 million (2012 negative USD 19 million).

USD mill	2013	2012
Deferred tax assets to be recovered after more than 12 months	6	6
Deferred tax assets to be recovered within 12 months	52	50
Deferred tax liabilities to be recovered after more than 12 months	(39)	(41)
Deferred tax liabilities to be recovered within 12 months	(58)	(65)
Net deferred tax liabilities	**(40)**	**(50)**
Net deferred tax liabilities at 1 January	(50)	(35)
Currency translation differences	(6)	(10)
Tax charged to equity / acquisition	13	2
Income statement charge	5	(7)
Net deferred tax liabilities at 31 December	**(40)**	**(50)**
Deferred tax assets in balance sheet	22	21
Deferred tax liabilities in balance sheet	(62)	(71)
Net deferred tax liabilities at 31 December	**(40)**	**(50)**

Cont. note 6 | TAX

The movement in deferred income tax assets and liabilities during the year, without taking into consideration the offsetting of balances within the same tax jurisdiction, is as follows:

USD mill	Fixed assets	Tonnage tax regime	Other	Total
Deferred tax liabilities				
At 1 January 2013	**(40)**	**(73)**	**5**	**(108)**
Through income statement	(6)	17	(4)	8
Charged directly to equity	7			7
Currency translations	(6)	3	(1)	(4)
Deferred tax liabilities at 31 December 2013	**(45)**	**(53)**	**1**	**(97)**
31 December 2011	**(32)**	**(85)**	**5**	**(112)**
At 1 January 2012	**(32)**	**(85)**	**5**	**(112)**
Through income statement	(13)	15	3	4
Currency translations	5	(3)	(3)	(0)
Deferred tax liabilities at 31 December 2012	**(40)**	**(73)**	**5**	**(108)**

	Non current assets and liabilities	Current assets and liabilities	Tax losses carried forward	Total
Deferred tax assets				
At 31 December 2012	**21**	**10**	**27**	**57**
Through income statement	14	(9)	(9)	(4)
Charged directly to equity	5	1		6
Currency translations	(2)	(5)	5	(2)
Deferred tax assets at 31 December 2013	**38**	**(4)**	**23**	**57**
At 31 December 2011	**47**	**9**	**20**	**76**
Charged directly to equity IAS 19R	1			1
At 1 January 2012	**48**	**9**	**20**	**77**
Through income statement	(19)	(1)	9	(11)
Charged directly to equity	(1)			(1)
Currency translations	(8)	2	(2)	(8)
Deferred tax assets at 31 December 2012	**21**	**10**	**27**	**57**

Temporary differences related to joint ventures and associates are USD 0 for the group, since all the units are regarded as located within the area in which the exemption method applies, and no plans exist to sell any of these companies.

The temporary differences in WWASA group related to exit tonnage tax, fixed assets, current assets and liabilities and most of the tax losses carry forward are nominated in NOK and translated to balance date rate. The net currency gain and losses are recognised on entities level through income statement due to different functional currency than local currency.

The WMS group segment will have shares in subsidiaries not subject to the exemption method which could give rise to a tax charge in the event of a sale, where no provision has been made for deferred tax associated with a possible sale or dividend. No plans exist at present to dispose of such companies.

Note 7 | EARNINGS PER SHARE

Earnings per share takes into consideration the number of outstanding shares in the period. The group has aquired own shares of 100 000 A shares.

Basic earnings per share is calculated by dividing profit for the period after minority interests, by average number of total shares.

Diluted earnings per share is calculated by dividing profit for the period after minority interests, by average number of shares reduced for own total shares.

Diluted earnings per share is calculated based on 46 403 824 shares for 2013 (analogous for 2012).

Note 8 | PENSION

Description of the pension scheme

- The group provides both defined benefit employee retirement plans and defined contribution plans. The group has for many years had a defined benefit plan for employees in Norway in a separate pension fund, Wilh. Wilhelmsen Pensjonskasse, and later, as from 1 January 2011 through Storebrand. The own pension fund was closed after the transfer to Storebrand. The defined benefit plan was closed for new employees after 1 May 2005. As a consequence of the group's conversion to a defined contribution pension scheme, all employees were given full freedom of choice to stay in the defined benefit plan or convert to defined contribution plan.
- Subsidiaries outside Norway have separate schemes for their employees in accordance with local rules, and the pension schemes are for the material part defined contribution plans.
- The group's defined contribution pension schemes for Norwegian employees are with Storebrand and DNB (from 1 January 2014 Storebrand only), similar solutions with different investment funds. Maximum contribution levels according to regulations have been followed. All employees in Norway included in the defined contribution plan are covered by a risk plan that is a defined benefit plan. This is included in the group's pension liability.
- In addition the group has obligations related to salaries in excess of 12 times the Norwegian National Insurance base amount (G) and agreements on early retirement. These obligations are mainly financed from operations.
- The group has obligations towards some employees in the group's senior executive management. These obligations are mainly covered via group annuity policies in Storebrand.
- Pension costs and obligations include payroll taxes. No provision has been made for payroll tax in pension plans where the plan assets exceed the plan obligations.

The liability recognised in the balance sheet in respect of defined benefit pension plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension obligation

In a few countries where there is no deep market in such bonds, the market rates on government bonds are used.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise.

	Funded		Unfunded	
Number of people covered by pension schemes at 31.12	2013	2012	2013	2012
In employment	634	619	93	114
On retirement (inclusive disability pensions)	443	453	729	746
Total number of people covered by pension schemes	**1 076**	**1 072**	**822**	**860**

	Expenses		Commitments	
Financial assumptions for the pension calculations:	2012	2011	2012	2011
Rate of return on assets in pension plans	3.85%	2.75%	4.00%	3.85%
Discount rate	3.85%	2.75%	4.00%	3.85%
Anticipated pay regulation	3.50%	3.25%	3.50%	3.50%
Anticipated increase in National Insurance base amount (G)	3.50%	3.25%	3.50%	3.50%
Anticipated regulation of pensions	1.00%	1.00%	0.60%	1.00%

Anticipated pay regulation are business sector specific, influenced by composition of employees under the plans. Anticipated increase in G is tied up to the anticipated pay regulations. Anticipated regulation of pensions is determined by the difference between return on assets and the hurdle rate

Actuarial assumptions: all calculations are calculated on the basis of the K2013 mortality tariff in 2013 and K2005 in 2012. The disability tariff is based on the KU table.

Cont. note 8 | PENSION

Pension assets investments (in %)	2013	2012
Current bonds	11.3%	6,6%
Bonds held to maturity	40.4%	35.2%
Money market	2.2%	1.2%
Equities	8.4%	15.9%
Other (property, credit bonds)	37.8%	41.1%
Total pension assets investments	**100.0%**	**100.0%**

The table shows how pension funds including derivatives administered by Storebrand Kapitalforvaltning AS were invested at 31 December 2013. The recorded return on assets administered by Storebrand Kapitalforvaltning was 5.3% at 31 December 2013 (2012: 6.8%).

USD mill

Pension expenses		2013			2012	
	Funded	Unfunded	Total	Funded	Unfunded	Total
Service cost	7	1	8	9	1	10
Net interest cost		3	3	1	4	1
Cost of defined contribution plan	13		13	11		11
Net pension expenses	**20**	**4**	**24**	**22**	**5**	**27**

Remeasurements - Other comprehensive income	2013	2012
Effect of changes in demographic assumptions	(25)	
Effect of changes in financial assumptions	11	29
Effect of experience adjustments		(9)
Return on plan assets (excluding interest income)	(4)	
Total remeasurements included in OCI	**(18)**	**20**
Tax effect of pension OCI	5	(6)
Net remeasurements in OCI	**(12)**	**14**

Pension obligations	2013	2012
Defined benefit obligation at end of prior year	206	216
Effect of changes in foreign exchange rates	(17)	4
Service cost	10	10
Interest expense	10	5
Benefit payments from plan	(5)	(7)
Benefit payments from employer	(6)	(8)
Net changes in business combinations/ transfers	1	
Remeasurements - change in assumptions	14	(15)
Pension obligations 31.12	**213**	**206**

Fair value of plan asset	2013	2012
Fair value of plan assets at end of prior year	107	101
Effect of changes in foreign exchange rates	(10)	1
Interest income	4	3
Employer contributions	12	7
Benefit payments from plan	(5)	(6)
Net changes in business combinations/transfers	1	
Return on plan assets (excluding interest income)	(4)	
Gross pension assets 31.12	**105**	**107**

Cont. note 8 | PENSION

	2013 Funded	2013 Unfunded	2013 Total	2012 Funded	2012 Unfunded	2012 Total
Total pension obligations						
Defined benefit obligation	123	82	205	113	82	194
Service cost	7	1	8	11	1	12
Total pension obligation	130	83	213	124	83	206
Fair value of plan assets	105		105	107		107
Net liability (asset)	**25**	**83**	**108**	**17**	**83**	**99**

Premium payments in 2014 are expected to be USD 9.3 million (2013: USD 7.3 million). Payments from operations are estimated at USD 6.3 million (2013: USD 5.8 million).

The company implemented IAS19R as of 1 January 2013 and the impact was to eliminate the corridor to other comprehensive income. The changes are made with retrospective appllication. The main changes to previously reported numbers are shown in statement of equity and table below.

USD mill	Full year 2012
Share of profit from joint ventures and associates	0
Employee benefit expense	(0)
Other comprehensive income net after tax	14

USD mill	01.01.12	31.12.12
Investment in joint ventures and associates	(1)	0
Pension liabilities	22	3
Deferred tax liabilities	(6)	(1)
Equity attribute to parent sharesholders	(13)	0
Equity attribute to minorities	(2)	(2)

The sensitivity of the overall pension liability to changes in weighted principal assumption is:

USD mill	Change in assumption	Impact of service cost	Impact pension obligation (PBO)
Basis 4.0%			
Discount rate	Increase by 0.5 %	(1)	(14)
Discount rate	Decrease by 0.5%	1	14

	2013	2012	2011	2010	2009
Historical developments					
Gross pension obligations, including payroll tax	(213)	(206)	(227)	(204)	(204)
Gross pension assets	105	107	99	103	99
Net recorded pension obligations	**(108)**	**(99)**	**(128)**	**(101)**	**(105)**

Note 9 | COMBINED ITEMS, BALANCE SHEET

USD mill	Note	2013	2012
OTHER NON CURRENT ASSETS *			
Available-for-sale financial assets	10	126	132
Non current share investments	15	2	2
Financial derivatives	15		28
Pension assets	8	1	5
Related party non current assets	15/19	12	22
Other non current assets	15	9	13
Total other non current assets		**150**	**202**
OTHER CURRENT ASSETS *			
Accounts receivables	19	227	216
Financial derivatives	15	7	5
Restricted cash	13	19	10
Related party current assets	15/19		6
Other current assets	15	106	143
Total other current assets		**359**	**380**
OTHER NON CURRENT LIABILITIES *			
Financial derivatives	15	95	163
Other non current liabilities **		90	86
Total other non current liabilities		**185**	**248**
OTHER CURRENT LIABILITIES *			
Accounts payables	19	198	187
Financial derivatives		7	6
Related party current liabilities	19		14
Other current liabilities		221	238
Total other current liabilities		**426**	**445**

* Current assets and current liabilities are due within 12 months. Non current assets and non current liabilities are due in more than 12 months.

** WMS group has 532 000 (2012: 508 000) cylinders booked as a other tangible asset in the balance sheet, see note 5. The cylinders are valued at USD 95 million (2012: USD 95 million). These cylinders are partly in the group's own possession and partly on board customers vessels. Most customers have paid a deposit for the cylinders they have onboard their vessels. The total deposit liability booked is USD 89 million (2012: USD 86 million).

If cylinders are not returned within 48 months statistics show that the cylinders will not be returned and the net between deposit value and booked value is booked to the income statement.

ACCOUNTS RECEIVABLES

At 31 December 2013, USD 38 million (2012: USD 20 million) in trade receivables had fallen due but not been subject to impairment. These receivables related to a number of separate customers. Historically, the percentage of bad debts has been low and the group expects the customers to settle outstanding receivables. Receivables fallen due but not subject to impairment have the following age composition:

USD mill	2013	2012
Aging of trade receivables past due but not impaired		
Up to 90 days	14	12
90-180 days	23	8
Over 180 days		
Movements in group provision for impairment of trade receivables are as follows		
Balance at 01.01	7	6
Net provision for receivables impairment	(1)	1
Balance 31.12	**7**	**7**
Accounts receivable per segment		
WMS group (shipowners and yards)	220	210
WWASA group (shipowners)	7	5
Holding & Investments		
Total accounts receivable	**227**	**216**

See note 15 on credit risk.

Note 10 | AVAILABLE-FOR-SALE ASSETS

USD mill	2013	2012
Available-for-sale financial assets		
At 01.01	132	123
Sale of available-for-sale financial assets	(12)	(22)
Marked to market adjustment on available-for-sale financial assets	23	34
Currency translation adjustment	(16)	(3)
Total available-for-sale financial assets	**126**	**132**

Qube Holdings Limited is a company listed on the Australian Securities Exchange (ASX). See note 14 regarding finance and collateral.

Available-for-sale financial assets are denominated in Australian Dollar and Norwegian Krone.

Note 11 | INVENTORIES

USD mill	2013	2012
Inventories		
Raw materials	9	9
Goods/projects in process	4	
Finished goods/products for onward sale	108	98
Luboil	4	5
Total inventories	**125**	**112**
Accrual obsolete inventory	3	3

Construction contracts

The gross amount of Wilhelmsen Technical Solution projects are as follow:	2013	2012
Prepaid expenses & accrued income	45	47
Accrued operating expenses	58	65

If a contract cost incurred plus recognised profit (less recognised loss) exceed progress billings, the contract value represent an asset and if the case is the opposite the contract represent a liability.

Note 12 | CURRENT FINANCIAL INVESTMENTS

USD mill	2013	2012
Market value current financial investments		
Nordic equities	110	48
Bonds	239	166
Total current financial investments	**348**	**214**

The fair value of all equity securities, bonds and other financial assets is based on their closing prices in an active market.

The net unrealised gain at 31.12	25	1

The parent company's equity portion of the portfolio of financial investments is held as collateral within a securities' finance facility. See note 14.

Note 13 | RESTRICTED BANK DEPOSITS AND UNDRAWN COMMITTED DRAWING RIGHTS

USD mill	2013	2012
Payroll tax withholding account	4	3
Other restricted bankaccount / deposits	15	7

Wilhelmsen Maritime Services AS, Wilhelmsen Chemicals AS, Wilhelmsen Ships Service AS, Wilhelmsen Technical Solutions AS, Wilhelmsen Technical Solutions Norway AS and Wilhelmsen IT Services AS do not have a payroll tax withholding account, but bank guarantees for USD 4.0 million, (2012: USD 4.3 million).

Undrawn committed drawing rights	50	54
Including backstop for outstanding certificates and bonds with a remaining term of less than 12 months to maturity	50	
Undrawn committed loans	275	75

Note 14 | INTEREST-BEARING DEBT

USD mill	Note	2013	2012
Interest-bearing debt			
Mortgages		974	1 072
Leasing commitments		90	96
Bonds		439	352
Bank loan		349	473
Loans from joint ventures	19		14
Total interest-bearing debt	15	**1 851**	**2 008**

Book value of collateral, mortgaged and leased assets:		
Vessels	1 691	1 755
Available-for-sale-financial assets, current financial investments	172	163
Investment in associate and shareholder loan (NorSea Group Invest AS)	92	90
Total book value of collateral, mortgaged and leased assets	**1 954**	**2 008**

Cont. note 14 | INTEREST-BEARING DEBT

USD mill	Note	2013	2012
Repayment schedule for interest-bearing debt			
Due in year 1		244	147
Due in year 2		110	325
Due in year 3		675	112
Due in year 4		79	713
Due in year 5 and later		743	710
Total interest-bearing debt	15	**1 851**	**2 008**

Loan agreements entered into by group companies contain financial covenants related to equity ratio, liquidity, current ratio and net interest-bearing debt / EBITDA measured in respect of the relevant borrowing company or group of companies. The group was in compliance with these covenants at 31 December 2013 (analogous for 31 December 2012).

USD mill	2013	2012
The group net interest-bearing debt (joint ventures based on equity method)		
Non current interest-bearing debt	1 608	1 860
Current interest-bearing debt	243	147
Total interest-bearing debt	**1 851**	**2 008**
Cash and cash equivalents	386	576
Current financial investments	348	214
Net interest-bearing debt	**1 118**	**1 217**
Net interest-bearing debt in joint ventures		
Non current interest-bearing debt	550	564
Current interest-bearing debt	95	103
Total interest-bearing debt in joint ventures	**646**	**667**
Cash and cash equivalents	266	227
Net interest-bearing debt in joint ventures	**380**	**440**

- A key part of the liquidity reserve of the group takes the form of undrawn committed drawing rights, which amounted to USD 50 million at 31 December 2013 (2012: USD 54 million)
- The group's total leasing commitments, USD 90 million at 31 December 2013 (2012: USD 96 million) relates to a financial lease agreement for 3 (2012: 6) car carriers. The leasing agreement runs until 2029 (1) and 2030 (2) when the ownership is transferred to the group. The charter has a floating interest rate (varying annual nominal charter rate).
- A leasing agreement for a further 3 car carriers ran until December 2013 with a repurchase option exercised in the first quarter of 2013. The charter for these 3 car carriers had a fixed interest rate (fixed annual nominal charter rate). In 2012 the leasing liabilities for the 3 ships on fixed interest rates had a fair value of about USD 6 million against a carrying amount of USD 6 million at 31 December 2012. The fair value was calculated on the basis of cash flows discounted by an average interest cost of 2.3%.
- The overview above shows the actual maturity structure, with the amount due in year one as the first year's instalment classified under other current liabilities.
- The bank debt which partly finances the investment in NorSea Group Invest AS utilizes financial assets available-for-sale as collateral.The parent company's equity portion of the portfolio of financial investments is held as collateral within a securities' finance facility.

	2013	2012
Guarantee commitments		
Guarantees for group companies	1 163	1 206
The carrying amounts of the group's borrowings are denominated in the following currencies		
USD	1 123	1 242
NOK	638	676
GBP	90	90
Total	**1 851**	**2 008**
The exposure of the group's borrowings to interest rate changes and the contractual repricing dates at the balance sheet date are as follows		
12 months or less	1 635	1 718

See otherwise note 15 for information on financial derivatives (interest rate and currency hedges) relating to interest-bearing debt

Note 15 | FINANCIAL RISK

The group has exposure to the following financial risks from its ordinary operations:

- Market risk
  - Foreign exchange rate risk
  - Interest rate risk
  - Investment portfolio risk
  - Bunker price risk
- Credit risk
- Liquidity risk

MARKET RISK

Hedging strategies have been established in order to mitigate risks originating from movements in currencies and interest rates. This is compliant with the financial strategy approved by the board of directors. Changes in the market value of financial derivatives are recognised through the income statement (Fair Value Accounting), except for interest rate swaps in WMS group, where changes in the market value are allocated to other comprehensive income according to IAS 39 (Hedge Accounting).

Joint venture and associate entities in which the group has joint control or significant influence respectively, hedge their own exposures. These are recorded in the accounts in accordance with the equity method, so that the effects of realised and unrealised changes in financial derivatives in these companies are included in the line "share of profit from joint ventures and associates" in the group accounts.

Foreign exchange rate risk

The group is exposed to currency risk on revenues and costs in non functional currencies, mostly USD (transaction risk) and balance sheet items denominated in currencies other than non functional currencies, mostly USD (translation risk). The group's by far largest individual foreign exchange exposure is NOK against USD. However, the group is also exposed to a number of other currencies, including material exposures in EUR, SGD, SEK, KRW, DKK, GBP and JPY.

HEDGING OF TRANSACTION RISK (CASH FLOW)

The group's operating segments are responsible for hedging their own material transaction risk. Within the WWASA group segment, approximately 36% at the end of 2013 (2012: 37%) of the USD/NOK exposure is hedged using a four year rolling portfolio of currency forwards and currency options. Exposures in remaining segments and in other currencies are hedged on an ad hoc basis.

The group realised a loss of USD 3.9 million (2012: gain USD 9.0 million) on currency derivatives in 2013. The market value of outstanding FX hedges by end of December 2013 negative USD 0.5 million (2012: positive USD 20.5 million).

HEDGING OF TRANSLATION RISK (ACCOUNTING)

The group's policy for mitigating translation risk is to match the denomination currency of assets and liabilities to as a large extent as possible. Residual and material translation risk is hedged using cross currency swaps.

NOK 1.9 billion of the group's net NOK debt and all of the group's net GBP debt has been hedged against USD with cross currency swaps. The group had an unrealised loss of USD 22.0 million on these derivatives in 2013 (compared to an unrealised gain of USD 12.3 million in 2012), ending in 2013 with a USD 0.3 million positive fair value of outstanding cross currency swaps in the company (2012: USD 21.8 million).

FX SENSITIVITIES

On 31 December 2013 material foreign currency balance sheet exposure subject to translation risk was in NOK, EUR, DKK and SEK. Income statement sensitivities (post tax) for the net exposure booked were as follows:

USD mill Sensitivity	(20%)	(10%)	0%	10%	20%
Translation risk					
USD/NOK	4.85	5.46	6.07	6.67	7.28
Income statement effect (post tax)	**(19)**	**(15)**	**0**	**12**	**10**
EUR/USD	1.10	1.24	1.37	1.51	1.65
Income statement effect (post tax)	**(2)**	**(2)**	**0**	**2**	**2**
USD/SEK	5.15	5.79	6.44	7.08	7.72
Income statement effect (post tax)	**14**	**11**	**0**	**(9)**	**(7)**
USD/DKK	4.34	4.88	5.43	5.97	6.51
Income statement effect (post tax)	**3**	**3**	**0**	**(2)**	**(2)**

(Tax rate used is 28% which equals the Norwegian tax rate)

Through income statement	Note	2013	2012
Financial currency			
Net currency gain/(loss) - Operating currency		19	(19)
Net currency gain/(loss) - Financial currency		38	(21)
Currency derivatives - realised		(7)	6
Currency derivatives - unrealised		(14)	11
Cross currency derivatives - realised		3	3
Cross currency derivatives - unrealised		(20)	17
Net financial currency	1	**19**	**(3)**
Through other comprehensive income			
Currency translation differences		(39)	17
Total net currency effect		**(20)**	**14**

Cont. note 15 | FINANCIAL RISK

The translation risk of material balances items (other currencies than the entities functional currency) is related to WWASA group, since the segment is dominated in USD. The translation currencies for this segment is booked through Income statement and included in "Net financial currency".

For WMS group and Holding & Investments, the material translation risk for these segments are booked to other comprehensive income due to the functional currency for most of the entities is different from the reporting currency USD.

The group's segments perform sensitivity analyses with respect to the unhedged part of the transaction risk on a regular basis.

The portfolio of derivatives used to hedge the group's transaction risk (described above), exhibit the following income statement sensitivity:

USD mill					
Sensitivity	(20%)	(10%)	0%	10%	20%
Income statement sensitivities of economic hedge program					
Transaction risk					
USD/NOK spot rate	4.85	5.46	6.07	6.67	7.28
Income statement effect (post tax)	**43**	**16**	**0**	**(13)**	**(27)**

(Tax rate used is 28% that equals the Norwegian tax rate)

Interest rate risk
The group's strategy is to hedge a significant part of the interest-bearing debt against rising interest rates. As the capital intensity varies across the group's business segments and subsidiaries, which have their own policies on hedging of interest rate risk, targeted and actual hedge ratios vary.

Overall, interest rate derivatives held by the group corresponded to about 44% (2012: 51%) of its interest-bearing debt exposure at 31 December 2013.

At 31 December 2013, the overall portfolio of interest rate hedging derivatives had a negative value of USD 86 million (2012: negative USD 156 million).

USD mill		
Maturity schedule interest rate hedges (nominal amounts)	2013	2012
Due in year 1		
Due in year 2	40	60
Due in year 3	242	40
Due in year 4	100	263
Due in year 5 and later *	570	600
Total interest rate hedges	**952**	**963**
*of which forward starting	200	150

To replace maturing interest rate hedge derivatives and new debt uptake, the group has entered into forward starting swaps and swaptions with a notional of USD 150 million. These derivatives commence in 2016.

Forward starting in:	2013	2012
2015	50	
2016	150	150
Total forward starting	**200**	**150**

The average remaining term of the existing loan portfolio is approximately 4.0 years, while the average remaining term of the running hedges and fixed interest loans is approximately 4.8 years.

Cont. note 15 | FINANCIAL RISK

Interest rate sensitivity
The group's interest rate risk originates from differences in duration between assets and liabilities. On the asset side, bank deposits and investments in interest-bearing instruments (corporate bonds) are subject to risk from changes in the general level of interest rates, primarily in USD. On the liability side, the mix of debt and issued bonds with attached fixed or floating interest rates – in combination with financial derivatives on interest rates (plain vanilla interest rates swaps and swaptions) – will be exposed to changes in the level and curvature of interest rates. The group uses the weighted average duration of interest-bearing assets, liabilities and financial interest rate derivatives to compute the group's sensitivity towards changes in interest rates. This methodology differs from the accounting principles, as only the changes in the market value of interest rate derivatives are recognised over the income statement (as "unrealised gain or loss on interest rate instruments"), whereas outstanding debt is booked at the respective outstanding notional value.

USD mill					
Fair value sensitivities of interest rate risk					
Change in interest rates' level	(2%)	(1%)	0%	1%	2%
Estimated change in fair value	**(67)**	**(34)**	**0**	**34**	**67**

All financial derivatives are booked against the income statement in accordance with the fair value accounting principle, except for interest rate hedge in WMS group on negative USD 2.4 million (2012: negative USD 1.9 million). Sensitivities in fair value of interest hedge in WMS group will be apart of other comphensive income.

Apart from the fair value sensitivity calculation based on the group's net duration, the group is exposed to cash flow risk stemming from the risk of increased future interest payments on the unhedged part of the group's debt.

USD mill	2013		2012	
	Assets	Liabilites	Assets	Liabilites
Interest rate derivatives				
WWASA group		84		153
WMS group (hedge accounting)		3		3
Holding & Investments			0	
Total interest rate derivatives	**0**	**87**	**0**	**156**
Currency derivatives				
WWASA group		7	11	3
WMS group	7		1	
Holding & Investments				
Total currency derivatives	**7**	**7**	**12**	**3**
Cross currency derivatives				
WWASA group		8	22	10
WMS group				
Holding & Investments				
Total cross currency derivatives	**0**	**8**	**22**	**10**
Total market value of financial derivatives	**7**	**101**	**34**	**169**

Book value equals market value

Investment portfolio risk
The group actively manages a defined portfolio of liquid financial assets for a proportion of the group's liquidity. In both WWH and WWASA group, the board of directors determines a strategic asset allocation by setting weights for main asset classes, bonds, equities and cash. Management are given certain intervals for each asset class, between which the asset allocation is allowed to fluctuate.

EQUITY RISK
Within the investment portfolio, held equities are exposed to movements in equity markets. However, listed equity derivatives (futures and options) are used to manage and hedge part of this equity risk. These derivatives are primarily applied to reduce the volatility of the investment portfolio's market value. The equity market sensitivity towards the market value of held equities and equity derivatives is summarized in below table:

Cont. note 15 | FINANCIAL RISK

Income statement sensitivities of investment portfolio's equity risk, including hedging derivatives

USD mill					
Change in equity prices					
Change in portfolio market value	(20%)	(10%)	0%	10%	20%
Income statement effect	**(14)**	**(7)**	**(0)**	**6**	**12**

INTEREST RATE RISK
Within the investment portfolio, corporate bonds are exposed to interest rate risk, typically measured by the duration. The duration has been low throughout the year (< 2 year). The interest rate sensitivity towards the fair value of held bonds is summarized in below table:

USD mill					
Fair value sensitivities of interest rate risk					
Change in interest rates' level	(2%)	(1%)	0%	1%	2%
Income statement effect	**6**	**3**	**0**	**(3)**	**(6)**

CREDIT RISK
Within the investment portfolio, corporate bonds are exposed to movements in credit spreads - measured as the difference between the bonds' yield to maturity and the level of interest rate swaps with matching maturity – and typically more linked to equity markets' performance. The portfolio's average credit spread at year end 2013 was approximately 120 basis points. The movements in credit spreads will have the same effect on the fair value of held bonds as changes in interest rate levels, see table interest rate risk above.

Bunkers risk
The group's strategy for bunker is to secure bunker adjustment clauses (BAF) in contracts of affreightment. Various forms of BAF's are included in most of the contracts of affreightment held by the operating joint ventures.

The profitability and cash flow of the group will depend upon the market price of bunker fuel which is affected by numerous factors beyond the control of the group. Rotterdam FOB 380 started the year at USD 585 per tonne at end of 2013, which is at the same level as previous year.

The group is exposed to bunker price fluctuations through its investments in Wallenius Wilhelmsen Logistics (WWL) (50%), American Shipping and Logistics Group (50%) and EUKOR Car Carriers (40%), and through adjustment in vessel charter hire from WWL.

EUKOR have entered into derivative contracts to hedge part of the remaining bunker price exposure. The group's share of these contracts corresponds to its share of earnings in EUKOR. The group's share of the market value relating to bunker contracts held by EUKOR were positive USD 0.3 million (2012: positive USD 3.5 million) at 31 December 2013

CREDIT RISK
Credit risk is the risk of financial loss to the group if a customer or counterparty to a financial derivative fails to meet its contractual obligations, and originates primarily from the group's customer receivables, financial derivatives used to hedge interest rate risk or foreign exchange risk, as well as investments, including bank deposits.

Loans and receivables
TRADE RECEIVABLES
The group's exposure to credit risk on its receivables varies across segments and subsidiaries.

The credit risk in the WWASA group segment is determined by the mix and characteristics of each individual customer of the segment specific joint ventures.

However, the WWASA group segment has historically been considered to have low credit risk as the business is long term in nature and primarily with large and solid customers. In addition, cargo can be held back.

Within the WMS group segment, the global customer base provides a certain level of diversification with respect to credit risk on receivables. The segment's credit risk is monitored and managed on a regular basis. Reference is made to note 9.

However, in the aftermath of the financial crisis some customers are currently facing increased financial difficulties relative to previous years, implying that the group's credit risk has increased somewhat, but is still regarded as moderate.

CASH AND BANK DEPOSITS
The group's exposure to credit risk on cash and bank deposits is considered to be very limited as the group maintain banking relationships with a selection of well known and financially solid banks (as determined by their official credit ratings) and where the group - in most instances - has a net debt position towards these banks.

FINANCIAL DERIVATIVES
The group's exposure to credit risk on its financial derivatives is considered to be limited as the counterparties are financially solid and well known to the group.

LOANS TO JOINT VENTURES
The group's exposure to credit risk on loans to joint ventures is limited as the group - together with is respective joint venture partners - control the entities to which loans have been provided.

No material loans or receivables were past due or impaired at 31 December 2013 (analogous for 2012).

Guarantees
The group's policy is that no financial guarantees are provided by the parent company. However, financial guarantees are provided within the WWASA group segment and the WMS group segment. See note 14 for further details.

Cont. note 15 | FINANCIAL RISK

Credit risk exposure
The carrying amount of financial assets represents the maximum credit exposure.

The maximum exposure to credit risk at the reporting date was:

USD mill	Note	2013	2012
Exposure to credit risk			
Financial derivatives	9	7	34
Accounts receivables	9	227	216
Current financial investments	12	239	166
Other non current assets	9	23	37
Other current assets	9	106	149
Cash and bank deposits		386	576
Total exposure to credit risk		**988**	**1 178**

LIQUIDITY RISK
The group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to at all times meet its liabilities, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the group's reputation.

The group's liquidity risk is considered to be low in that it holds significant liquid assets in addition to credit facilities with the banks.

At 31 December 2013, the group had in excess of USD 734 million (2012: USD 790 million) in liquid assets which can be realised over a three day period in addition to USD 50 million (2012: USD 54 million) in undrawn capacity under its bank facilities.

USD mill	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Later than 5 years
Undiscounted cash flows financial liabilities 2013				
Mortgages	114	116	485	380
Leasing commitments	8	8	26	112
Bonds	106	18	357	35
Bank loan	72	20	294	
Financial derivatives	31	25	50	(9)
Total undiscounted cash flow financial liabilities	**331**	**188**	**1 213**	**518**
Current liabilities (excluding next year's instalment on interest-bearing debt)	454			
Total gross undiscounted cash flows financial liabilities 31.12.2013	**785**	**188**	**1 213**	**518**
Undiscounted cash flows financial liabilities 2012				
Mortgages	119	116	320	655
Leasing commitments	14	8	17	128
Bonds	18	111	257	41
Bank loan	42	94	317	
Financial derivatives	19	18	34	39
Total undiscounted cash flow financial liabilities	**212**	**346**	**944**	**862**
Current liabilities (excluding next year's instalment on interest-bearing debt)	471			
Total gross undiscounted cash flows financial liabilities 31.12.2012	**683**	**346**	**944**	**862**

Interest expenses on interest-bearing debt included above have been computed using interest rate curves as of year end.

Cont. note 15 | FINANCIAL RISK

COVENANTS

The group's bank and lease financing as well as the outstanding bonds is subject to financial or non financial covenant clauses related to one or several of the following:

- Limitation on the ability to pledge assets
- Change of control
- Minimum liquidity
- Current assets/current liabilities
- Net interest-bearing debt/ EBITDA
- Leverage (market value adjusted assets/total liabilities)
- Loan-to-Value (ship values) and
- Value-adjusted equity ratio.

As of the balance date, the group is not in breach of any financial or non financial covenants.

CAPITAL RISK MANAGEMENT

The group's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future business development. The board of directors monitors return on capital employed, which the group defines as operating profit divided by capital employed (shareholders equity and interest-bearing debt). The long term objective is a ROCE > 10%. The board of directors also monitors the level of dividends to shareholders.

The group seeks to maintain a balance between the higher returns that might be possible with higher levels of financial gearing and the advantages of a strong balance sheet. The groups target is to achieve a return on capital employed over time that exceeds the risk adjusted long term weighted average cost of capital. In 2013 the return on capital employed was 11% (2012: 15%).

USD mill	2013	2012
Average equity	2 182	1 876
Average interest-bearing debt	1 930	2 018
Profit after tax	339	445
Net profit before tax *	353	474
Interest expenses and realised interest derivatives	(100)	(117)
Return on equity	16%	24%
Return on capital employed	11%	15%

* Profit for before taxes plus interest expenses and realised interest derivatives, in percent of average equity and interest-bearing debt.

FAIR VALUE ESTIMATION

The fair value of financial instruments traded in an active market is based on quoted market prices at the balance sheet date. The fair value of financial instruments that are not traded in an active market (over-the-counter contracts) are based on third party quotes. These quotes use the maximum number of observable market rates for price discovery. Specific valuation techniques used by financial counterparties (banks) to value financial derivatives include:

- Quoted market prices or dealer quotes for similar derivatives
- The fair value of interest rate swaps is calculated as the net present value of the estimated future cash flows based on observable yield curves
- The fair value of interest rate swap option (swaption) contracts is determined using observable volatility, yield curve and time-to-maturity parameters at the balance sheet date, resulting in a swaption premium. Options are typically valued by applying the Black-Scholes model.
- The fair value of forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date, with the resulting value discounted back to net present value
- The fair value of foreign exchange option contracts is determined using observable forward exchange rates, volatility, yield curves and time-to-maturity parameters at the balance sheet date, resulting in an option premium. Options are typically valued by applying the Black-Scholes model.

The carrying value less impairment provision of receivables and payables are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the group for similar financial derivatives.

USD mill	Note	Fair value	Book value
Interest-bearing debt			
Mortgages		956	974
Leasing commitments		87	90
Bonds		451	439
Bank loan		349	349
Total interest-bearing debt 31.12.2013	14	**1 843**	**1 851**
Mortgages		1 055	1 072
Leasing commitments		96	96
Bonds		353	352
Bank loan		473	473
Loans from joint ventures		14	14
Total interest-bearing debt 31.12.2012	14	**1 991**	**2 008**

Cont. note 15 | FINANCIAL RISK

The fair values, except for bond debt, are based on cash flows discounted using a rate based on market rates including margins and are within level 2 of the fair value hierarchy.

The fair values of the bond debt are based on quoted prices and are also classified within level 2 of the fair value hierarchy due to limited trading in an active market.

USD mill	Level 1	Level 2	Level 3	Total
Financial assets at fair value				
Nordic equities	109			109
Bonds	223	12		235
Financial derivatives		6		6
Available-for-sale financial assets	126			126
Total financial assets 31.12.2013	**459**	**18**	**0**	**477**
Financial liabilities at fair value				
Financial derivatives		101		100
Total financial liabilities 31.12.2013	**(1)**	**101**	**0**	**100**
Financial assets at fair value				
Nordic equities	48			48
Bonds	165			165
Financial derivatives		33		33
Available-for-sale financial assets	132			132
Total financial assets 31.12.2012	**346**	**33**	**0**	**379**
Financial liabilities at fair value				
Financial derivatives		169		169
Total financial liabilities 31.12.2012	**0**	**169**	**0**	**169**

The following table presents the changes in level 3 derivatives for the year ended 31 December 2013. The movements during 2012 were only caused by reduction of positions in illiquid bonds.

USD mill	2013	2012
Changes in level 3 instruments		
Opening balance 01.01		3
Disposals		(2)
Gains and losses recognised through income statement		(1)
Closing balance 31.12	**0**	**0**

The fair value of financial instruments traded in active markets is based on quoted market prices at the balance sheet date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis.

The quoted market price used for financial assets held by the group is the current mid price. These instruments are included in level 1. Instruments included in level 1 at the end of 2013 are liquid investment grade bonds (analogous for 2012).

The fair value of financial instruments that are not traded in an active market (over-the-counter contracts) are based on third party quotes (Mark-to-Market). These quotes use the maximum number of observable market rates for price discovery. The different techniques typically applied by financial counterparties (banks) were described above. These instruments - FX and IR derivatives - are included in level 2.

If one or more of the significant inputs is not based on observable market data, the derivatives is in level 3. Primarily illiquid investment funds and structured notes are included in level 3
.

Cont. note 15 | FINANCIAL RISK

Financial instruments by category

USD mill	Note	Loans and receivables	Assets at fair value through the income statement	Available-for-sale financial asset	Other	Total
Assets						
Other non current assets	9	12	2	126	9	150
Current financial investments	12		348			348
Other current assets	9	333	7		19	359
Cash and cash equivalent		386				386
Assets at 31.12.2013		**731**	**358**	**126**	**28**	**1 243**

Liabilities	Note	Liabilites at fair value through the income statement	Other financial liabilites at amortised cost	Total
Non current interest-bearing debt	14		1 851	1 851
Other non current liabilities	9	95	90	185
Other current liabilities	9	7	419	426
Liabilities 31.12.2013		**102**	**2 360**	**2 462**

Assets	Note	Loans and receivables	Assets at fair value through the income statement	Available-for-sale financial asset	Other	Total
Other non current assets	9	22	31	132	18	202
Current financial investments	12		214			214
Other current assets	9	365	5		10	380
Cash and cash equivalent		576				576
Assets at 31.12.2012		**962**	**250**	**132**	**28**	**1 372**

Liabilities	Note	Liabilites at fair value through the income statement	Other financial liabilites at amortised cost	Total
Non current interest-bearing debt	14		1 860	1 860
Other non current liabilities	9	163	86	248
Other current liabilities	9	6	586	592
Liabilities 31.12.2012		**169**	**2 532**	**2 701**

Note 16 | SEGMENT REPORTING

SEGMENTS

The chief operating decision-maker monitores the business by combining operatings having similar operational characteristics such as product services, market and underlying asset base, into operating segments. The WWASA group segment offers a global service covering major global trade routes which makes it difficult to allocate to geographical segments.

The equity method provides a fair presentation of the group's financial position but the group's internal financial reporting is based on the proportionate method for joint ventures. The major contributors in the WWASA group segment are joint ventures and hence the proportionate method gives the chief operating decision-maker a higher level of information and a fuller picture of the group's operations.

For the WMS group segment and Holding & Investment segment the financial reporting will be the same for both equity and proportionate methods.

The segment information provided to the chief operating decision-maker for the reportable segments for the year ended 31 December 2013 is as follows:

Cont. note 16 | SEGMENT REPORTING

USD mill	WWASA group 2013	WWASA group 2012	WMS group 2013	WMS group 2012	Holding and Investments 2013	Holding and Investments 2012	Eliminations 2013	Eliminations 2012	Total 2013	Total 2012
INCOME STATEMENT										
Operating revenue	2 460	2 758	994	933	22	19	(28)	(23)	3 448	3 687
Share of profit from associates	62	57	7	10	11	4			80	71
Gain on disposals of assets	1	134	4	4					5	138
Total income	**2 523**	**2 949**	**1 004**	**947**	**33**	**23**	**(28)**	**(23)**	**3 533**	**3 896**
Voyage expenses	(909)	(1 130)							(909)	(1 130)
Vessel expenses	(86)	(84)							(86)	(84)
Charter expenses	(335)	(375)							(335)	(375)
Inventory cost			(438)	(389)	(2)	(2)			(440)	(391)
Employee benefits	(204)	(203)	(304)	(298)	(20)	(16)	1	2	(528)	(516)
Other expenses	(544)	(460)	(160)	(166)	(16)	(18)	27	22	(694)	(622)
Depreciation and impairments	(152)	(150)	(26)	(26)	(1)	(1)			(179)	(176)
Total operating expenses	**(2 230)**	**(2 402)**	**(929)**	**(879)**	**(39)**	**(37)**	**28**	**23**	**(3 170)**	**(3 295)**
Operating profit	**293**	**547**	**76**	**68**	**(6)**	**(14)**	**(0)**	**(0)**	**363**	**601**
Net financial items	84	9	4	7	23	16		(4)	111	28
Net financial - interest expenses	(99)	(111)	(16)	(17)	(4)	(6)		4	(119)	(130)
Net financial currency	8	2	7	(5)	3				18	(2)
Financial income/ (expenses)	**(8)**	**(100)**	**(4)**	**(15)**	**22**	**10**	**0**	**0**	**11**	**(105)**
Profit before tax	**285**	**448**	**72**	**52**	**17**	**(4)**	**(0)**	**(0)**	**374**	**496**
Tax income/(expense)	(12)	(37)	(25)	(17)	3	4			(34)	(50)
Profit for the year before minorities	**273**	**410**	**47**	**36**	**20**	**(0)**	**(0)**	**(0)**	**340**	**446**
Minority interests	76	113	5	4					80	117
Profit for the year after minorities	**198**	**298**	**43**	**31**	**20**	**(0)**	**(0)**	**(0)**	**260**	**329**

Reconciliations between the operational segments and the group's income statement	Note	2013	2012
Total segment income	16	3 533	3 896
Share of total income from joint ventures	2	(2 135)	(2 362)
Share of profit from joint ventures	2	121	172
Total income		**1519**	**1 706**
Share of profit from joint ventures and associates	2/3	(201)	(244)
Gain on sale of assets	1	5	(138)
Operating revenue	1	**1323**	**1325**
Total profit for the year	16	260	329
Profit for the year (Income statement)		**260**	**329**

Cont. note 16 | SEGMENT REPORTING

The amounts provided to the chief operating decision-maker with respect to total assets, liabilities and equity are measured in a manner consistent with that of the balance sheet. The balance sheet is based on equity consolidation and is therefore not directly consistent with the segment reporting for the income statement.

USD mill	WWASA group		WMS group		Holding & Investments		Eliminations		Total	
	31.12 2013	31.12 2012	31.12 2013	31.12 2012	31.12 2013	31.12 2012	31.12 2013	31.12 2012	31.12 2013	31.12 2012
BALANCE SHEET										
Assets										
Deferred tax asset			16	15	6	6			22	21
Intangible assets	6	6	303	313					309	319
Tangible assets	1 821	1 868	205	210	4	4			2 030	2 083
Investments in joint ventures and associates	1 120	976	18	20	80	77			1 218	1 074
Other non current assets	5	46	10	12	135	141			150	199
Current financial investments	254	130			94	84			348	214
Other current assets	25	37	458	498	6	3	(5)	(46)	484	491
Cash and cash equivalents	157	344	193	196	35	37			386	576
Total assets	**3 388**	**3 407**	**1 203**	**1 264**	**361**	**353**	**(5)**	**(46)**	**4 946**	**4 977**
Equity and liabilities										
Equity	1 633	1 544	362	384	291	149			2 286	2 077
Deferred tax	50	66	12	6					62	71
Interest-bearing debt	1 502	1 534	300	335	49	139			1 851	2 008
Other non current liabilities	156	219	125	119	12	12			293	351
Other current liabilities	47	45	404	421	8	52	(5)	(46)	454	471
Total equity and liabilities	**3 388**	**3 407**	**1 203**	**1 264**	**361**	**353**	**(5)**	**(46)**	**4 946**	**4 977**
Investments in tangible assets	47	221	23	24	1				72	245

GEOGRAPHICAL AREAS

USD mill	Europe		Americas		Asia & Africa		Oceania		Other		Total	
	2013	2012	2013	2012	2013	2012	2013	2012	2013	2012	2013	2012
Total income	497	589	131	138	541	550	36	35	314	394	1 518	1 706
Total assets	1 681	1 861	98	81	612	521	35	34	2 519	2 481	4 946	4 978
Investment in tangible assets	6	7	3	4	14	12	1	2	48	221	72	245

Cont. note 16 | SEGMENT REPORTING

Assets and investments in shipping-related activities are not allocated to geographical segments, since these assets constantly move between the geographical segments and a breakdown would not provide a sensible picture. This is consequently allocated under the "other" geographical area.

Russia is defined as Europe.

Total income
Segment income is based on the geographical location of the company and includes sales gains and share of profit from joint ventures and associates.

Charter hire income received by shipowning companies cannot be allocated to any geographical area. This is consequently allocated under the "other" geographical area.

The share of profits from joint ventures and associates is allocated in accordance with the location of the relevant company's head office. This does not necessarily reflect the geographical distribution of the underlying operations, but it would be difficult to give a correct picture when consolidating in accordance with the equity method.

Total assets
Segment assets are based on the geographical location of the assets.

Investments in tangible assets
Segment capital expenditure is based on the geographical location of the assets.

ADDITIONAL SEGMENT REPORTING

The equity method is used in communicating externally, in accordance with IFRS. The amounts provided with respect to the segment split are in a manner consistent with that of the income statement.

USD mill	WWASA group		WMS group		Holding and Investments		Eliminations		Total	
	2013	2012	2013	2012	2013	2012	2013	2012	2013	2012
INCOME STATEMENT										
Income from other segments			7	6	20	16	(28)	(23)		
Income external customers	324	395	987	927	2	3			1 313	1 325
Share of profit from joint ventures and associates *	182	230	7	10	11	4			200	244
Gain on sales of assets	1	134	4	4					5	138
Total income	**508**	**759**	**1 004**	**947**	**33**	**23**	**(28)**	**(23)**	**1 518**	**1 706**
Primary operating profit	**337**	**591**	**102**	**93**	**(5)**	**(13)**	**(0)**	**(0)**	**435**	**672**
Depreciation and impairment	(82)	(83)	(26)	(26)	(1)	(1)			(109)	(110)
Operating profit	**255**	**508**	**76**	**68**	**(6)**	**(14)**	**(0)**	**(0)**	**325**	**562**
Financial income/(expense)	9	(82)	(4)	(15)	22	10			28	(87)
Profit/(loss) before tax	**264**	**426**	**72**	**52**	**17**	**(4)**	**(0)**	**0**	**353**	**474**
Tax income/(expense)	7	(17)	(25)	(17)	3	4			(15)	(29)
Profit for the year before minorities	**272**	**409**	**47**	**36**	**20**	**(0)**	**(0)**	**0**	**339**	**445**
Minorities	74	112	5	4					79	116
Profit for the year after minorities	**198**	**298**	**43**	**31**	**20**	**(0)**	**(0)**	**0**	**260**	**329**

* Cash settled portion of bunker hedge swaps is included in net operating profit by reduction/(increase) of voyage related expenses.

Note 17 | OPERATING LEASE COMMITMENTS

The group has lease agreements for 3 vessels on operating leases. 3 leases run over 15 years from 2006 (2 vessels) and 2007 (1 vessel) with an option to extend for additional 5 + 5 years.

In addition the group has:
Sale/leaseback agreement for the office building, Strandveien 20 for 15 years from 1 October 2009, with an option to extend for additional 5 years + 5 years

Liferafts, as a part of the WMS group products and services, are on operating lease for 5 years. The first lease agreement was established in 2008.

The commitment related to this is as set out below (nominal amounts):

USD mill	2013	2012
Due in year 1	39	45
Due in year 2	37	39
Due in year 3	35	37
Due in year 4	32	35
Due in year 5 and later	138	174
Value of operating lease commitments	**281**	**329**

In connection to the daily operation the group has additional lease agreements for office rental and office equipment.

During 2013, no new vessels were delivered. WWASA has, on own accounts, 4 new vessels due for delivery in 2014 (1), 2015 (1) and 2016 (2).

The commitments related to the newbuilding programme is set out below:

USD mill	2013	2012
Due in year 1	89	
Due in year 2	82	
Due in year 3	125	
Value of newbuilding commitments	**296**	**0**

Note 18 | BUSINESS COMBINATIONS

There were no material acquisitions in the group in 2013 or 2012.

In 2012 the group acquired NorSea Group Invest AS, see note 3.

Note 19 | RELATED PARTY TRANSACTIONS

The ultimate owner of the group Wilh.Wilhelmsen Holding ASA is Tallyman AS, which control 60% of voting shares of the group. Mr Wilhelm Wilhelmsen controls Tallyman AS

Remuneration to Mr Wilhelm Wilhelmsen for 2013 totalled USD 452 thousand (2012: USD 397 thousand) whereof USD 137 thousand (2012: USD 90 thousand) was consulting fee, USD 10 thousand (2012: USD 9 thousand) in nomination committee for Wilh. Wilhelmsen Holding ASA and Wilh. Wilhelmsen ASA and USD 305 thousand (2012: USD 298 thousand) in pension and other remuneration.

See note 4 regarding fees to board of directors, and note 2 and note 10 in the parent company regarding ownership.

The group has undertaken several agreements and transactions with related parties - joint ventures in the segments WWASA group, WMS group and Holding & Investments in 2013 and 2012. All transactions are entered into in the market terms. The services are:

- Ship management including crewing, technical and management service
- Agency services
- Freight and liner services
- Marine products
- Shared services

Generally, Shared Services are priced using a cost plus 5% margin calculation, in accordance with the principles set out in the OECD Transfer Pricing Guidelines and are delivered according to agreements that are renewed annually.

Most of the above expenses will be a part of time charter income from joint ventures. Net income from joint ventures include the expenses from the related parties as a part of the share of profit from joint ventures and associates.

Material related parties in the group are:	Business office, country	Ownership
Wallenius Wilhelmsen Logistics AS	Lysaker, Norway	50%
EUKOR Car Carriers Inc	Seoul, Republic of Korea	40%
EUKOR Car Carriers Singapore Pte Ltd	Singapore	40%
ASL group *	New Jersey, USA	50%
Hyundai Glovis Co Ltd	Seoul, Republic of Korea	12.5%
NorSea Group Invest AS	Stavanger, Norway	35.4%

* American Roll-on Roll-off Carrier Holdings Inc., Fidelio Inc, Fidelio Limited Partnership, American Logistics Network LLC, American Shipping & Logistics Group Inc.

Wallenius Wilhelmsen Logistics (WWL) is a joint venture between WWASA and Wallenius Lines AB (Wallenius). It is an operating company within both the shipping and the logistics activities. It operates most of the WWASA groups and Wallenius' owned vessels. The distribution of income from WWL to WWASA group and Wallenius is based on the total net revenue earned by WWL from the operating of the combined fleets of WWASA group and Wallenius, rather than the net revenue earned by each party's vessels.

EUKOR Car Carriers Inc is also chartering vessel from WWASA group. The contracts governing such transactions are based on commercial market terms and mainly related to the chartering of vessels on short and long term charters.

In addition, JV's and associate (Hyundai Glovis Co Ltd) have several transactions with each other. The contracts governing such transactions are based on commercial market terms and mainly related to the chartering of vessels on short and long term charters.

Cont. note 19 | RELATED PARTY TRANSACTIONS

USD mill	2013	2012
OPERATING REVENUE FROM RELATED PARTY		
Sale of goods and services to joint ventures and associates from:		
WWASA group	322.7	393.6
WMS group	22.9	13.4
Holding & Investments	2.5	2.5
Operating revenue from related party	**348.0**	**409.5**
OPERATING EXPENSES FROM RELATED PARTY		
Purchase of goods and services from joint ventures and associates to:		
WMS group	16.5	0.3
Holding & Investments	0.1	
Operating expenses from related party	**16.6**	**0.3**
ACCOUNTS RECEIVABLE FROM RELATED PARTY		
WMS group	3.7	4.7
Holding & Investments	0.0	0.1
Account receivables related party	**3.7**	**4.8**
NON CURRENT ASSETS TO RELATED PARTY		
WWASA group		8.4
Holding & Investments	12.1	13.2
Non current assets to related party	**12.1**	**21.6**
CURRENT ASSETS TO RELATED PARTY		
WWASA group *		5.6
CURRENT LIABILITIES TO RELATED PARTY		
WWASA group *		14.0

* Loans to and from Fidelio Limited Partnership is provided at commercially reasonable market terms (average margins 4.5%). Interest rates are based on floating LIBOR-rate.

Note 20 | CONTINGENCIES

The group company Wilhelmsen Ships Service Inc. has a claim for import duties from US Customs, ongoing dispute that refers to the period 1994 to 1999. As of 31 December 2013 a provision of USD 3.1 million was made in the Group accounts of which USD 1.1 million refers to loss of duty and the excess refers to accumulated interest on underpayment since the period of the dispute. The revised claim put forward by US customs consists of loss of duty of USD 2.1 million, interest of USD 3.9 million and penalties of USD 4.2 million. Wilhelmsen Ships Service Inc. will pursue and oppose the claim.

The group's joint ventures Wallenius Wilhelmsen Logistics AS (WWL) and EUKOR Car Carriers Inc (EUKOR) are subject to anti-trust investigation of the car carrying industry in several jurisdictions. The Japanese Fair Trade Commission (JFTC) issued a cease and desist order and a surcharge order in the first quarter of 2014. The JFTC states that WWL and other companies in the industry, in the years 2008-2012, restrained competition through jointly agreeing on raising or maintaining rates, thereby breaching the Antimonopoly Act.

The surcharge for WWL's account is estimated to approximately USD 34 million and primarily related to shipments of new cars from Japan to Europe (WWASA's share USD 16.5 million).

EUKOR was initially included in the investigation, but has been dropped from the investigation by the JFTC.

WWASA has not received any further information on the ongoing investigations in other jurisdictions, but WWL and EUKOR have and will cooperate and respond to any questions authorities might have.

Cost of process management related to the investigations is charged on an ongoing basis. An accrual of USD 16.5 million related to the surcharge order from JFTC were charged to the accounts in 2013.

The size and global activities of the group dictate that companies in the group from time to time will be involved in disputes and legal actions.

The group is not aware of any further financial risk associated with other disputes and legal actions which are not largely covered through insurance arrangements. Any such disputes/actions which might exist are of such a nature that they will not significantly affect the group's financial position.

Note 21 | EVENTS AFTER THE BALANCE SHEET DATE

At the end of October 2013, American Auto Logistics (AAL, owned by ASL) was informed that the company was not awarded the Global Privately Owned Vehicle (POV) contract for the US Department of Defence.

The company filed a protest with the US General Accountability Office, which was denied. AAL also initiated a legal process through the Court of Claims which was denied. The contract therefor expires second quarter 2014.

No other material events occurred between the balance sheet date and the date when the accounts were presented which provide new information about conditions prevailing on the balance sheet date.

Income statement | WILH. WILHELMSEN HOLDING ASA

NOK thousand	Note	2013	2012
Operating income	1	**50 685**	**25 656**
Operating expenses			
Employee benefits	2	(96 950)	(76 344)
Operating expenses	1	(38 519)	(33 455)
Depreciation	3/5	(1 932)	(1 847)
Total operating expenses		**(137 400)**	**(111 647)**
Operating profit		**(86 715)**	**(85 990)**
Financial income/(expenses)			
Net financial income	1/6	1 009 694	590 637
Net financial expenses	1	(12 690)	(47 117)
Financial income/(expenses)		**997 004**	**543 521**
Profit before tax		**910 288**	**457 530**
Tax income/(expense)	4	(41 714)	27 568
Profit for the year		**868 574**	**485 098**
Transfers and allocations			
To equity	10	729 363	322 715
Fund for unrealised gains	10		(31)
Dividends	10	139 211	162 413
Total transfers and allocations		**868 574**	**485 098**

Comprehensive income | WILH. WILHELMSEN HOLDING ASA

NOK thousand	Note	2013	2012
Profit for the year		868 574	485 098
Items that will not be reclassified to income statement			
Remeasurement postemployment benefits, net of tax	11	(3 030)	8 662
Total comprehensive income		**865 545**	**493 759**
Attributable to			
Owners of the parent		865 545	493 759
Total comprehensive income for the year		**865 545**	**493 759**

Notes 1 to 17 on the next pages are an integral part of these financial statements.

Balance sheet | WILH. WILHELMSEN HOLDING ASA

NOK thousand	Note	31.12.2013	31.12.2012
ASSETS			
Non current assets			
Deferred tax asset	4		32 576
Intangible assets	3		
Tangible assets	3	14 744	13 498
Investments in subsidiaries	5	3 931 198	3 928 026
Other non current assets	7	9 936	6 652
Total non current assets		**3 955 877**	**3 980 752**
Current assets			
Current financial investments	8/9	572 527	467 456
Other current assets	7/9	163 524	27 735
Cash and cash equivalents		173 578	164 594
Total current assets		**909 629**	**659 786**
Total assets		**4 865 506**	**4 640 538**
EQUITY AND LIABILITIES			
Equity			
Paid-in capital	10	930 076	930 076
Own shares		(2 000)	(2 000)
Premium fund	10	1 272 571	1 272 571
Retained earnings	10	2 268 447	1 636 742
Total equity		**4 469 095**	**3 837 390**
Non current liabilities			
Pension liabilities	11	67 371	66 487
Deferred tax	4	6 485	
Non current interest-bearing debt	12		400 000
Other non current liabilities	7	39 853	41 666
Total non current liabilities		**113 709**	**508 153**
Current liabilities			
Public duties payable		7 437	6 708
Other current liabilities	7/12	275 269	288 286
Total current liabilities		**282 703**	**294 995**
Total equity and liabilities		**4 865 506**	**4 640 538**

Lysaker, 18 March 2014

Diderik Schnitler Chair	Helen Juell	Odd Rune Austgulen	Bettina Banoun	Carl E. Steen	Thomas Wilhelmsen group CEO

Notes 1 to 17 on the next pages are an integral part of these financial statements.

Cash flow statement | WILH. WILHELMSEN HOLDING ASA

NOK thousand	Note	2013	2012
Cash flow from operating activities			
Profit before tax		910 288	457 530
Financial (income)/expenses		(1 017 248)	(542 520)
Depreciation	3	1 932	1 848
Gain of fixed asset	3	(85)	
Change in net pension liability		(4 054)	6 844
Change in other current assets		(3 222)	5 706
Change in working capital		6 530	(14 682)
Tax paid (company income tax, withholding tax)	4		(1 005)
Net cash provided by operating activities		**(105 859)**	**(86 279)**
Cash flow from investing activities			
Proceeds from sale of fixed assets		634	
Investments in fixed assets	3	(3 726)	(1 539)
Investments in subsidaries		(3 172)	(50 040)
Loan repayments received from subsidiaries		29	1 069
Loans granted to subsidiaries		(3 313)	
Proceeds from sale of financial investments		321 843	122 984
Investments in financial investments		(301 470)	(96 175)
Dividend received	1	7 470	8 721
Interest received	1	2 414	1 781
Net cash flow from investing activities		**20 709**	**(13 198)**
Cash flow from financing activities			
Proceeds from issue of debt			500 000
Repayment of debt	12	(400 000)	(500 000)
Interest paid		(11 279)	(16 488)
Group contribution/dividends from subsidaries	1/4	763 054	520 141
Dividend to shareholders	10	(257 642)	(369 410)
Net cash flow from financing activities		**94 133**	**134 242**
Net increase in cash and cash equivalents		8 984	34 765
Cash and cash equivalents, at the beginning of the period		164 594	129 829
Cash and cash equivalents at 31.12		**173 578**	**164 594**

The company has several bank accounts in different currencies. Unrealised currency effects are included in net cash provided by operating activities.

Notes 1 to 17 on the next pages are an integral part of these financial statements.

Note 1 | COMBINED ITEMS, INCOME STATEMENT

NOK thousand	Note	2013	2012
OPERATING INCOME			
Other income		75	31
Income from group companies	15	50 525	25 625
Gain on sale of assets	15	85	
Total operating income		**50 685**	**25 656**
OTHER OPERATING EXPENSES			
Expenses from group companies	15	(16 410)	(15 447)
Communication and IT expenses		(1 907)	(1 724)
External services	2	(8 327)	(5 935)
Travel and meeting expenses		(3 314)	(2 354)
Marketing expenses		(3 574)	(3 305)
Other administration expenses		(4 987)	(4 691)
Total other operating expenses		**(38 519)**	**(33 455)**
FINANCIAL INCOME/(EXPENSES)			
Financial income			
Investment management		64 901	68 725
Interest income	15	2 454	1 772
Dividend/group contribution from subsidiaries	15	893 054	520 141
Net currency gain/(loss)		49 286	
Net financial income		**1 009 694**	**590 637**
Financial expenses			
Interest expenses	15	(11 279)	(30 558)
Other financial items	6	(1 412)	(1 511)
Net currency gain/(loss)			(15 048)
Net financial expenses		**(12 690)**	**(47 117)**
Net financial income/(expenses)		**997 004**	**543 521**

Note 2 | EMPLOYEE BENEFITS

NOK thousand	2013	2012
Pay	59 041	47 780
Payroll tax	9 690	8 614
Pension cost	11 188	13 753
Other remuneration	17 030	6 197
Total employee benefits	**96 950**	**76 344**
Average number of employees	46	44

Cont. note 2 | EMPLOYEE BENEFITS

REMUNERATION OF SENIOR EXECUTIVES

NOK thousand	Pay	Bonus	Pension premium	* Other remuneration	Total
2013					
Group CEO	4 157	2 028	888	1 024	8 097
Group CFO	3 183	966	1 415	1 529	7 093
2012					
Group CEO	3 856	1 612	860	1 004	7 332
Group CFO	3 132	985	1 465	1 548	7 129

* Mainly related to gross up pension expenses and company car.

Board of directors
Remuneration of the five directors totalled NOK 2 000 for 2013 (2012: NOK 1 700). The board's remuneration for the fiscal year 2013 will be approved by the general assembly 24 April 2014.

In addition the chair had remuneration as a board member in WWASA with NOK 300 (2012: NOK 250). The chair also has an consulting agreement with the WWASA group, where he got paid NOK 200 in 2013 (2012: NOK 200).

Remuneration of the nomination committee totalled NOK 70 for 2013 (2012: NOK 55).

Senior executives
Thomas Wilhelmsen - group CEO
Nils Petter Dyvik - group CFO

The group CEO - agreed retirement age is 62, provided not agreed to be postponed. The pension should basically be 66% of end salary at age 67.

The group CEO has a severance pay guarantee under which he has the right to receive up to 100% of his annual salary for 24 months after leaving the company as a result of mergers, substantial changes in ownership, or a decision by the board of directors. Possible income during the period is deducted up to 50%, which comes into force after six months notice period.

Loans and guarantees	Employees	Board	Chair	Group CEO	Related party
Total loans	4				

Employees are charged with a nominal interest average rate which for 2013 was average of 2.25%. No security has been provided for the loans.

SHARES OWNED OR CONTROLLED BY REPRESENTATIVES OF WILH. WILHELMSEN HOLDING ASA AT 31 DECEMBER 2013

Name	A shares	B shares	Total	Part of total shares	Part of voting stock
Board of directors					
Diderik Schnitler (chair)	2 000	25 000	27 000	0.06%	0.01%
Bettina Banoun	2 200		2 200	0.00%	0.01%
Helen Juell	20 188		20 188	0.04%	0.06%
Odd Rune Austgulen	136	40 000	40 136	0.09%	0.00%
Carl E. Steen	8 000		8 000	0.02%	0.02%
Senior executives					
Thomas Wilhelmsen - group CEO	22 100	750	22 850	0.05%	0.06%
Nils Petter Dyvik - group CFO	4 492	5 000	9 492	0.02%	0.01%
Nomination committee					
Wilhelm Wilhelmsen	20 882 114	2 302 444	23 184 558	49.86%	60.29%
Gunnar Fredrik Selvaag				0.00%	0.00%
Jan Gunnar Hartvig				0.00%	0.00%

Cont. note 2 | EMPLOYEE BENEFITS

OPTION PROGRAMME FOR EMPLOYEES AT A SPECIFIED LEVEL OF MANAGEMENT

Option programme from 1 January 2011 until 31 December 2013 - Share equivalents

The extraordinary general meeting of Wilh. Wilhelmsen Holding ASA (WWH) held at 6 December 2011 resolved to renew the share-price-based incentive programme for employees at management level in the company, and in its associated subsidiaries

The programme has a duration of three years, running from 1 January 2011 until 31 December 2013 and entitles the participants to a cash reward based on the annual total return of the underlying shares and dividends during the period. Maximum annual payment is set to 50% of annual basic salary.

The board of directors for WWH and the board of directors for Wilh. Wilhelmsen ASA (WWASA) was authorised to decide the beneficiaries under the programme. The two boards initially allocated annually 16 500 share equivalents in WWH (A shares) and annually 130 000 share equivalents in WWASA.

The reference equity price for the calculation of entitlement is based on the average share price during two weeks following the release of the respective year's fourth quarter results. The starting reference price for 2013 is average share price over the two weeks after the release of the results for the fourth quarter 2012 was NOK 171.50 (WWH A shares) and NOK 50,40 (WWASA shares), respectively. Starting reference price for 2012 was NOK 149.50 (WWH A shares) and NOK 38.20 (WWASA share). Starting reference price for 2012 was NOK 38.20 (WWASA share).

Granted share equivalents annually given:	2013 Share equivalent in WWI shares	2013 Share equivalent in WW ASA shares	2012 Share equivalent in WWI shares	2012 Share equivalent in WW ASA shares
Thomas Wilhelmsen - group CEO	6 500	30 000	6 500	30 000
Nils Petter Dyvik - group CFO	4 500	20 000	4 500	20 000

Per 31 December the options were in the money for 2013 and the company has booked a provision of NOK 0.8 million (2012: NOK 1.2 million).

EXPENSED AUDIT FEE (excluding VAT)

	2013	2012
Statutory audit	373	422
Total expensed audit fee	**373**	**422**

Note 3 | TANGIBLE AND INTANGIBLE ASSETS

NOK thousand	Intangible assets	Buildings	Other tangible assets	Total
2013				
Cost price 01.01	43	6 663	10 176	16 882
Additions			3 726	3 726
Disposals			(1 077)	(1 077)
Cost price 31.12	**43**	**6 663**	**12 825**	**19 531**
Accumulated ordinary depreciation 01.01	(43)	(755)	(2 586)	(3 384)
Depreciation/amortisation		(267)	(1 665)	(1 932)
Disposals			528	528
Accumulated ordinary depreciation 31.12	**(43)**	**(1 022)**	**(3 723)**	**(4 787)**
Carrying amounts 31.12	**(0)**	**5 642**	**9 102**	**14 744**
2012				
Cost price 01.01	43	6 663	8 637	15 344
Additions			1 539	1 539
Cost price 31.12	**43**	**6 663**	**10 176**	**16 882**
Accumulated ordinary depreciation 01.01	(32)	(489)	(1 016)	(1 537)
Depreciation/amortisation	(11)	(267)	(1 570)	(1 847)
Accumulated ordinary depreciation 31.12	**(43)**	**(755)**	**(2 586)**	**(3 384)**
Carrying amounts 31.12	**(0)**	**5 908**	**7 590**	**13 498**
Economic lifetime		Up to 3 years	Up to 25 years	3-10 years
Amortisation/depreciation schedule		Straight-line	Straight-line	Straight-line

Note 4 | TAX

NOK thousand	2013	2012
Allocation of tax income/(expenses)		
Payable tax/withholding tax	(745)	(1 005)
Change in deferred tax	(40 969)	28 572
Total tax income/(expense)	**(41 714)**	**27 568**
Basis for tax computation		
Profit before tax	910 288	457 530
28% tax	(254 881)	(128 424)
Tax effect from		
Permanent differences	(588)	(477)
Withholding tax	(745)	(1 005)
Non taxable income and loss	236 087	153 636
Tax credit allowance	(21 587)	3 837
Current year calculated tax	**(41 714)**	**27 568**
Effective tax rate	4.6%	5.9%
Deferred tax asset		
Tax effect of temporary differences		
Fixtures	276	152
Current assets and liabilities	(5 799)	2 761
Non current liabilities and provisions for liabilities	(1 164)	(4 240)
Tax losses carried forward	202	33 901
Deferred tax asset/(liability)	**(6 485)**	**32 576**
Deferred tax asset 01.01	32 575	7 371
Charge to equity (tax of OCI)	1 908	(3 368)
Change of deferred tax through income statement	(40 969)	28 572
Deferred tax asset/(liability) 31.12	**(6 485)**	**32 576**
Deferred tax asset 31.12.2011		9 672
Charged directly to equity IAS 19R		(2 301)
Deferred tax asset 01.01.2012		**7 371**

Note 5 | INVESTMENTS IN SUBSIDIARIES

Investments in subsidiaries are recorded at cost. Where a reduction in the value of shares in subsidiaries is considered to be permanent and significant, a impairment to net realisable value is recorded.

NOK thousand	Business office country	Voting share/ ownership share	2013 Book value	2012 Book value
Wilh. Wilhelmsen ASA	Lysaker, Norway	73%	2 174 931	2 174 931
Wilhelmsen Maritime Services AS	Lysaker, Norway	100%	964 440	964 440
Wilh. Wilhelmsen (Hong Kong) Ltd	Hong Kong	100%	900	900
WilService AS	Lysaker, Norway	100%	14 550	12 000
Wilh. Wilhelmsen Holding Invest AS	Lysaker, Norway	100%	775 755	775 755
Wilh. Wilhelmsen Holding Invest Malta Limited	Valletta, Malta	100%		
Wilhelmsen Accounting Services AS	Lysaker, Norway	100%	622	
Total investments in subsidiaries			**3 931 198**	**3 928 026**

Wilhelmsen Accounting Services AS is a company established in 2013, and wholly owned by Wilh. Wilhelmsen Holding ASA.

Note 6 | INVESTMENTS IN ASSOCIATES

Investments in associates are recorded at cost. Where a reduction in the value of shares is considered to be permanent and significant a impairment to net realisable value is recorded.

Wilh. Wilhelmsen Holding ASA had no investments in associates per 31 December 2013, and neither per 31 December 2012.

Note 7 | COMBINED ITEMS, BALANCE SHEET

NOK thousand	Note	2013	2012
OTHER NON CURRENT ASSETS			
Non current loan group companies (subsidiary and associates)	15	3 313	
Other non current assets		6 624	6 652
Total other non current assets		**9 936**	**6 652**
Of which non current debitors falling due for payment later than one year:			
Loans to subsidiary and associates	15	3 313	
Other non current assets		6 620	6 620
Total other non current assets due after one year		**9 932**	**6 620**
OTHER CURRENT ASSETS			
Intercompany receivables	15	154 435	20 263
Other current receivables		9 090	7 472
Total other current assets		**163 524**	**27 735**
OTHER NON CURRENT LIABILITIES			
Allocation of commitment		39 853	41 666
Total other non current liabilites		**39 853**	**41 666**
OTHER CURRENT LIABILITIES			
Accounts payables		3 385	2 367
Intercompany payables	15	3 421	1 301
Next year's instalment on interest-bearing debt	12	100 000	100 000
Proposal dividend	10	139 211	162 413
Other current liabilities		29 251	22 205
Total other current liabilities		**275 269**	**288 286**

The fair value of current receivables and payables is virtually the same as the carried amount, since the effect of discounting is insignificant

Lending is at floating rates of interest. Fair value is virtually identical with the carried amount. See note 14.

Note 8 | CURRENT FINANCIAL INVESTMENTS

NOK thousand	2013	2012
Market value asset management portfolio		
Nordic equities	303 685	269 178
Bonds	269 405	199 253
Other financial derivatives	(564)	(975)
Total current financial investments	**572 527**	**467 456**

The fair value of all equity securities, bonds and other financial assets is based on their closing prices in an active market.

The net unrealised gain at 31.12	83 079	22 532

The equity portion of the portfolio of financial investments is held as collateral within a securities' finance facility. See note 12.

Note 9 | RESTRICTED BANK DEPOSITS AND UNDRAWN COMMITTED DRAWING RIGHTS

NOK thousand	2013	2014
Payroll tax withholding account	2 826	4 415

There were no undrawn committed drawing rights for 31 December 2013 (analogue for 31 December 2012).

Note 10 | EQUITY

NOK thousand	Share capital	Own shares	Premium fund	Fund for unrealised gains	Retained earnings	Total
Current year's change in equity						
Equity 01.01.2013	930 076	(2 000)	1 272 571	0	1 636 742	3 837 390
Dividend in November					(94 628)	(94 628)
Proposed dividend					(139 211)	(139 211)
Profit for the year					868 574	868 574
Comprehensive income for the year					(3 030)	(3 030)
Equity 31.12.2013	**930 076**	**(2 000)**	**1 272 571**	**0**	**2 268 447**	**4 469 095**
2012 change in equity						
Equity 01.01.2012	930 076	(2 000)	1 272 571	31	1 512 362	3 713 040
Dividend in November					(206 997)	(206 997)
Proposed dividend					(162 413)	(162 413)
Profit for the year				(31)	485 129	485 098
Comprehensive income for the year					8 662	8 662
Equity 31.12.2012	**930 076**	**(2 000)**	**1 272 571**	**0**	**1 636 742**	**3 837 390**
Equity 31.12.2011	930 076	(2 000)	1 272 571	31	1 506 445	3 707 124
Implementation of IAS 19 revised					5 917	5 917
Equity 01.01.2012	**930 076**	**(2 000)**	**1 272 571**	**31**	**1 512 362**	**3 713 040**

Cont. note 10 | EQUITY

At 31 December 2013 the company's share capital comprises 34 637 092 Class A shares and 11 866 732 Class B shares, totalling 46 503 824 shares with a nominal value of NOK 20 each. Class B shares do not carry a vote at the general meeting. Otherwise, each share confers the same rights in the company.

At 31 December 2013 Wilh. Wilhelmsen Holding ASA had own shares of 100 000 Class A shares. The total purchase price of these shares was NOK 12.7 million.

Dividend
The proposed dividend for fiscal year 2013 is NOK 3.00 per share, payable in the second quarter 2014. A decision on this proposal will be taken by the annual general meeting on 24 April 2014.

Dividend for fiscal year 2012 was NOK 5.50 per share, where 3.50 per share was paid in May 2013 and NOK 2.00 per share was paid in December 2013.

Dividend for fiscal year 2011 was NOK 8.00 per share, NOK 3.50 per share was paid in May 2012 and NOK 4.50 per share was paid in November 2012.

The largest shareholders at 31 December 2013

Shareholders	A shares	B shares	Total number of shares	% of total shares	% of voting stock
Tallyman AS	20 784 730	2 281 044	23 065 774	49.60%	60.01%
Pareto Aksje Norge	1 553 984	877 458	2 431 442	5.23%	4.49%
Folketrygdfondet	1 037 450	595 915	1 633 365	3.51%	3.00%
Odin Norden		1 261 626	1 261 626	2.71%	0.00%
Skagen Vekst	1 064 275		1 064 275	2.29%	3.07%
Pareto Aktiv	655 270	362 446	1 017 716	2.19%	1.89%
Odin Norge		655 510	655 510	1.41%	0.00%
Six SIS AG	643 158		643 158	1.38%	1.86%
Stenshagen Invest AS		619 672	619 672	1.33%	0.00%
Stiftelsen Tom Wilhelmsen	370 400	236 000	606 400	1.30%	1.07%
Nordea Nordic Small Cap Fund	121 875	415 630	537 505	1.16%	0.35%
Pareto Verdi	312 640	174 664	487 304	1.05%	0.90%
MP Pensjon PK	176 743	277 444	454 187	0.98%	0.51%
Oslo Pensjonsforsikring AS PM		400 000	400 000	0.86%	0.00%
Odin Maritim	115 931	212 218	328 149	0.71%	0.33%
VPF Nordea Kapital	158 907	135 664	294 571	0.63%	0.46%
Forsvarets Personellservice	269 400		269 400	0.58%	0.78%
Citibank NA New York Branch	253 267		253 267	0.54%	0.73%
JP Morgan Clearing Corp.	65 217	165 006	230 223	0.50%	0.19%
Skaugen Brynjulf		230 000	230 000	0.49%	0.00%
Other	7 053 845	2 966 435	10 020 280	21.55%	20.37%
Total number of shares	**34 637 092**	**11 866 732**	**46 503 824**	**100.00%**	**100.00%**

Shares on foreigners hands
At 31. December 2013 - 2 140 473 (6.18%) A shares and 1 135 856 (9.57%) B shares.
Corresponding figures at 31. December 2012 - 1 988 766 (5.74%) A shares and 1 495 773 (12.60%) B shares.

Note 11 | PENSION

Descripton of the pension scheme

- The company provides both defined benefit employee retirement plans and defined contribution plans. The group has for many years had a defined benefit plan for employees in Norway in a separate pension fund, Wilh. Wilhelmsen Pensjonskasse, and later, as from 1 January 2011 through Storebrand. The own pension fund was closed after the transfer to Storebrand. The defined benefit plan was closed for new employees after 1 May 2005. As a consequence of the group's conversion to a defined contribution pension scheme, all employees were given full freedom of choice to stay in the defined benefit plan or convert to defined contribution plan.

- The company's defined contribution pension schemes for Norwegian employees are with Storebrand and DNB (from 1 January 2014 Storebrand only), similar solutions with different investment funds. Maximum contribution levels according to regulations have been followed. All employees in Norway included in the defined contribution plan are covered by a risk plan that is a defined benefit plan. This is included in the parent's pension liability.These obligations are mainly covered via group annuity policies in Storebrand.

- In addition the parent has obligations related to salaries in excess of 12 times the Norwegian National Insurance base amount (G) and agreements on early retirement. These obligations are mainly financed from operations.

- The parent has obligations towards some employees in the group's senior executive management. These obligations are mainly covered via group annuity policies in Storebrand.

- Pension costs and obligations include payroll taxes. No provision has been made for payroll tax in pension plans where the plan assets exceed the plan obligations.

The liability recognised in the balance sheet in respect of defined benefit pension plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension obligation. In countries where there is no deep market in such bonds, the market rates on government bonds are used.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise.

	Funded		Unfunded	
Number of people in pension plans at 31.12	2013	2012	2013	2012
In employment	62	47	5	5
On retirement (inclusive disability pensions)	5	4	4	4
Total number of people covered by pension schemes	**67**	**51**	**9**	**9**

	Expenses		Commitments	
Financial assumptions for the pension calculations	2013	2012	2013	2012
Rate of return on assets in pension plans	3.85%	2.75%	4.00%	3.85%
Discount rate	3.85%	2.75%	4.00%	3.85%
Anticipated pay regulation	3.50%	3.25%	3.50%	3.50%
Anticipated increase in National Insurance base amount (G)	3.50%	3.25%	3.50%	3.50%
Anticipated regulation of pensions	1.00%	1.00%	0.60%	1.00%

The expected return on assets reflects the weighted average expected returns on pension plan assets. The assumption shall reflect the weighted average expected returns for each asset class, e.g. equities, and bonds, given the actual asset allocation.

Anticipated pay regulation are business sector specific, influenced by composition of employees under the plans. Anticipated increase in G is tied up to the anticipated pay regulations. Anticipated regulation of pensions is determined by the difference between return on assets and the hurdle rate.

Actuarial assumptions: all calculations are calculated on the basis of the K2013 mortality tariff for 2013 and K2005 for 2012.The disability tariff is based on the KU table.

NOK thousand	2013	2012
Pension assets investments (in %)		
Current bonds	11.3%	6.6%
Bonds held to maturity	40.4%	35.2%
Money market	2.2%	1.2%
Equities	8.4%	15.9%
Other (property. credit bonds)	37.8%	41.1%
Total pension assets investments	**100.0%**	**100.0%**

The table shows how pension funds including derivatives administered by Storebrand Kapitalforvaltning AS were invested at 31 December. The recorded return on assets administered by Storebrand Kapitalforvaltning was 5.3% at 31 December (2012: 6.8%).

Cont. note 11 | PENSION

NOK thousand	2013			2012		
	Funded	Unfunded	Total	Funded	Unfunded	Total
Pension expenses						
Service cost	4 949	2 763	7 712	5 748	4 008	9 756
Net interest cost	270	1 744	2 014	503	1 278	1 781
Cost of defined contribution plan	1 463		1 463	1 091		1 091
Net pension expense	**6 682**	**4 507**	**11 189**	**7 342**	**5 286**	**12 628**

Remeasurements - Other comprehensive income	2013	2012
Effect of changes in demographic assumptions	(17 585)	
Effect of changes in financial assumptions	8 495	17 350
Effect of experience adjustments	5 113	(8 307)
(Return) on plan assets (excluding interest income)	(173)	2 987
Total remeasurements included in OCI	**(4 150)**	**12 030**
Tax effect of OCI	1 121	(3 368)
Net remeasurements of OCI	**(3 030)**	**8 662**

NOK thousand	2013	2012
Pension obligations		
Defined benefit obligation at end of prior year	118 704	122 775
Service cost	5 266	6 184
Interest expense	4 092	3 048
Benefit payments from plan	(969)	(935)
Benefit payments from employer	(3 362)	(3 325)
Net changes in business combinations/ transfers	15 231	
Remeasurements - change in assumptions	1 864	(9 043)
Pension obligations 31.12	**140 826**	**118 704**
Interest income	2 078	1 267
Employer contributions	4 018	4 406
Benefit payments from plan	(969)	(935)
Net changes in business combinations/ transfers	16 284	
Return on plan assets (excluding interest income)	(173)	2 987
Gross pension assets 31.12	**73 455**	**52 217**

	2013			2012		
	Funded	Unfunded	Total	Funded	Unfunded	Total
Total pension obligations						
Defined benefit obligation	87 400	48 160	135 560	55 707	56 813	112 520
Service cost	4 949	317	5 266	5 748	436	6 184
Total pension obligation	**92 349**	**48 477**	**140 826**	**61 455**	**57 249**	**118 704**
Fair value of plan assets	73 455		73 455	52 217		52 217
Net liability (asset)	**18 894**	**48 477**	**67 371**	**9 238**	**57 249**	**66 487**

Premium payments in 2014 are expected to be NOK 6.900 million (2013: NOK 4.406 million). Payments from operations are estimated at NOK 2.840 million (2013: NOK 2.105 million).

Cont. note 11 | PENSION

The company implemented IAS19R as of 1 January 2013 and the impact was to eliminate the corridor to other comprehensive income. The changes are made with retrospective appllication. The main changes to previously reported numbers are shown in statement of equity and table below.

NOK thousand	Full year 2012
Employee benefit expense	(1 126)
Tax expense	315
Other comprehensive income net after tax	8 662

NOK thousand	01.01.12	31.12.12
Pension liabilities	8 218	19 122
Deferred tax liabilities	(2 301)	(5 354)
Equity attribute to parent sharesholders	(5 917)	(13 768)

	2013	2012
Historical developments		
Gross pension obligations, including payroll tax	140 826	118 704
Gross pension assets	73 455	52 217
Net recorded pension obligations	**67 371**	**66 487**

Note 12 | INTEREST-BEARING DEBT

NOK thousand	2013	2012
Interest-bearing debt		
Bank loan	100 000	500 000
Total interest-bearing debt	**100 000**	**500 000**
Repayment schedule for interest-bearing debt		
Due in year 1	100 000	100 000
Due in year 2		400 000
Due in year 3		
Due in year 4		
Due in year 5 and later		
Total interest-bearing debt	**100 000**	**500 000**

The parent company's financing arrangement provides for customary financial covenants related to minimum liquidity, and minimum value adjusted equity ratio. The company was in compliance with these covenants at 31 December 2013 (analougue for 31 December 2012).

The equity portion of the portfolio of financial investments is held as collateral within a securities' finance facility NOK 303 685.

FINANCIAL RISK

See note 14 to the parent accounts and note 15 to the group accounts for further information on financial risk, and note 14 to the group accounts concerning the fair value of interest-bearing debt.

Note 13 | OPERATING LEASE COMMITMENT

The company has a sale/leaseback agreement for the office building, Strandveien 20. The lease run over 15 years from 1 October 2009, with an option to extend for additional 5 years + 5 years.

NOK thousand	2013	2012
Due in year 1	37 973	37 973
Due in year 2	38 414	38 414
Due in year 3	38 861	38 861
Due in year 4	39 313	39 313
Due in year 5 and later	288 291	331 413
Total expense related to sale/leaseback of office building	**442 852**	**485 974**

Note 14 | FINANCIAL RISK

CREDIT RISK

Guarantees

The group and parent policy's is that no financial guarantees are provided by the parent company.

Cash and bank deposits

The parent's exposure to credit risk on cash and bank deposits is considered to be very limited as the parent maintain banking relationships with a selection of well-known and good quality banks.

LIQUIDITY RISK

The parent's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to at all times meet its liabilities, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the parent and group's reputation.

The parent's liquidity risk is considered to be low in the sense that it holds significant liquid assets in addition to undrawn credit facilities with solid banks

FAIR VALUE ESTIMATION

The fair value of financial instruments traded in an active market is based on quoted market prices at the balance sheet date. The fair value of financial instruments that are not traded in an active market (over-the-counter contracts) are based on third party quotes. These quotes use the maximum number of observable market rates for price discovery. Specific valuation techniques used to value financial instruments include:

Quoted market prices or dealer quotes for similar instruments.

The fair value of interest rate swaps is calculated as the present value of the estimated future cash flows based on observable yield curves.

The fair value of interest rate swap option (swaption) contracts is determined using observable volatility, yield curve and time-to-maturity parameters at the balance sheet date, resulting in a swaption premium.

The fair value of forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date, with the resulting value discounted back to present value.

The fair value of foreign exchange option contracts is determined using observable forward exchange rates, volatility, yield curves and time-to-maturity parameters at the balance sheet date, resulting in an option premium.

The carrying value less impairment provision of receivables and payables are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the company for similar financial instruments.

NOK thousand	Fair value	Carrying amount
2013		
Interest-bearing debt		
Bank loan	100 000	100 000
Total interest-bearing debt 31.12	**100 000**	**100 000**
2012		
Interest-bearing debt		
Bank loan	500 000	500 000
Total interest-bearing debt 31.12	**500 000**	**500 000**

Cont. note 14 | FINANCIAL RISK

The fair value of financial instruments traded in active markets is based on closing prices at the balance sheet date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis.

The price used for valuation of financial assets held by the group is the closing price. These instruments are included in level 1. Instruments included in level 1 at the end of 2013 and 2012 are investment grade bonds, equities and listed financial derivatives.

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. These instruments are included in level 2. Instruments included in level 2 are FX and IR derivatives.

If one or more of the significant inputs is not based on observable market data, the instrument is in level 3.

Total financial instruments and short term financial investments

NOK thousand	Level 1	Level 2	Level 3	Total balance
Financial assets at fair value through income statement 2013				
- Financial derivatives	(3 513)	1 719		(1 795)
- Bonds	269 405			269 405
- Equities	303 685			303 685
Total assets 31.12.2013	**569 577**	**1 719**	**0**	**571 296**
Financial assets at fair value through income statement 2012				
- Financial derivatives	(1 453)	293		(1 160)
- Bonds	199 253			199 253
- Equities	269 178			269 178
Total assets 31.12.2012	**466 979**	**293**	**0**	**467 271**

Financial instruments by category

Assets	Note	Loans and receivables	Assets at fair value through the income statement	Total
Other non current assets	7	9 936		9 936
Current financial investments	8		572 527	572 527
Other current assets	7	163 524		163 524
Cash and cash equivalent		173 578		173 578
Assets at 31.12.2013		**347 039**	**572 527**	**919 565**

Liabilities	Note		Other financial liabilites at amortised cost	Total
Current interest-bearing debt	7		100 000	100 000
Other current liabilities	7		36 057	36 057
Liabilities 31.12.2013			**136 057**	**136 057**

Assets	Note	Loans and receivables	Assets at fair value through the income statement	Total
Other non current assets	7	6 652		6 652
Current financial investments	8		467 456	467 456
Other current assets	7	27 735		27 735
Cash and cash equivalent		164 594		164 594
Assets at 31.12.2012		**198 981**	**467 456**	**666 438**

Liabilities	Note		Other financial liabilites at amortised cost	Total
Non current interest bearing debt	7		400 000	400 000
Current interest-bearing debt	7		100 000	100 000
Other current liabilities	7		25 873	25 873
Liabilities 31.12.2012			**525 873**	**525 873**

See note 15 to the group financial statement for further information about the group risk factors.

Note 15 | RELATED PARTY TRANSACTION

The ultimate owner of the group Wilh.Wilhelmsen Holding ASA is Tallyman AS, which control 60% of voting shares of the group. Mr Wilhelm Wilhelmsen controls the ultimate owner Tallyman AS.

Shares owned or controlled by related party of Wilh. Wilhelmsen Holding ASA at 31 December 2013

Name	A shares	B shares	Total	Part of total shares	Part of voting stock
Wilhelm Wilhelmsen	20 882 114	2 302 444	23 184 558	49.86%	60.29%

Wilhelm Wilhelmsen has in 2013 received remuneration of NOK 804 thousand (2012: NOK 523 thousand) in consulting fee, NOK 60 thousand (2012: NOK 50 thousand) in nomination committee for Wilh. Wilhelmsen Holding ASA and Wilh. Wilhelmsen ASA and NOK 1 790 thousand (2012: NOK 1 734 thousand) in pension and other remunerations.

WWH ASA delivers services to the WWASA group and WMS group, these include primarily human resources, tax, communication, treasury and legal services ("Shared Services").

In accordance with service level agreements, WilService AS delivers in-house services such as canteen, post, switchboard and rent of office facilities, Wilhelmsen Accounting Services delivers accounting services, WW ASA delivered up to December accounting services and WMS group delivers IT services and group consolidation services to WWH. Generally, Shared Services are priced using a cost plus 5% margin calculation, in accordance with the principles set out in the OECD Transfer Pricing Guidelines and are delivered according to agreements that are renewed annually.

NOK thousand	Note	2013	2012
OPERATING REVENUE FROM GROUP COMPANIES			
WWASA group		13 353	9 532
WMS group		34 435	14 235
Holding & Investments		2 737	1 857
Operating revenue from group companies	1	**50 525**	**25 625**
OPERATING EXPENSES TO GROUP COMPANIES			
WWASA group		(788)	(1 050)
WMS group		(3 843)	(3 764)
Holding & Investments		(11 779)	(10 633)
Operating expenses to group companies	1	**(16 410)**	**(15 447)**
FINANCIAL INCOME FROM GROUP COMPANIES			
WWASA group			264 000
WMS group			256 141
Holding & Investments		73	5
Financial income from group companies	1	**73**	**520 146**
FINANCIAL EXPENSES TO GROUP COMPANIES			
WWASA group			
WMS group			(6 141)
Holding & Investments			(990)
Financial expenses to group companies	1	**0**	**(7 131)**
ACCOUNTS RECEIVABLE AND ACCOUNTS PAYABLES WITH GROUP COMPANIES			
Account receivables			
WWASA group		4 453	991
WMS group		148 916	4 767
Holding & Investments		1 066	14 505
Account receivables group companies	7	**154 435**	**20 263**
Account payables			
WWASA group		(17)	(230)
WMS group		(1 380)	(1 073)
Holding & Investments		(2 024)	2
Account payables group companies	7	**(3 421)**	**(1 301)**

Cont. note 15 | RELATED PARTY TRANSACTION

NOK thousand	Note	2013	2012
NON CURRENT LOAN TO GROUP COMPANIES			
Holding & Investments *	7	3 313	

* Loan to WilService (Holding & Investments segment) was provided at commercially reasonable market terms (average margins 3%). Interest rates are based on floating LIBOR-rates.

NON CURRENT LOAN TO GROUP COMPANIES			
WMS group		5 558	
Holding & Investments		40	
Current loan to group companies	7	**5 598**	**0**

Note 16 | EVENTS AFTER THE BALANCE SHEET DATE

No material events occurred between the balance sheet date and the date when the accounts were presented which provide new information about conditions prevailing on the balance sheet date.

Note 17 | STATEMENT ON THE REMUNERATION FOR SENIOR EXECUTIVES

The Statement on senior executives' remuneration has been prepared in accordance with the Norwegian Public Limited Companies Act, the Norwegian Accounting Act and the Norwegian Code of Practice and is adopted by the board of directors.

For the purposes of this statement, company employees referred to as senior executives are: Thomas Wilhelmsen (group CEO); Nils Petter Dyvik (group CFO); Jan Eyvin Wang (President and CEO of Wilh.Wilhelmsen ASA) and Dag Schjerven (President and CEO of Wilhelmsen Maritime Services AS).

The following guidelines are applied for 2014.

General principles for the remuneration of senior executives
The remuneration of the group CEO is determined by the board of directors, whereas remuneration of other senior executives is determined administratively on the basis of frameworks specified by the board of directors.

The remuneration level shall reflect the complexity and responsibilities of each role and shall take into account the group's breadth of international operations. Being headquartered in Norway, the board of directors will primarily look to other Norwegian companies operating in an international environment for comparison.

Remuneration of the senior executives shall be at a competitive level in the relevant labour market(s). It should be a tool for the board of directors to attract and retain the required leadership and motivational for the individual executive. The total remuneration package shall therefore consist of fixed remuneration (basic salary and benefits in kind) and variable, performance based remuneration (short- and long term incentives). The remuneration system should be flexible and understandable.

Market comparisons are conducted on a regular basis to ensure that remuneration levels are competitive.

Fixed salary
The main element of the remuneration package shall be the annual base salary. This is normally evaluated once a year according to individual performance, market competitiveness and local labour market trends.

Benefits in kind
The senior executives receive benefits in kind that are common for comparable positions. These include newspapers, telecommunication, broadband, insurance and company car. The senior executives are also compensated for certain taxable expenses

Short term variable remuneration
As a key component of the total remuneration package, the annual, variable pay scheme emphasizes the link between performance and pay and aims to be motivational. It aligns the senior executives with relevant, clear targets derived from the group's strategic goals. The variable pay scheme takes into consideration both key financial targets and individual targets (derived from the annual operating plan). Maximum opportunities for annual payments are capped at four to nine months' salary, depending on role.

Long term variable remuneration
The senior executives also participate in a long term variable remuneration scheme, which aims to align the senior executive's risk and investment decisions with shareholder interests, as well as being a retention element in the total remuneration package. Under the current scheme senior executives are granted share options which give the individual right to a certain cash payment upon vesting (given a positive development in the WWI and WWASA shares). The maximum annual payment in the current scheme is set to 50% of the individual executive's basic salary.

Share purchase plan
The senior executives (with the exception of the President and CEO of WWASA) participate – in common with the other employees in the wholly-owned Norwegian companies – in the group's share purchase plan. All participants receive an offer every year to buy shares in WWH at a discount corresponding to 20% on the market price. The discount can be no more than NOK 1 500.

Pension scheme
Pension benefits for senior executives include coverage for old age, disability, spouse and children, and supplement payments by the Norwegian National Insurance system. The senior executives also have rights related to salaries in excess of 12G at a level of approximately 66% of gross salary and the option to take early retirement from the age of 62- 65. Pension obligations related to salaries in excess of 12G and the option to take early retirement are insured.

Severance package scheme
The group CEO has a severance pay guarantee under which he has the right to receive up to 100% of his annual salary for 24 months after leaving the company as a result of mergers, substantial changes in ownership, or a decision by the board of directors. Possible income during the period is deducted up to 50%, which comes into force after six months notice period. The group CFO and President and CEO of Wilhelmsen Maritime Services AS also have arrangements for severance payment beyond redundancy period following departure from the group.

Statement on senior executive remuneration in the previous fiscal year
Remuneration policy and development for the senior executives in the previous fiscal year built upon the same policies as those described above. For further details regarding the individual remuneration elements, see note 2 concerning pay and other remuneration for senior executives of the parent company and note 4 of the group accounts concerning senior executives of the group.

There have not been any new remuneration agreements for senior executives in the previous fiscal year.

Auditor's report

To the Annual Shareholders' Meeting of Wilh. Wilhelmsen Holding ASA

Independent auditor's report

Report on the Financial Statements

We have audited the accompanying financial statements of Wilh. Wilhelmsen Holding ASA, which comprise the financial statements of the parent company and the financial statements of the group. The financial statements of the parent company comprise the balance sheet as at 31 December 2013, income statement, comprehensive income and cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information. The financial statements of the group comprise the balance sheet as at 31 December 2013, income statement, comprehensive income, statement of changes in equity, and cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

The Board of Directors and the Managing Director's Responsibility for the Financial Statements

The Board of Directors and the Managing Director are responsible for the preparation and fair presentation of the financial statements of the parent company in accordance with simplified IFRS pursuant to § 3-9 of the Norwegian Accounting Act and for the preparation and fair presentation of the financial statements of the group in accordance with International Financial Reporting Standards as adopted by EU and for such internal control as the Board of Directors and the Managing Director determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with laws, regulations, and auditing standards and practices generally accepted in Norway, including International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

PricewaterhouseCoopers AS, Postboks 748 Sentrum, NO-0106 Oslo
T: 02316, org. no.: 987 009 713 MVA, www.pwc.no
Statsautoriserte revisorer, medlemmer av Den norske Revisorforening og autorisert regnskapsførerselskap

Auditor's report

Opinion on the financial statements of the parent company

In our opinion, the financial statements of the parent company are prepared in accordance with the law and regulations and present fairly, in all material respects, the financial position of Wilh. Wilhelmsen Holding ASA as at 31 December 2013, and its financial performance and its cash flows for the year then ended in accordance with simplified IFRS pursuant to § 3-9 of the Norwegian Accounting Act.

Opinion on the financial statements of the group

In our opinion, the financial statements of the group are prepared in accordance with the law and regulations and present fairly, in all material respects, the financial position of the group Wilh. Wilhelmsen Holding ASA as at 31 December 2013, its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by EU.

Report on Other Legal and Regulatory Requirements

Opinion on the Board of Directors' report and the statements on Corporate Governance and Corporate Social Responsibility

Based on our audit of the financial statements as described above, it is our opinion that the information presented in the Board of Directors report and in the statements on Corporate Governance and Corporate Social Responsibility concerning the financial statements, the going concern assumption and the proposal for the allocation of the profit is consistent with the financial statements and complies with the law and regulations.

Opinion on Registration and Documentation

Based on our audit of the financial statements as described above, and control procedures we have considered necessary in accordance with the International Standard on Assurance Engagements ISAE 3000 "Assurance Engagements Other than Audits or Reviews of Historical Financial Information", it is our opinion that management has fulfilled its duty to produce a proper and clearly set out registration and documentation of the company's accounting information in accordance with the law and bookkeeping standards and practices generally accepted in Norway.

Oslo, 18 March 2014
PricewaterhouseCoopers AS

Rita Granlund
State Authorised Public Accountant (Norway)

(2)

Responsibility statement

We confirm, to the best of our knowledge, that the financial statements for the period 1 January to 31 December 2013 have been prepared in accordance with current applicable accounting standards, and give a true and fair view of the assets, liabilities, financial position and profit for the entity and the group taken as a whole.

We also confirm that the Board of Directors' Report includes a true and fair review of the development and performance of the business and the position of the entity and the group, together with a description of the principal risks and uncertainties facing the entity and the group.

Lysaker, 18 March 2014
The board of directors of Wilh. Wilhelmsen Holding ASA

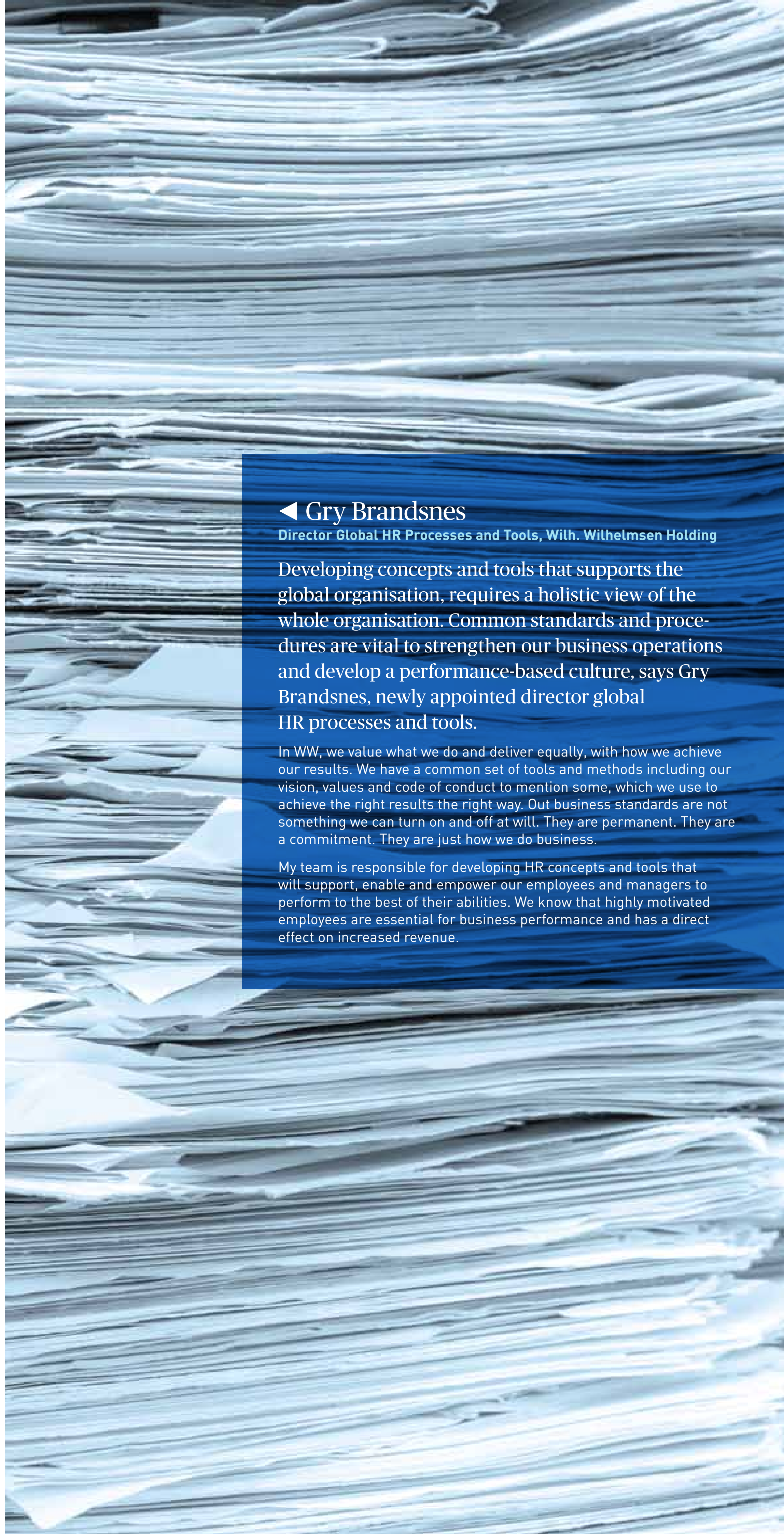
Diderik Schnitler Chair	Helen Juell	Odd Rune Austgulen	Bettina Banoun	Carl E. Steen	Thomas Wilhelmsen group CEO

▼ Capt. Gerardo R. Cruz

Master, Wilhelmsen Ship Management

Although he has sailed for Wilhelmsen for only three years, Captain Gerardo R. Cruz feels very proud to be part of a great team as master of the MV Tiger. He feels sailing for the company puts him and his crew in a better future, secure and in good hands.

Our ultimate goal is to satisfy the owners and our customers. This is not an individual achievement, it's a team effort. My whole crew and our colleagues on shore are the ones who really contribute to the company. My role is just to be their coach and lead them. Without their effort and support, we would not be able to fulfil our job and role in the company. Our skilled mariners all over the world are the greatest asset in the company. By ensuring we have qualified and experienced employees, we will make sure our customers are satisfied. And our high standards always seem to leave a very positive impression.



◀ Gry Brandsnes

Director Global HR Processes and Tools, Wilh. Wilhelmsen Holding

Developing concepts and tools that supports the global organisation, requires a holistic view of the whole organisation. Common standards and procedures are vital to strengthen our business operations and develop a performance-based culture, says Gry Brandsnes, newly appointed director global HR processes and tools.

In WW, we value what we do and deliver equally, with how we achieve our results. We have a common set of tools and methods including our vision, values and code of conduct to mention some, which we use to achieve the right results the right way. Out business standards are not something we can turn on and off at will. They are permanent. They are a commitment. They are just how we do business.

My team is responsible for developing HR concepts and tools that will support, enable and empower our employees and managers to perform to the best of their abilities. We know that highly motivated employees are essential for business performance and has a direct effect on increased revenue.

Corporate governance

REDUCING RISK AND IMPROVING ACCOUNTABILITY

WWH is a public limited company organised under Norwegian law. The company is listed on the Oslo Stock Exchange and subject to Norwegian securities legislation and stock exchange regulations.

The board issues a report on the company's corporate governance performance. Sound corporate governance strengthens the confidence in the company, reduces risk and contributes to the greatest possible value creation over time in the best interests of the company's shareholders, employees and other stakeholders.

A "COMPLY OR EXPLAIN" PRINCIPLE

This report is based on the requirements covered in the Norwegian Code of Practice for Corporate Governance, the Public Limited Companies Act and the Norwegian Accounting Act and published as part of the company's annual report. The report is also available on the company's webpage.

The code is built on a "comply or explain" principle, which means that reasons must be given for possible divergence from its provisions. Justification for deviations and alternative solutions the company has chosen are given where applicable and are also listed in the overview on page 101.

BUSINESS STANDARDS

The company has developed a set of business standards representing a framework for the group's leadership and business culture. The system helps to ensure that all employees carry out their activities in an ethical and responsible manner and in accordance with current legislation and the company's standards.

The governing elements include the group's vision, its core values, basic philosophy, leadership expectations, company principles and code of conduct. A corporate social responsibility statement is part of the group's principles. The core values are customer centred, empowerment, learning and innovation, stewardship and teaming and collaboration (see page 2).

The set of governing elements are available electronically on the group's intranet, as written documentation and as e-learning. In 2013, a particular focus has been directed at anti-corruption, competition law, whistleblowing and prevention of theft and fraud.

The focus will continue in 2014 including e-learnings and other tools to increase awareness and implementation of an updated Code of Conduct and related policies.

THE BUSINESS

According to the company's Articles of Association, the objective is to engage in shipping, maritime services, aviation, industry, commerce, finance business, brokerage, agencies and forwarding, to own or manage real estate, and to run business related thereto or associated therewith.

The company intends to create value by developing a diversified business portfolio focusing on shipping and integrated logistics services for cars and rolling cargo through its shareholding in WWASA, involvement in maritime services through the wholly owned WMS and exploiting new opportunities within the maritime sector through WWHI. The company will leverage its market positions, global network and collective competence to continue to grow the business profitably.

EQUITY AND DIVIDEND

The company has a sound level of equity tailored to its objectives, strategy and risk profile. As of 31 December 2013, the total equity amounted to USD 2 286 million, corresponding to 46% of the total capital.

A dividend policy approved by the board states that the company's goal is to provide shareholders with a high return over time through a combination of rising value for the company's shares and payment of dividend. The objective is to have consistent yearly dividend paid twice annually. In 2013, the company paid dividend totalling NOK 5.50.

As of 31 December 2013, the company held 100 000 own shares. The board is authorised by the general meeting, on behalf of WWH, to acquire shares in the company. The company can own up to 10% of the current share capital. The minutes from the annual general meeting (AGM) in April 2013 describes the authorisation, expiring on 30 June 2014, in more detail. The board cannot increase the company's share capital without a specific mandate from the general meeting.

The board has proposed that the AGM to be held 24 April 2014 approves a dividend of NOK 3.00 per share to be paid on or about 8 May 2014. The Norwegian Companies Act was updated in 2013 with extended possibilities to pay dividend. Following the changes, the board will propose that the AGM gives the board authority to approve a further dividend of up to NOK 2.50 per share for a period limited in time up to the next AGM.

EQUAL TREATMENT OF SHAREHOLDERS AND TRANSACTIONS WITH CLOSE ASSOCIATES

The company has two share classes, comprising 34 637 092 A shares and 11 866 732 B shares. According to the company's Articles of Association, the B shares do not carry voting rights at the general meeting. Apart from this, each B share carries the same rights in the company and holders of the respective classes are treated equally. Converting to a single share class is not regarded as appropriate in the present circumstances.

As of 31 December 2013, the company had 3 103 shareholders, of which 223 were foreign and the remaining were Norwegian. This implicated a total increase of 187 shareholders at the turn of the year, of which 84 were none-Norwegians.

Any transactions taking place between a principal shareholder and the company will be conducted on arm's length market terms.

Pursuant to the instructions issued by and for the board, directors are required to inform the board if they have interests and/or relations, directly or indirectly, with the WWH group (including subsidiaries).

NEGOTIABILITY

The WWH shares are listed on the Oslo Stock Exchange with the tickers "WWI" and "WWIB" for the A and B share respectively. Both shares are freely negotiable.

GOVERNING BODIES

The company's governing bodies consist of the general meeting, the executive committee for industrial democracy, the board of directors, the group chief executive and the group management team.

General meeting

The following matters are to be dealt with and decided on by the annual general meeting:

- Adoption of the annual report and accounts including the consolidated accounts and the distribution of dividend
- Adoption of the auditor's remuneration
- Determination of the remuneration for board and committee members
- Election of members to the board and election of the auditors
- Any other matter that belongs under the annual general meeting by law or according to the Articles of Association.

"Dividend paid in 2013 – NOK 5.50"

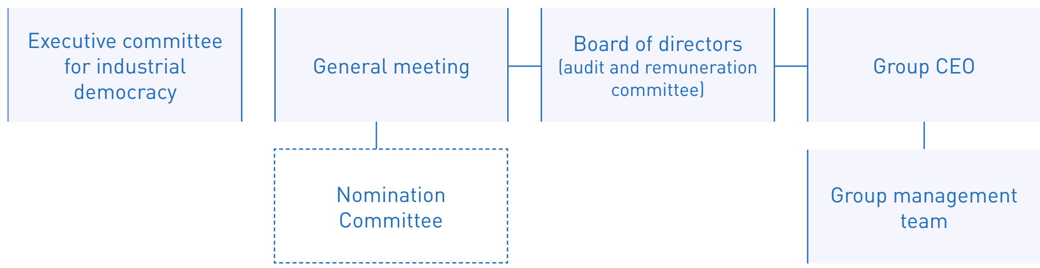
Shareholders with known address are notified by mail no later than 21 days prior to the meeting and information on the meeting and all relevant documents are published on WWH's website no later than 21 days prior to the meeting.

Pursuant to the Public Limited Companies Act, the company has included a provision in its Articles of Association stating that documents to be handled at the general meeting and which are available to shareholders on WWH's web pages need not be mailed in hard copy to the shareholders unless they specifically ask to receive hard copies.

Shareholders wishing to attend the general meeting must notify the company at least two working days before it takes place. Shareholders can appoint a proxy to vote for their shares. Form for the appointment of a proxy are sent to all shareholders with known address, but can also be found at WWH's web pages.

The Public Limited Companies Act opens for, subject to inclusion of provisions to such effect in the company's Articles of Association, shareholders to take part at the annual general meeting without being present in person. It is the view of the board that it is important that all sharehold-

Governing bodies



ers are given the opportunity to vote in an easy way and the extra ordinary general meeting held in November 2013 therefore agreed to an amendment of the company's Articles of Association. Starting in 2014, all shareholders are given the opportunity to vote in advance through electronic communication. Guidelines for voting will be included in the notice to the meetings.

Nomination committee

The annual general meeting appoints a nomination committee and has also approved guidelines for the nomination committee's work.

The nomination committee nominates candidates to the WWH board and proposes remuneration.

The nomination committee currently consists of Wilhelm Wilhelmsen (chair), Gunnar Frederik Selvaag and Jan Gunnar Hartvig. Information on the background can be found on the company`s website. All the members of the committee were elected at the AGM in April 2012 for a period of two years, and are therefore up for election in 2014.

Board of directors – composition and independence

The company does not have a corporate assembly. The annual general meeting elects the board of directors. The board comprises five directors elected for two years at a time. Two of the present directors are women. Four directors are independent of the majority owner and of the executive management. The chair, Diderik Schnitler, and director Helen Juell were elected at the AGM in April 2012 for a period of three years, while directors Odd Rune Austgulen and Bettina Banoun were elected for two years and are therefore up for election in 2014. Carl Erik Steen was elected for two years at the AGM in 2013.

Information on the background and experience of the directors can be found on the company's web pages, which also lists the number of shares in the company held by directors.

In 2013, all the board members attended a seminar hosted by the Oslo Stock Exchange. The objective of the course was to provide information on legislation, rules and regulations and best practice that are relevant for board members of listed companies.

With the exception of one meeting where one of the directors where absent, all the directors were present at meetings either in person or per telephone.

Work of the board

The board establishes an annual plan for its work. Eight regular board meetings are normally held every year including one strategy meeting. The board otherwise meets when required. Directors are also kept regularly informed about the WWH group's development between board meetings.

Instructions have been drawn up for the board, and it works continuously on internal control in the company as specified below. The WWH board regularly assesses its work.

Executive committee for industrial democracy

The interests of the employees are met by an executive committee for industrial democracy in foreign trade shipping, chaired by the group CEO Thomas Wilhelmsen. The committee comprises six members, four appointed from the management and two elected by the workforce. It meets regularly through the year. Issues submitted for consideration by the committee include a draft of the accounts and budget as well as matters of major financial significance for the company or of special importance for the workforce. Members to the executive committee are up for election in 2014.

Audit committee

At the extraordinary general meeting in December 2011 it was decided that the whole board will serve as the company's audit committee. This is deemed as the most suitable arrangement for the company, as the board only comprises five members. In addition, WWASA, representing a material part of the WWH group, has its own audit committee. The audit committee in WWASA assists the WWH board/audit committee on issues related to the integrity of WWASA's financial statements, financial reporting processes, internal control and risk assessments and risk management policies.

The audit committee maintains a pre-approval policy governing the engagement of WWASA's primary and other external auditors to ensure auditor independence.

In 2013, anti-corruption, fraud and an enterprise risk management system received a particular attention from the audit committee. For 2014, the audit committee will have a particular attention at anti-corruption, theft and fraud, whistleblowing and competition law and not least the roll-out of an awareness programme related to these topics.

Remuneration committee

The board has not seen it as beneficial to have a separate remuneration committee, and therefore acts collectively as the remuneration committee.

Group management team (GMT)

The GMT in WWH consists of the group chief executive officer (group CEO) and four executive managers:

- Nils P Dyvik, group chief financial officer (group CFO)
- Benedicte Gude, group VP corporate communications
- Jørn Even Hanssen, group VP human relations and organisation development
- Dag Schjerven, president and CEO of WMS

In addition, the president and CEO of WWASA, Jan Eyvin Wang, attends the GMT meetings.

GMT discusses and coordinates all main business and management issues relevant for the group of companies. It also makes benefit of the group's total expertise and knowledge when executing strategies and goals set by the WWH board. An overview of the background and expertise of the GMT member can be found on the company's website.

Group CEO

The group CEO is responsible for the company's results and for conducting the businesses and affairs of the company and its subsidiaries in a proper and efficient manner, in the company's and its shareholders best interest and according to instructions and guidelines from the board.

The group CEO has delegated the responsibility of the different sectors and companies to the group CFO and other members of the GMT.

The group CEO keeps the board informed of the progress of the group's business and affairs on a regular basis and any other specific issues if requested by the board. The group CEO also submits a monthly report to the board reflecting the group's operations, financial results, projections and financial status according to instructions from the WWH board.

Group CFO

The group CFO heads finance and strategy for WWH ASA and the consolidated WWH group. The group CFO is responsible for providing group CEO and the WWH board with reliable, relevant and sufficient financial information related to the WWH group's business activities, and assuring that such information is based on requirements for listed companies.

GOVERNANCE OF SUBSIDIARIES

The WWH group consists of several legal entities (for a full overview, please see pages 120-128). Each entity has its own board of directors responsible for issues related to the specific entity.

WWH's ambition is to be a demanding and reliable owner, taking the long-term interests of the companies and the total group into consideration when developing its future strategy, including how ownership will be exercised, financial prospects as well as expectation towards code of conduct, environmental and sustainable standards and aspirations.

Control and management of all entities are based on the same governance principles applicable to WWH.

In the case of partly-owned subsidiaries, the same principle applies concerning control and management of the business. WWH is represented on the board of partly-owned subsidiaries. WWH's ownership in the subsidiaries is formally exercised through the respective companies' general meetings.

"AGM 24 April 2014"

RISK MANAGEMENT AND INTERNAL CONTROL

The WWH's internal control contributes to sound control characterised by integrity, ethical values and attitudes in the organisation. The group's internal control system is designed as a consequence of the extent and nature of the group's business activities.

Governing documents, code of conduct, company principles (including corporate social responsibility), policies, guidelines and process descriptions are documented and electronically available to the company's employees through WWH's global integrated management system.

Internal control is broadly defined as a process designed to provide reasonable assurance of:

- Effective and efficient operations
- Reliable financial reporting
- Compliance with laws and regulations
- Necessary resources provided and used in cost efficient ways.

Confirmation from external auditors and internal procedures i.e. business reviews (financial, operational and quality) give the management and WWH board confidence that the WWH group complies with external and internal rules and regulations.

Various internal control activities give management assurance that the internal control of financial systems is working adequately and according to segment management's expectations.

Internal control activities can be split into four categories:

- Activities established to evaluate and confirm the quality of internal control regarding financial reporting (per segment)
- Procedure for year-end financial statement and the WWH board's responsibility statement semi-annually and annually
- Enterprise risk assessment – including report-

Group management team

From left:
Nils P Dyvik
Jan Eyvin Wang
Thomas Wilhelmsen (group CEO)
Jørn Even Hanssen
Benedicte Gude
Dag Schjerven

ing of the segment's internal control
- Quarterly reporting on risk assessment to the board
- Risk factors are described and made public to the market in the company's second quarter and annual reports

The WWH group's finance and strategy division has the responsibility for updating internal control procedures on a group level, including:
- WWH group financial strategy
- WWH group financial policies and guidelines
- WWH (parent) financial policies and guidelines
- WWH group enterprise risk management policy and guidelines

The WWH group financial strategy is approved by the WWH board and covers all main elements related to financial management of the group, including:
- Financial organisation, responsibility and organisation
- Objectives and key ratios
- Equity and dividend
- Investor relation
- Financing and debt management
- Cash and liquidity management
- Financial investment management
- Currency management
- Credit management
- Contingent liabilities
- Merger and acquisitions
- Accounting and financial reporting
- Tax management
- Internal control and risk management
- Reporting to WWH board

WWASA has implemented similar governing documents approved by the WWASA board and in line with the WWH group financial strategy.

The company's auditors conduct audit in accordance with the laws, regulations and auditing standards and practices generally accepted in Norway and give reasonable assurance as to whether the financial statements are free of material misstatements and whether effective internal control over financial reporting were maintained in all material respects. The audit includes examining on test basis evidence supporting the amounts and disclosures in the financial statements. It also includes assessing the accounting principles used and significant estimates made by management as well as evaluation of the overall financial statement presentation.

Whistleblowing

The company has a global whistle blowing policy including procedures and channels for giving notice to the company about potential non-compliance, e.g. corruption, theft or fraud. The procedures strengthen transparency and safeguard that the business standards are applied the way they are intended. The procedures ensure the group has a professional way of handling potential breaches to laws and regulations, self-imposed business standards or other serious irregularities including procedures to safeguard the whistle-blower.

REMUNERATION OF THE BOARD OF DIRECTORS

Remuneration of directors is determined by the annual general meeting and is not dependent upon the company's results. The fee reflects the responsibilities of the board, its expertise, the amount of time devoted to its work and the complexity of the business. No director holds share options in the company.

None of the directors perform assignments for the company other than serving on the board of the company or one or more of its subsidiaries, except for chair Diderik Schnitler's company, Løkta AS, which performs certain consultancy work for WWASA. Mr Schnitler sits amongst others on the joint WWASA/Wallenius steering committee representing WWASA. The assignment including remuneration have been approved by the WWH board.

An overview of the board of directors' remuneration is specified in note 4 to WWH group accounts and note 2 to the parent company accounts, of which the latter includes an overview of shares in WWH held by the individual directors.

REMUNERATION OF EXECUTIVE PERSONNEL

WWH's remuneration policy covers all employees and is developed to ensure the company attracts and retains competent employees. The remuneration principles are communicated to all employees to ensure a common understanding of expectations and rewards, both linked to the company's strategic ambitions, financial targets and business standards. An overview of employee benefits, including salary and other components of the chief executive's and CFO's remuneration packages, is detailed in note 4 to WWH's group accounts and note 2 and 17 to the parent company accounts. As a principle, a minimum of 50% of the KPIs are linked to financial targets, while the remaining are linked to team and or individual KPIs.

The board determines the group CEO's remuneration and establishes the framework for adjustments for other employees. Salary adjustment for each employee is settled administratively within the limits set. For these purposes the board carries out a comparison with salary conditions in other Norwegian shipping companies and also looks to the general level of pay adjustments in Norway.

The board has instituted a bonus scheme for key employees in WWH and its main subsidiaries. Intended to reinforce the focus on performance and results, the bonus scheme is based on the group's return on capital employed and other selected predefined key performance indicators. A similar bonus scheme is also developed for employees. The bonus scheme may differ between subsidiaries. The board also determines the annual norm for any bonus schemes.

In 2011, the AGM endorsed a synthetic option programme as part of the remuneration to the chief executive and certain senior executives. The programme comprises share equivalents, runs over three years and entitles the holders to a cash reward based on the total share return of the underlying shares. For more information, please refer to note 2 to WWH parent accounts. Maximum annual payment under this scheme is set to 50% of annual basic salary. The programme expired 31 December 2013.

Remuneration of certain senior executives is specified in note 4 to WWH group accounts and note 2 to the parent company accounts. For additional information on the determination of employee benefits for senior executives, please refer to note 17 to WWH parent accounts.

INFORMATION AND COMMUNICATION

Communication activities are carried out in an environment of transparency and accountability, and follow the guidelines set out by the Oslo Stock Exchange and The Norwegian Investor Relations Association and their opinion of best practice related to financial reporting and Investor Relations information in general.

The market is regularly informed about the group's activities and results through stock exchange notices, annual and interim reports, press releases and more. A financial calendar including the dates for quarterly presentations and general meetings can be found on the WWH website.

The interim and annual results are presented to analysts, investors, lenders and media immediately after the accounts are made public on the Oslo Stock Exchange. At least two of these presentations each year are transmitted directly by webcast. Results are also posted on the group's web pages.

Extensive information about the activities of WWH and the WWH group is provided on the group's web pages. A separate section named "Investors" includes relevant information to shareholders, including reports and presentations, financial calendar, analysts, share information, corporate governance, IR contact and news and media. The company has a dedicated Investor relations team, and main point of contact is Mr Åge S Holm.

The company intends to host a capital markets day annually. Analysts, investors, lenders and media are invited to meet senior executives of the group, presenting various aspects of the WWH group's businesses in more detail than can be provided in the quarterly presentations.

TAKEOVERS

The board has not established a policy for its response to possible takeover bids. The board and management will, however, seek to treat any take-over bids for the company's activities or shares in a professional way and in the best interest of the company's shareholders. If and when such circumstances arise, the board and the company's management will seek to treat all shareholders equally and take action to secure that shareholders receive sufficient and timely information to consider the offer.

AUDITOR

The company's auditor - PricewaterhouseCoopers - attends board meetings as required, and is always present when the annual accounts are approved. The auditor meets the board at least once a year without the executive management being present. The auditor provides the board with a review of work on the annual accounts and explains changes in the accounting principles and other significant aspects.

To ensure the board has solid understanding of the accounts, the auditor will discuss with the board with any changes in IFRS relevant for the group's accounting principles or other law requirements relevant for the company. The auditor also runs through the main features of the audits carried out.

There were no disagreements between the management and PwC during 2013.

It is of importance to the board that the auditor is independent of management. The board therefore has at least one meeting with PwC without senior management being present. Further, if used for other services than accounting, the parties will follow guidelines as described in the Auditing and Auditors Act. The auditor provides the board with a confirmation of independence in relation to non-audit services provided.

The auditor's fee, broken down by audit work, audited related services, tax services and other consultancy services, is specified in note 4 to the WWH group accounts and note 2 to the parent company accounts.

Financial calendar

13 February
Q4 2013 presentation

24 April
Annual general meeting

8 May
Q1 2014 presentation

7 August
Q2 2014 presentation

17 September
Capital Markets Day

11 November
Q3 2014 presentation

Further Information:

Åge S. Holm
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Corporate governance comply or explain overview

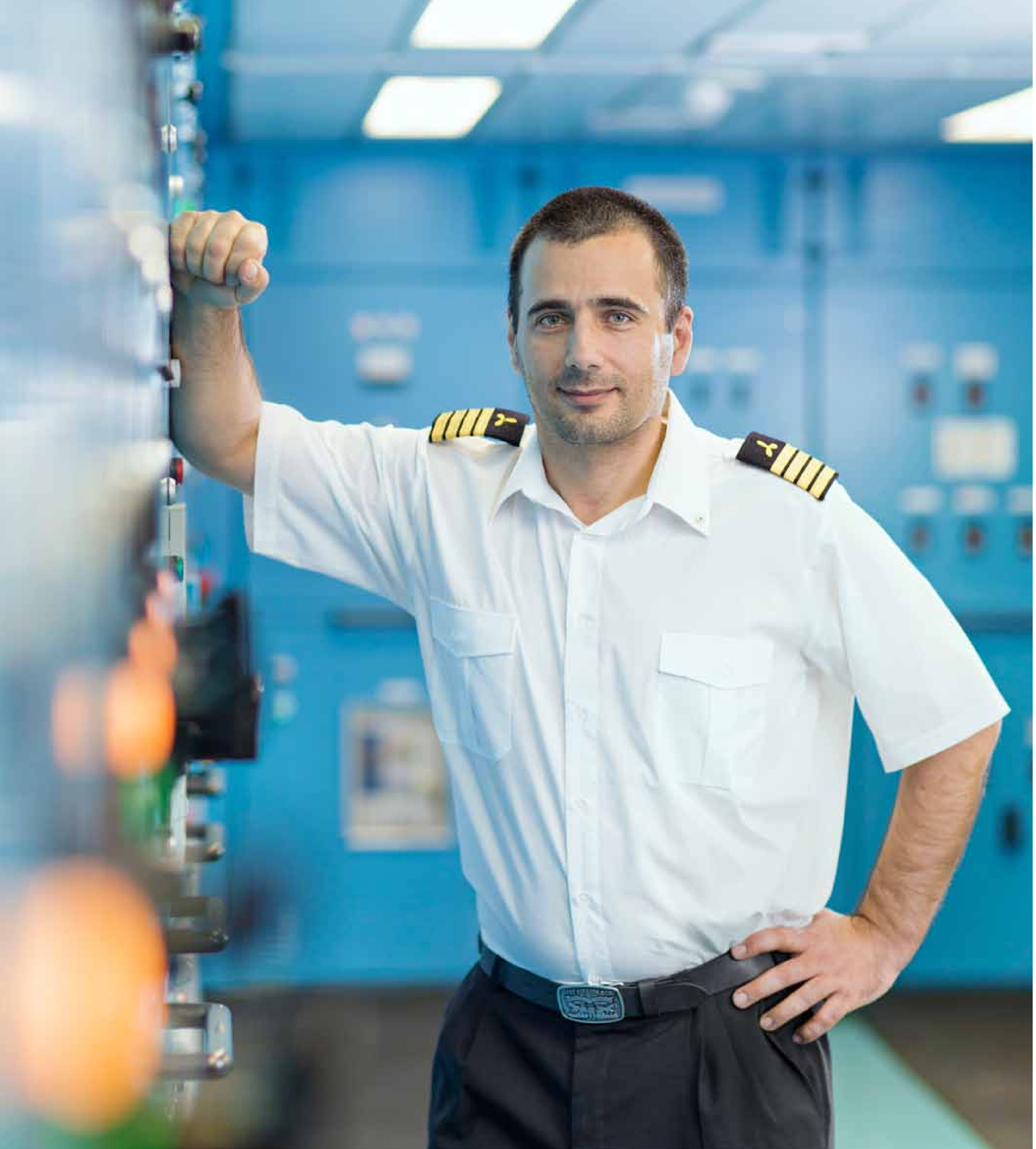
	Principles	Explanation
1.	Implementation and reporting on corporate governance	
2.	Business	
3.	Equity and dividends	
4.	Equal treatment of shareholders and transactions with close associates	The company has two share classes. The B shares do not carry voting rights at the general meeting. Apart from this, each B share carries the same rights in the company and holders of the respective classes are treated equally. Converting to a single share class is not regarded as appropriate in the present circumstances.
5.	Freely negotiable shares	
6.	General meetings	The chair of the board also acts as chair of the general meeting as stated in the company's Articles of Association.
7.	Nomination committee	
8.	Corporate assembly and board of directors: composition and independence	Executive committee for industrial democracy in foreign trade shipping instead of Corporate assembly.
9.	The work of the board of directors	The whole board acts as remuneration and audit committee. Without a Corporate assembly, the board elects its own chair.
10.	Risk management and internal control	
11.	Remuneration of the board of directors	
12.	Remuneration of the executive personnel	
13.	Information and communications	
14.	Take-overs	No policy developed, but intention described in the report
15.	Auditor	

▼ James Snider

Service manager, RFN
Wilhelmsen Technical Solutions

Although new to the Wilhelmsen group, refrigeration service manager, James Snider, is bringing 17 years of experience to the company. For him, it is all about learning something new every day through gathering information and sharing best practise with his team and customers.

My focus is primarily on the United States and South America. There are many opportunities in our market represented through an increasing merchant fleet. Selling our products and services motivates me, trying to reach new customers and satisfying old ones. Our team takes strong pride in branding ourselves with the Wilhelmsen flag, encompassing to me customer service and quality combined with expertise and strong governance.



◄ Andrej Matosevic
Chief Engineer, Wilhelmsen Ship Management

Andrej Matosevic had barely been working for two months as second engineer on board the MV Taiko as he received a call to become the chief engineer on the MV Tiger. His fascination for technology makes him extremely proud to be in charge of one of the most modern and efficient ship engines in the world.

To me, running the vessel in a safe and optimum way is how I best can contribute to the success of the company. Through several efficiency measures, like a state of the art engine system, we can optimise our sailing. By saving fuel, we also contribute to a greener environment. By making sure our vessels are well maintained, we can contribute to reducing off-hire and optimise our time transporting cargo around the world. By delivering good results and maintaining a nice and efficient work environment for my crew at the same time is something that makes me extremely proud.

Sustainability reporting

Our vision "Shaping the maritime industry" is more than just a noble ambition. It describes our purpose as a company. It sets our ambition level and commits all our employees around the world to making a difference. It means making sustainability the guiding principle for our business.

Thomas Wilhelmsen
Group CEO

Creating a sustainable business model has been key to the Wilhelmsen group's longevity, success and the way we choose to do business.

The "licence to sail" is more demanding than ever. The number of regulations affecting our business is huge and growing. Customers, investors, employees and the public at large all require improvements – and so do we. Although the maritime industry is subject to strict social and environmental regulations, we still need to address a number of sustainability risks and opportunities such as emissions to air and water, labour relations and safe working conditions, human rights and local community relations, responsible ship recycling and corruption among others.

OUR COMMITMENT

We are committed to include environmental, social and corporate governance issues in all our investment analysis, business decisions, ownership practises and financial reporting. We have a social responsibility guideline, including human rights, labour standards and a commitment to promote greater environmental responsibility.

FOCUS AREAS

For 2013-2014, the boards of the Wilhelmsen group have identified anti-corruption, climate change, working conditions and stakeholder engagement as our key focus areas in addition to sustainability governance and supply chain.

"WE CARE" REFLECTS OUR COMMITMENT

We have always been and will continue to be committed to deliver safe and sustainable solutions to the maritime industry. Our slogan "We care" reflects our commitment to sustainability. We strive for the highest standards of health and safety, a workplace where our employees can develop to their full potential, excellent governance, high ethical standards and a dedication to continuously reduce our environmental footprint.

As group CEO and fifth generation heading up the Wilhelmsen group, I have a strong personal commitment to our long-term goals and ambitions. A sustainable business model and solid business standards are not something we can turn on and off at will. They are permanent. They are a commitment. They are just how we do business.

Introducing GRI in the WW group

The WW group must perform its activities in a responsible manner to be sustainable. With an aim to increase transparency, the group issues a sustainability report addressing how the group combines long-term profitability with emphasis on ethical business conduct and with respect for human beings, the environment and society at large.

«In accordance with GRI G4, core level.»

The report is based on the Global Reporting Initiative (GRI), a leading organisation in the sustainability field. GRI promotes the use of reporting as a way for organisations to become more sustainable, increase awareness and contribute to further sustainable development.

The materiality process and an introduction to our most important aspects are included in this report. In addition, the GRI index is presented with links to where aspects can be found in the annual report and online on our web-pages.

A section on sustainability governance can also be found in the board of directors' report on page 21.

MATERIALITY ASSESSMENT

To ensure we focus on the material aspects of our business, issues of critical importance to our success and key topics for external stakeholders, a materiality assessment was conducted in 2013. The process was assisted by and based on a methodology developed by DNVGL

In addition to the global management team, the central management teams of the group's wholly owned companies and subsidiary WWASA were represented in the process. The final outcome was discussed in the boards of WWH and WWASA.

As part of the process, eighteen issues were identified, of which eight were deemed to have high importance. The eight issues where again grouped in six sections:

Sustainability governance

The way a company reaches its' results is becoming as important as the results achieved. While shipping is known as the cleanest mode of transporting goods around the world, concerns still arise for the environment, human rights and corruption to name a few. The WW group accepts this responsibility and constructively includes relevant stakeholders in building a competent and sustainable governance structure. In addition to stakeholder dialogue, this includes developing policies, proper processes, describing roles and responsibilities and ensuring accountable, transparent reporting.

WW and the environment

WWASA aims at being the shaper of the maritime industry within environmental and energy efficient vessel operations. To reach this ambition, the company investigates new technology, solutions and ways of working to reduce emissions and fuel consumption on board its fleet of vessels. The environment section covers climate change and emissions, elements on innovation, waste management and sustainability governance. The WW group also has the possibility to shape a greener industry at large, through providing environmentally sound products and solutions to the whole merchant fleet through its maritime services companies.

WW and the community

The Wilhelmsen group has for generations supported academia, environmental and humanitarian organisation, culture, medicine research, athletes and sports. Today, our worldwide organisation supports a large number of organisations and causes. This is our way of showing how we care for the local communities in which we operate. WW and the community focuses on society and community, stakeholder involvement and some parts on innovation.

THE MATERIALITY ASSESSMENT PROCESS:

Risk mapping	Identify external stakeholder expectations	Peer & media review	Analysis and findings	Internal WW materiality workshop	Finalise materiality assessement
A corporate responsibility assessment (CRA) was conducted to map key risk issues for WW and assessing whether the issue is a high priority to WW internally.	Review and measure perceived external stakeholder expectations of identified risk issues.	A peer review was conducted to identify issues of importance to WW's peers while a media review was conducted to assess media attention around identified issues.	Each issue was given an external stakeholder scoring based on collection from peers, the CRA risk assessment, Norwegian Accounting Act and experience.	Collective debate within WW on results and findings from the assessment. Prioritising and setting targets for further work.	Final materiality matrix approved by WW global management team and discussed with the boards of WWH and WWASA. Agreed on focus areas for 2014.

Our employees

We believe that empowered employees in an innovative, learning organisation are our main competitive advantage in meeting the needs and wants of our customers. Labour relations and standards, human rights, working conditions and stakeholder engagement are therefore important topics for the group.

Health and safety

No task is so important that we can allow it to compromise health and safety. Our commitment to maintaining high standards and preventing accidents and dangerous situations extends to every aspect of our operations and encompasses all employees and others working on behalf of the company.

Ethics and anti-corruption

WW has clear policies on business standards, ethics and anti-corruption. Our primary goal is to work on creating a culture where making correct decisions and working according to best practise is something our employees are proud to be part of. We acknowledge the importance of a good business culture to stay sustainable and competitive when facing the future.

Other issues

To highlight our ambition to manage our supply chains in a sustainable way, we have decided to include supply chain in our sustainability report although supply chain was not deemed as "high importance" in the materiality assessment. We are committed to protecting the environment and doing business with ethical and socially responsible vendors to ensure a sustainable global supply chain.

RESULTS FOR 2013

In addition to the materiality assessment, the following where main achievements in 2013:

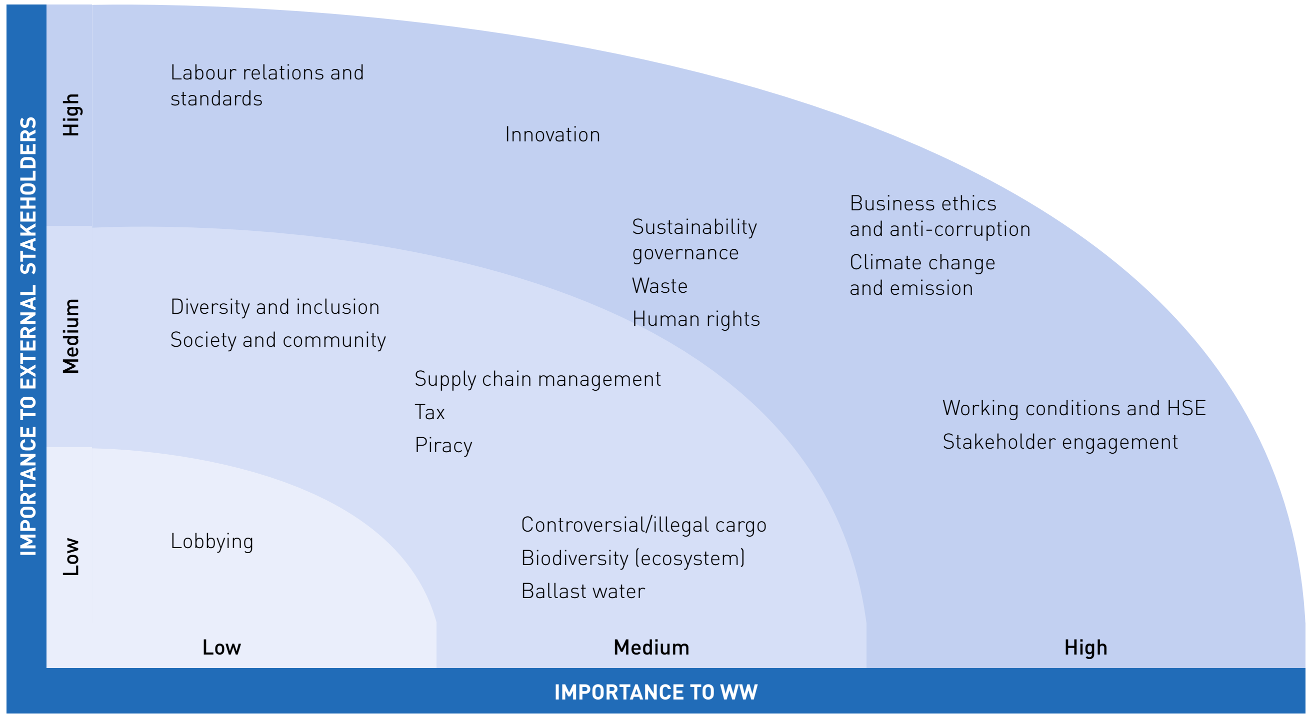
- Development of the first report according to Global Reporting Initiative (GRI).
- A 4.6% increase in emissions per transported unit, due to less cargo transported and less nautical miles sailed.
- Installation of a scrubber system.
- Green recycling of vessels.
- Continued focus on anti-corruption, competition law and theft and fraud.
- Introduction of a global whistleblowing system.
- Dedicated digital platforms to improve knowledge and awareness and contribute to help employees make the right choices and decisions.
- Global employee engagement survey with overall high level of engagement and commitment amongst the employees in the WW group.
- Low sickness average and turnover rate.
- Low lost-time injury frequency on WWASA owned vessels.

TARGETS FOR 2014

Each area identified as material has separate targets which can be found under the individual section in our sustainability report on wilhelmsen.com. For the group as a whole and on a more strategic level the following areas will be prioritised in 2014:

1. **Zero tolerance of bribery:** We are committed to comply with relevant laws prohibiting bribery. We recognise that the practice of facilitation payments is a challenge in several countries, and we are committed to working towards eliminating such practices.

MATERIALITY MATRIX 2013:



2. **Sustainable operations:** We continuously explore possibilities to further reduce any negative environmental impact from our own operations. Our attention is on high impact changes with reducing fuel consumption per transported unit being our most important contribution to a greener world. With more than half the merchant fleet as our customers, we also aim at supplying marine products that are cost efficient and have minimum impact on the environment.

3. **Health and safety:** Health and safety can never be compromised. Accidents and environmental damage can be prevented by maintaining high quality operations and a safety standard based on constant improvement. People working for or on behalf of our group of companies are required to conduct their work in a manner that protects health and safety and the environment.

4. **Effective partnerships:** We cannot handle all our challenges alone. Close cooperation with partners, customers, authorities and other stakeholders are necessary to find innovative and sustainable solutions for the industry. We would not be where we are today without loyal customers, dedicated and competent employees and supportive investors. Together, we can make a difference by ensuring we develop a strong and sustainable way of doing business.

5. **Sustainability reporting:** With a newly implemented GRI reporting standard, we will assess the process and our targets going forward in order to progress key performance indicators and enhance transparency.

BOUNDARIES

The basis for the GRI reporting is the majority controlled entities in the WW group including Wilh. Wilhelmsen ASA (WWASA), Wilhelmsen Maritime Services, Wilhelmsen Ships Service, Wilhelmsen Technical Solutions and Wilhelmsen Ship Management. WWASA joint ventures - Wallenius Wilhelmsen Logistics, EUKOR Car Carriers and American Roll-on Roll-off Carriers - are partly excluded due to ownership structure. In cases where information is easily available and deemed as material for the group's sustainability performance, figures for the companies are specified in the report. WWASA has also included a section on sustainability in their annual and corporate governance reports for 2013.

GRI index

The following index presents the GRI aspects translated into corresponding chapters for the WW group. The indicators have been selected and prioritised through a materiality assessment which was conducted in 2013.

Aspect	Indicator	Description	Where to find	Disclosure
1. ABOUT THIS REPORT				
GSD	G4-1	Provide a statement from the most senior decision-maker of the organisation (such as CEO, chair, or equivalent senior position) about the relevance of sustainability to the organisation and the organisation's strategy for addressing sustainability.	Annual report page 21, online sustainability report and "Why sustainability matter by group CEO" http://www.wilhelmsen.com/about/csr/ourway/Pages/CEOcomment.aspx	Fully
	G4-3	Report the name of the organisation.	Wilh. Wilhelmsen Holding ASA (WWH)	Fully
	G4-4	Report the primary brands, products, and services.	Annual report, pages 12-17 and 120-128 and wilhelmsen.com	Fully
	G4-5	Report the location of the organisation's headoffice.	Lysaker, Norway	Fully
	G4-6	Report the number of countries where the organisation operates, and names of countries where either the organisation has significant operations or that are specifically relevant to the sustainability topics covered in the report.	Annual report pages 20, 120-128, map on wilhelmsen.com and "List of countries where WW operates" in the online sustainability report.	Fully
	G4-7	Report the nature of ownership and legal form.	WWH is listed on the Oslo Stock Exchange. For an overview of shareholders, see Annual report page 79 and wilhelmsen.com.	Fully
	G4-8	Report the markets served (including geographic breakdown, sectors served, and types of customers and beneficiaries).	Annuial report pages 62-66 and wilhelmsen.com	Fully
	G4-9	Report the scale of the organisation, including: ▪ Total number of employees ▪ Total number of operations ▪ Net sales (for private sector organisations) or net revenues (for public sector organisations) ▪ Total capitalization broken down in terms of debt and equity (for private sector organisations) ▪ Quantity of products or services provided	Annual report pages 20, 41 and "Our employees" in the online sustainability report.	Fully
	G4-13	Report any significant changes during the reporting period regarding the organisation's size, structure, ownership, or its supply chain, including: ▪ Changes in the location of, or changes in, operations, including facility openings, closings, and expansions ▪ Changes in the share capital structure and other capital formation, maintenance, and alteration operations (for private sector organisations) ▪ Changes in the location of suppliers, the structure of the supply chain, or in relationships with suppliers, including selection and termination	First report	Fully

Aspect	Indicator	Description	Where to find	Disclosure
	G4-17	a) List all entities included in the organisation's consolidated financial statements or equivalent documents. b) Report whether any entity included in the organisation's consolidated financial statements or equivalent documents is not covered by the report."	Annual report pp 12-17, 31, 120-128.	Fully
GSD	G4-18	a) Explain the process for defining the report content and the Aspect Boundaries. b) Explain how the organisation has implemented the Reporting Principles for Defining Report Content.	Annual report pages 21, 94,107-109, the online sustainability report and wilhelmsen.com.	Fully
	G4-19	List all the material Aspects identified in the process for defining report content.		
	G4-20	For each material Aspect, WW should report the Aspect Boundary within the organisation.		
	G4-21	For each material Aspect, report the Aspect Boundary outside the organisation		
	G4-22	Report the effect of any restatements of information provided in previous reports, and the reasons for such restatements.	First report	Fully
	G4-23	Report significant changes from previous reporting periods in the Scope and Aspect Boundaries.	First report	Fully
	G4-28	Reporting period (such as fiscal or calendar year) for information provided.	Fiscal year 2013	Fully
	G4-29	Date of most recent previous report (if any).	First report	Fully
	G4-30	Reporting cycle (such as annual, biennial).	Annual	Fully
	G4-31	Provide the contact point for questions regarding the report or its contents.	Group vice president corporate communications, benedicte.gude@wilhelmsen.com	Fully
	G4-32	a) Report the 'in accordance' option the organisation has chosen. b) Report the GRI Content Index for the chosen option c) Report the reference to the External Assurance Report, if the report has been externally assured. GRI recommends the use of external assurance but it is not a requirement to be 'in accordance' with the Guidelines.	In accordance with GRI 4, core level.	Fully
	G4-33	a) Report the organisation's policy and current practice with regard to seeking external assurance for the report. b) If not included in the assurance report accompanying the sustainability report, report the scope and basis of any external assurance provided. c) Report the relationship between the organisation and the assurance providers. d) Report whether the highest governance body or senior executives are involved in seeking assurance for the organisation's sustainability report.	The report has not been verified by externals, but DNVGL, as sustainability advisors, and PWC, as the company's auditor, has been consulted in the development of the report. The reports has been discussed and approved by the boards of the group.	Fully
	G4-34	Report the governance structure of the organization, including committees of the highest governance body. Identify any committees responsible for decision-making on economic, environmental and social impacts.	Fiscal year 2013	Fully

Aspect	Indicator	Description	Where to find	Disclosure
2. SUSTAINABILITY MANAGEMENT				
GSD	G4- DMA	**Disclosure on Management Approach** a) Report why the Aspect is material. Report the impacts that make this Aspect material. b) Report how the organisation manages the material Aspect or its impacts. c) Report the evaluation of the management approach, including: ▪ The mechanisms for evaluating the effectiveness of the management approach ▪ The results of the evaluation of the management approach ▪ Any related adjustments to the management approach	Annual report pages 21 and 107-109 and the "Sustainability management" section in the online sustainability report.	Fully
	G4-15	List externally developed economic, environmental and social charters, principles, or other initiatives to which the organisation subscribes or which it endorses.	See "Initiatives, principles and associations" in the oneline sustainability report.	Fully
	G4-16	List memberships of associations (such as industry associations) and national or international advocacy organisations in which the organisation: ▪ Holds a position on the governance body ▪ Participates in projects or committees ▪ Provides substantive funding beyond routine membership dues ▪ Views membership as strategic This refers primarily to memberships maintained at the organisational level.	See "Initiatives, principles and associations" in the oneline sustainability report.	Fully
	G4-24	Provide a list of stakeholder groups engaged by the organisation.	Annual report page 22 and the "Stakeholder involvement" section in the online sustainability report.	Fully
	G4-25	Report the basis for identification and selection of stakeholders with whom to engage.		Fully
	G4-26	Report the organisation's approach to stakeholder engagement, including frequency of engagement by type and by stakeholder group, and an indication of whether any of the engagement was undertaken specifically as part of the report preparation process.		Fully
	G4-27	Report key topics and concerns that have been raised through stakeholder engagement, and how the organisation has responded to those key topics and concerns, including through its reporting. Report the stakeholder groups that raised each of the key topics and concerns.		Fully
3. WW AND THE ENVIRONMENT				
GSD	G4 - 14	**Disclosure on Management Approach** Report whether and how the precautionary approach or principle is addressed by the organisation.	Annual report pages 19-20 and 107-109 and the "Environmental section" in the online sustainability report.	Fully
Energy	G4- EN3	**Energy consumption within the organisation** a) Report total fuel consumption from non-renewable sources in joules or multiples, including fuel types used. b) Report total fuel consumption from renewable fuel sources in joules or multiples, including fuel types used. c) Report in joules, watt-hours or multiples, the total: ▪ Electricity consumption ▪ Heating consumption ▪ Cooling consumption ▪ Steam consumption d) Report in joules, watt-hours or multiples, the total: ▪ Electricity sold ▪ Heating sold ▪ Cooling sold ▪ Steam sold e) Report total energy consumption in joules or multiples. f) Report standards, methodologies, and assumptions used. Report the source of the conversion factors used.	The "Environmental section" in the online sustainability report .	Fully

Aspect	Indicator	Description	Where to find	Disclosure
Emis-sions	G4-EN19	**Reduction of Greenhouse Gas (GHG) emissions** a) Report the amount of GHG emissions reductions achieved as a direct result of initiatives to reduce emissions, in metric tons of CO2 equivalent. b) Report gases included in the calculation (whether CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, or all). c) Report the chosen base year or baseline and the rationale for choosing it. d) Report standards, methodologies, and assumptions used. e) Report whether the reductions in GHG emissions occurred in direct (Scope 1), energy indirect (Scope 2), other indirect (Scope 3) emissions.	The "Environmental section" in the online sustainability report .	Fully
Emis-sions	G4-EN21	**NOX, SOX, and other significant air emissions** a) Report the amount of significant air emissions, in kilograms or multiples for each of the following: ▪ NOX ▪ SOX ▪ Persistent organic pollutants (POP) ▪ Volatile organic compounds (VOC) ▪ Hazardous air pollutants (HAP) ▪ Particulate matter (PM) ▪ Other standard categories of air emissions	The "Environmental section" in the online sustainability report .	Fully
4. WW IN THE COMMUNITY				
GSD	G4- DMA	**Disclosure on Management Approach** a) Report why the Aspect is material. Report the impacts that make this Aspect material. b) Report how the organisation manages the material Aspect or its impacts. c) Report the evaluation of the management approach, including: · The mechanisms for evaluating the effectiveness of the management approach · The results of the evaluation of the management approach · Any related adjustments to the management approach	Annual report 107-109, "WW and the community" in the online sustainability report and sponsorships on wilhelmsen.com.	Fully
Eco-nomic perfor-mance	G4-EC1	**Direct economic value generated and distributed** a) Report the direct economic value generated and distributed (EVG&D) on an accruals basis including the basic components for the organisation's global operations as listed below. If data is presented on a cash basis, report the justification for this decision and report the basic components as listed below: ▪ Direct economic value generated: ▪ Revenues ▪ Economic value distributed: ▪ Operating costs ▪ Employee wages and benefits ▪ Payments to providers of capital ▪ Payments to government (by country) ▪ Community investments ▪ Economic value retained (calculated as 'Direct economic value generated' less 'Economic value distributed') b) To better assess local economic impacts, report EVG&D separately at country, regional, or market levels, where significant. Report the criteria used for defining significance.	Annual report, Accounts and notes (income statement and in particular note 4 and 16 to group accounts) and "WW and the communicaty" in the online sustainability report.	Fully
Indirect eco-nomic impact	G4- EC7	**Development and impact of infrastructure and services supported** a) Report the extent of development of significant infastructure investments and services supported b) Report the current or expected impacts on communities and local economies. Report positive and negative impacts where relevant. c) Report whether these investments and services are commercial, in-kind, or pro bono engagements	Sponsorships on wilhelmsen.com	Fully

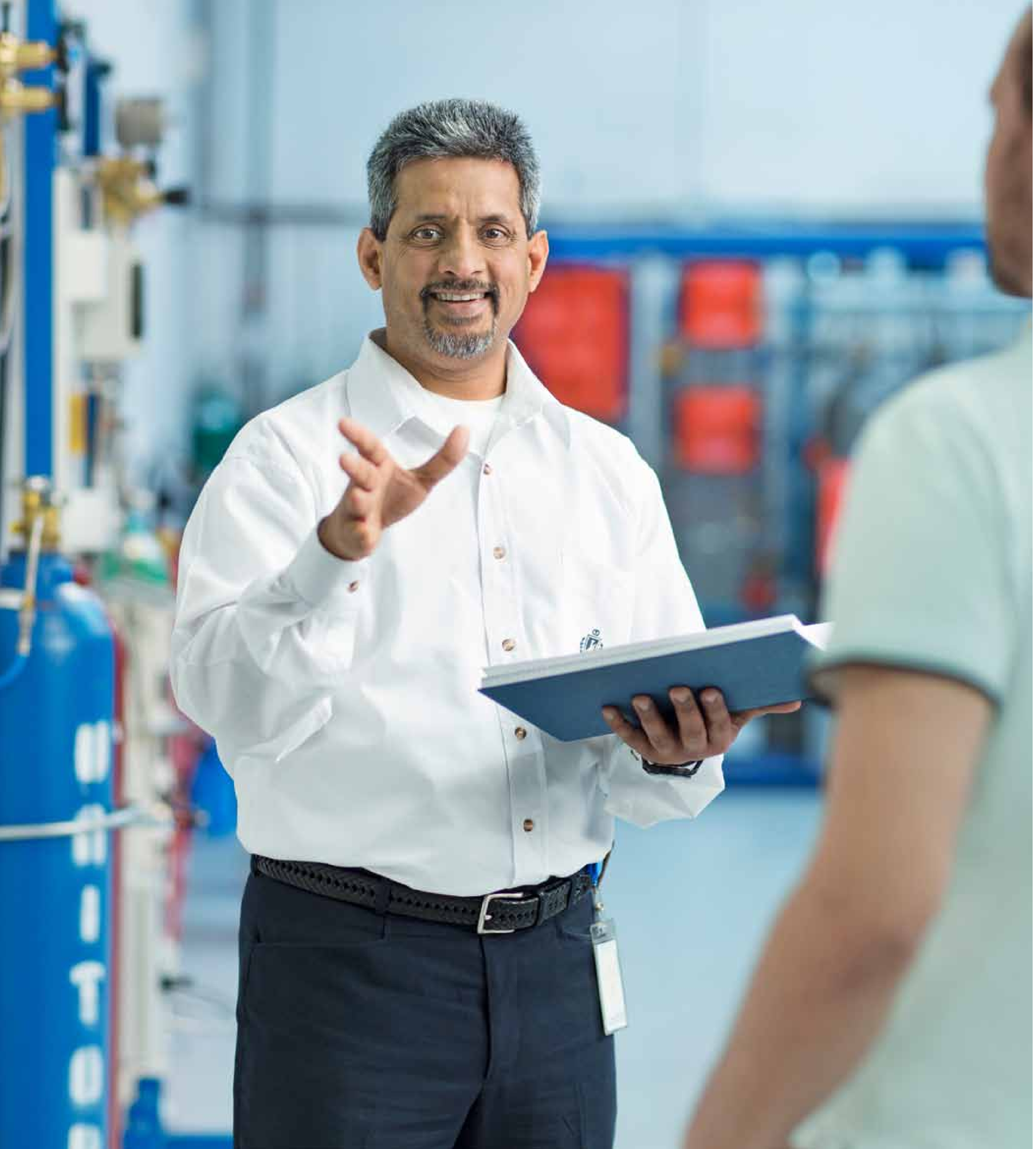
Aspect	Indicator	Description	Where to find	Disclosure
5. OUR EMPLOYEES				
GSD	G4- DMA	**Disclosure on Management Approach** a) Report why the Aspect is material. Report the impacts that make this Aspect material. b) Report how the organisation manages the material Aspect or its impacts. c) Report the evaluation of the management approach, including: ▪ The mechanisms for evaluating the effectiveness of the management approach ▪ The results of the evaluation of the management approach ▪ Any related adjustments to the management approach	Annual report pages 20, 107-109 and the "Our employees" section in the online sustainability report.	Fully
GSD	G4-10	a) Report the total number of employees by employment contract and gender.	Partially due to lack of data on empyment type (part time/full time). The "Our employees" section in the online sustainability report.	Fully
GSD	G4-10	b) Report the total number of permanent employees by employment type and gender.		Partially
GSD	G4-10	c) Report the total workforce by employees and supervised workers and by gender.		Fully
GSD	G4-10	d) Report the total workforce by region and gender.		Fully
GSD	G4-10	e) Report whether a substantial portion of the organisation's work is performed by workers who are legally recognized as self-employed, or by individuals other than employees or supervised workers, including employees and supervised employees of contractors.	None	Fully
GSD	G4-10	f) Report any significant variations in employment numbers (such as seasonal variations in employment in the tourism or agricultural industries).	None	Fully
GSD	G4-11	Report the percentage of total employees covered by collective bargaining agreements.	64% of total workforce (100% of seafarers)	Fully
Market presence	G4- EC6	**Proportion of senior management hired from the local community at significant locations of operation** a) Report the percentage of senior management at significant locations of operation that are hired from the local community.	90% are hired locally (38 of 42)	Fully
Market presence	G4- EC6	b) Report the definition of 'senior management' used.	Senior management is defined as the four highest layers of management hierchy from group CEO and group and central management teams down to business stream and regional vice presidents	Fully
Market presence	G4- EC6	c) Report the organisation's geographical definition of 'local'.	Defined as hired on a local contract	Fully
Market presence	G4- EC6	d) Report the definition used for 'significant locations of operation'.	Headofficeand regional headoffices	Fully
Employ-ment	G4-LA1	**Total number and rates of new employee hires and employee turnover by age group, gender and region** a) Report the total number and rate of new employee hires during the reporting period, by age group, gender and region. b) Report the total number and rate of employee turnover during the reporting period, by age group, gender and region.	Annual report page 20 and the "Our employees" section in the online sustainability report.	Fully
Labor/ mngt relations	G4-LA4	**Minimum notice periods regarding operational changes, including whether these are specified in collective agreements** a) Report the minimum number of weeks' notice typically provided to employees and their elected representatives prior to the implementation of significant operational changes that could substantially affect them. b) For organisations with collective bargaining agreements, report whether the notice period and provisions for consultation and negotiation are specified in collective agreements.	According to local rules and regulations. Example: min 3 months in Norway. According to standard CBA for seafarers.	Fully

Aspect	Indicator	Description	Where to find	Disclosure
Training and education	G4 – LA9	**Average hours of training per year per employee by gender, and by employee category** a) Report the average hours of training that the organisation's employees have undertaken during the reporting period, by: ▪ Gender ▪ Employee category	Partially due to lack of employee category and gender in training system. Three days on average for landbased employees. However, much of an employee's training is directly linked to their respective work field and/or position and not recorded centrally, indicating that the figure reported is substantially lower than the actual time spend on personal and professional development for each employee. Seafarers have extensive training throughout the year in order to be in compliance with rules and regulation and best practice. However, our systems are built to insure proper certificates and competences for the seafarers, and not for collecting quantative statistics such as number of training hours/days. We are therefore not able to report on the average number of training hours per year for seafarers.	Partially
	G4-LA11	**Percentage of employees receiving regular performance and career development reviews, by gender and by employee category** a) Report the percentage of total employees by gender and by employee category who received a regular performance and career development review during the reporting period.	For landbased employees in total: 81%. Employees 79% and manager 87%. Female 86% and male 79%. All seafarers receive a performance and career development review minimum once a year (100%)	Fully
6. HEALTH AND SAFETY				
GSD	G4- DMA	**Disclosure on Management Approach** a) Report why the Aspect is material. Report the impacts that make this Aspect material. b) Report how the organisation manages the material Aspect or its impacts. c) Report the evaluation of the management approach, including: ▪ The mechanisms for evaluating the effectiveness of the management approach ▪ The results of the evaluation of the management approach ▪ Any related adjustments to the management approach	Annual report pages 18-19 and 107-109 and the "Health and safety" section in the online sustainability report.	Fully

Aspect	Indicator	Description	Where to find	Disclosure
	G4 – LA6	**Type of injury and rates of injury, occupational diseases, lost days, and absenteeism, and total number of work-related fatalities, by region and by gender** a) Report types of injury, injury rate (IR), occupational diseases rate (ODR), lost day rate (LDR), absentee rate (AR) and work-related fatalities, for the total workforce (that is, total employees plus supervised workers), by: ▪ Region ▪ Gender b) Report types of injury, injury rate (IR), occupational diseases rate (ODR), lost day rate (LDR), absentee rate (AR) and work-related fatalities for independent contractors working on-site to whom the organisation is liable for the general safety of the working environment, by: ▪ Region ▪ Gender c) Report the system of rules applied in recording and reporting accident statistics.	Partially due to lack of group level system for registring/ collecting global health and safety issues. Annual report pages 18-19 and the "Health and safety" section in the online sustainability report.	Partially
Occupational health and safety	G4-LA8	**Health and safety topics covered in formal agreements with trade unions** a) Report whether formal agreements (either local or global) with trade unions cover health and safety. b) If yes, report the extent, as a percentage, to which various health and safety topics are covered by these agreements.	The "Health and safety" section in the online sustainability report. For collective bargaining agreements conducted for seafarers, refer to e.g. the Norwegian Shipowners' Association website rederi.no.	Fully
7. ETHICS AND ANTI-CORRUPTION				
GSD	G4-DMA	**Disclosure on Management Approach**	Annual report pages 21 and 107-109 and the "Ethics and anti-corruption" section in the online sustainability report.	Fully
GSD	G4-56	**Describe the organisation's values, principles, standards and norms of behavior such as codes of conduct and codes of ethics.**	Annual report pages 21 and 107-109 and the "Ethics and anti-corruption" section in the online sustainability report.	Fully
Anti-corruption	G4-SO3	**Total number and percentage of operations assessed for risks related to corruption and the significant risks identified** a) Report the total number and percentage of operations assessed for risks related to corruption. b) Report the significant risks related to corruption identified through the risk assessment.	Paritally as the percentage of operations assessed for risks are non-retrivable in certain group companies. In WSS and WSM, reporting is effectuated according to agreed implementation schedule. WTS has assessed the possible corruption risk related to geographical location for their eight sites. Possible risks related to operational corruption is estimated as: - Insignificant: 25% - Low: 12.5% - Medium: 62.5% - High: 0%	Partially

Aspect	Indicator	Description	Where to find	Disclosure
	G4-SO4	**Communication and training on anti-corruption policies and procedures** a) Report the total number and percentage of governance body members that the organisation's anti- corruption policies and procedures have been communicated to, broken down by region. b) Report the total number and percentage of employees that the organisation's anti-corruption policies and procedures have been communicated to, broken down by employee category and region. c) Report the total number and percentage of business partners that the organisation's anti-corruption policies and procedures have been communicated to, broken down by type of business partner and region. d) Report the total number and percentage of governance body members that have received training on anti-corruption, broken down by training e) Report the total number and percentage of employees that have received training on anti-corruption, broken down by employee category and region.	Partially, as current group systems only register completion rate and not include training broken down by region, gender and category. Annual report pages 21 and 107-109 and the "Ethics and anti-corruption" section in the online sustainability report.	Partially
	G4-SO5	**Confirmed incidents of corruption and actions taken** a) Report the total number and nature of confirmed incidents of corruption. b) Report the total number of confirmed incidents in which employees were dismissed or disciplined for corruption. c) Report the total number of confirmed incidents when contracts with business partners were terminated or not renewed due to violations related to corruption. d) Report public legal cases regarding corruption brought against the organisation or its employees during the reporting period and the outcomes of such cases.	The "Ethics and anti-corruption" section in the online sustainability report.	Fully
	G4-DMA	**Disclosure on Management Approach**	The "Ethics and anti-corruption" section in the online sustainability report.	Fully
Anti-com-petitive behaviour	G4-SO7	**Total number of legal actions for anti-competitive behavior, anti-trust, and monopoly practices and their outcomes** b) Report the total number of legal actions pending or completed during the reporting period regarding anti- competitive behavior and violations of anti-trust and monopoly legislation in which the organisation has been identified as a participant c) Report the main outcomes of completed legal actions, including any decisions or judgments.	The "Ethics and anti-corruption" section in the online sustainability report	Fully
	G4-DMA	**Disclosure on Management Approach**	The "Ethics and anti-corruption" section in the online sustainability report.	Fully
Compli-ance	G4-SO8	**Monetary value of significant fines and total number of non-monetary sanctions for non-compliance with laws and regulations** a) Report significant fines and non-monetary sanctions in terms of: • Total monetary value of significant fines • Total number of non-monetary sanctions • Cases brought through dispute resolution mechanisms b) If the organisation has not identified any non-compliance with laws or regulations, a brief statement of this fact is sufficient. Report the context against which significant fines and non-monetary sanctions were incurred.	The "Ethics and anti-corruption" section in the online sustainability report.	Fully

Aspect	Indicator	Description	Where to find	Disclosure
8. SUPPLY CHAIN				
GSD	G4-12	**Describe the organisation's supply chain.**	Partially as group systems not are able to retrive percentage figures, only fragmented facts from subsidiaries.	Partially
Supplier environ-mental assess-ment	G4-EN33	**Significant actual and potential negative environmental impacts in the supply chain and actions taken** a) Report the number of suppliers subject to environmental impact assessments. b) Report the number of suppliers identified as having significant actual and potential negative environmental impacts. c) Report the significant actual and potential negative environmental impacts identified in the supply chain. d) Report the percentage of suppliers identified as having significant actual and potential negative environmental impacts with which improvements were agreed upon as a result of assessment. Report the percentage of suppliers identified as having significant actual and potential negative environmental impacts with which relationships were terminated as a result of assessment, and why.		
Supplier assess-ment for labour practices	G4-LA15	**Significant actual and potential negative impacts for labor practices in the supply chain and actions taken** a) Report the number of suppliers subject to impact assessments for labor practices. b) Report the number of suppliers identified as having significant actual and potential negative impacts for labor practices. c) Report the significant actual and potential negative impacts for labor practices identified in the supply chain. d) Report the percentage of suppliers identified as having significant actual and potential negative impacts for labor practices with which improvements were agreed upon as a result of assessment. e) Report the percentage of suppliers identified as having significant actual and potential negative impacts for labor practices with which relationships were terminated as a result of assessment, and why.		
Supplier assess-ment for impacts on society	G4-SO10	**Significant actual and potential negative impacts on society in the supply chain and actions taken** a) Report the number of suppliers subject to assessments for impacts on society. b) Report the number of suppliers identified as having significant actual and potential negative impacts on society. c) Report the significant actual and potential negative impacts on society identified in the supply chain. d) Report the percentage of suppliers identified as having significant actual and potential negative impacts on society with which improvements were agreed upon as a result of assessment. e) Report the percentage of suppliers identified as having significant actual and potential negative impacts on society with which relationships were terminated as a result of assessment, and why		
	G4-EN32	**Percentage of new suppliers that were screened using environmental criteria** ▪ Report the percentage of new suppliers that were screened using environmental criteria.		
	G4- LA14	**Percentage of new suppliers that were screened using labor practices criteria** a) Report the percentage of new suppliers that were screened using labor practices criteria.		



◀ Elvis Fernandes

Technical manager North America, Safety Services & Lifesaving
Wilhelmsen Ships Service

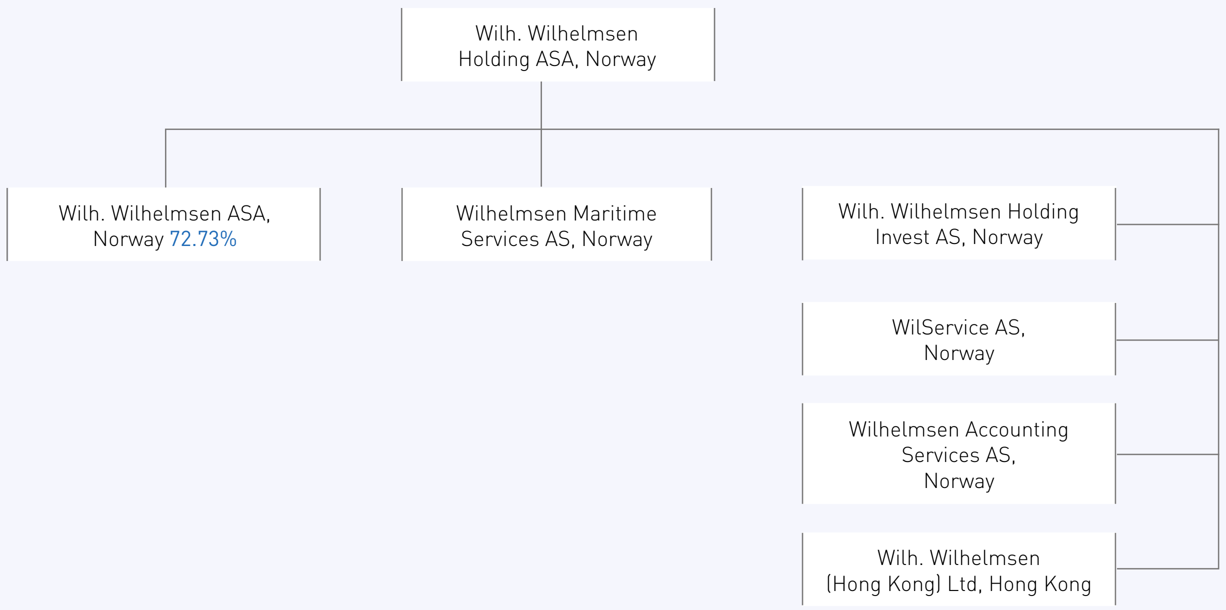
One of our most experienced technical managers, Elvis Fernandes, displays an enormous knowledge of all the aspects of our safety and lifesaving operations. 22 years in the company makes him certain that transparency is important and that we add value by imparting knowledge on our customers.

We are a solution provider, so we should not lose focus on what we are delivering to our customers. That is why my job is to empower our customer services' personnel to be up-to-date on the products we sell, so that they are able to offer solutions that will benefit the customers in an efficient and timely manner. The keys here are cost, time and value. Being in such a large organisation has the benefit of the exposure that we get. When the customers look at Wilhelmsen they appreciate the global consistency they are met with. Safety is paramount on all ships, so they want us as a provider to be able to take control of all of this and give them an end-result which is satisfactory.

Corporate structure

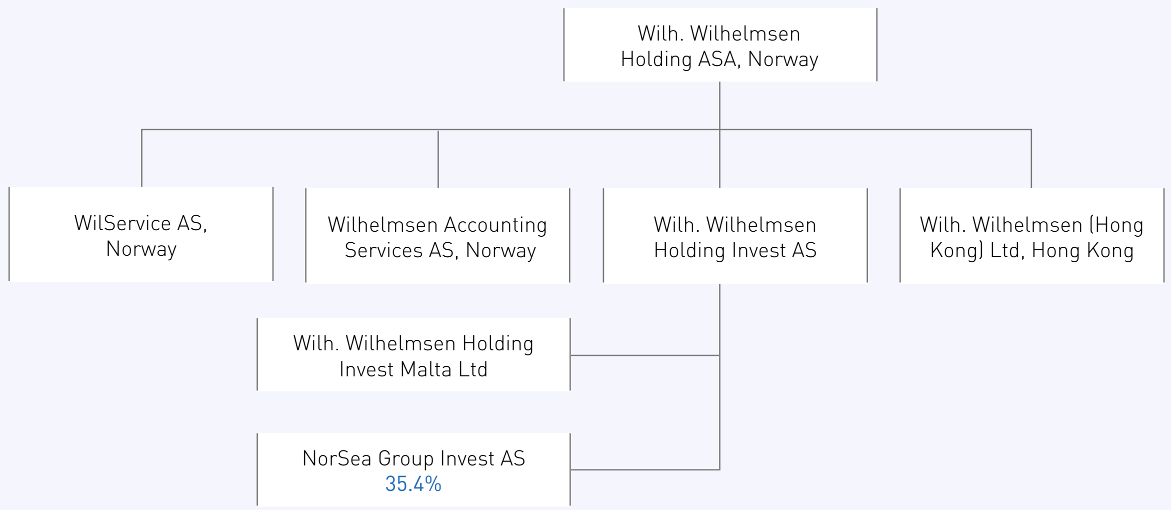
AS OF 31 DECEMBER 2013

WWH group main structure



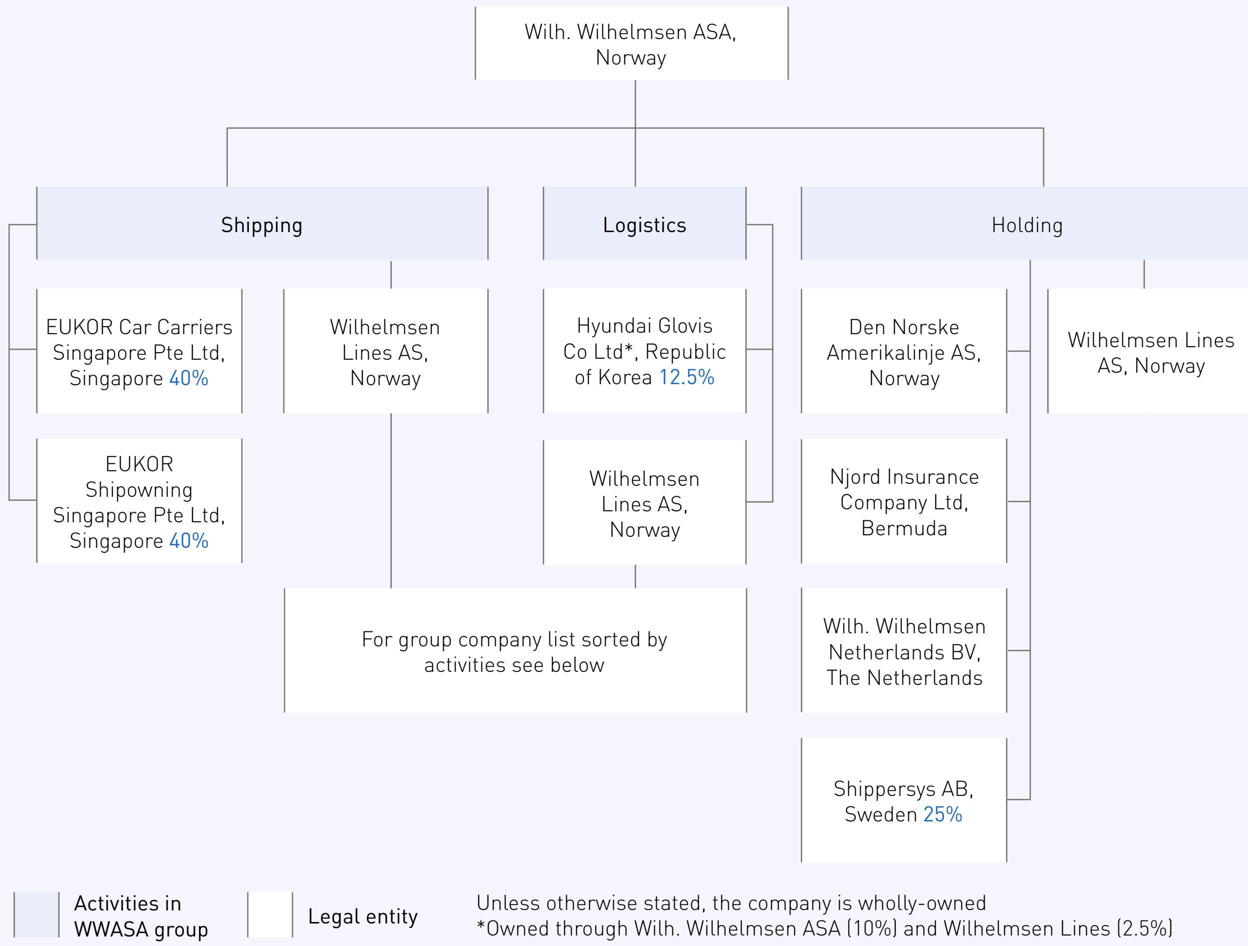
Unless otherwise stated, the company is wholly-owned

Holding and Investments segment



Unless otherwise stated, the company is wholly-owned

WWASA group segment



Unless otherwise stated, the company is wholly-owned
*Owned through Wilh. Wilhelmsen ASA (10%) and Wilhelmsen Lines (2.5%)

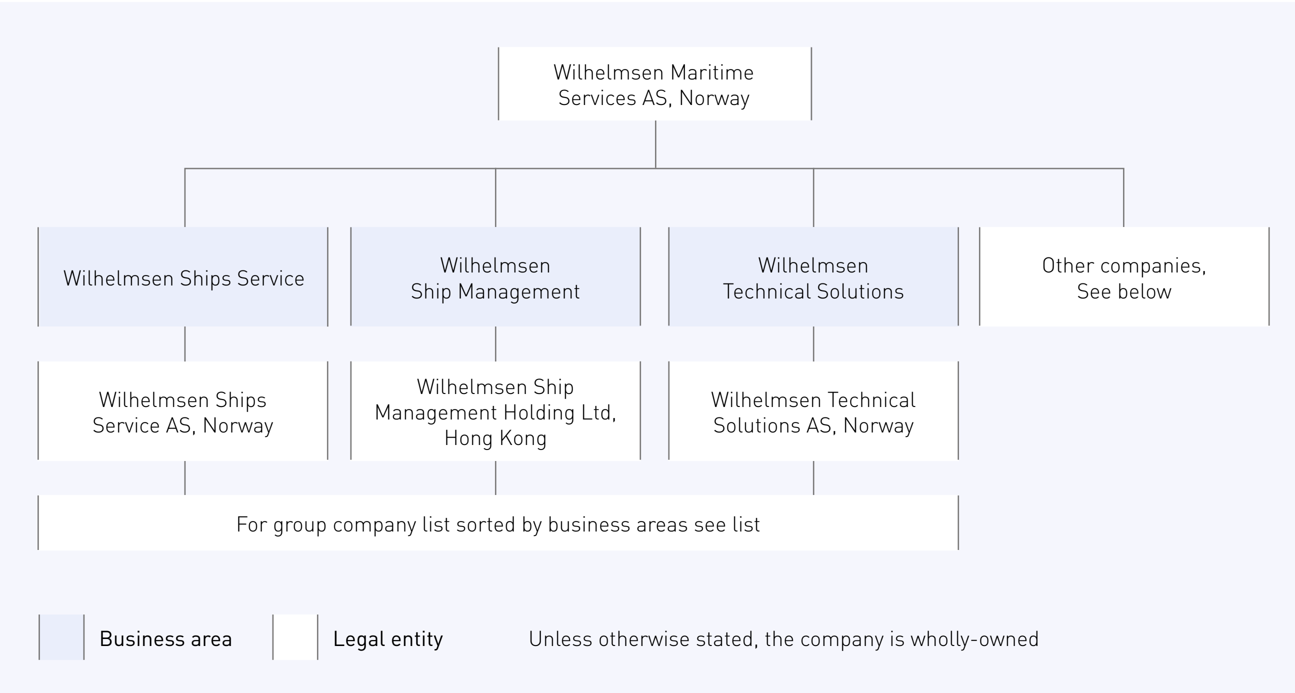
COMPANY NAME	COUNTRY	OWNER SHIP %
Wilhelmsen Lines AS (Shipping activities)		
Wilhelmsen Ships Holding Malta Ltd	Malta	100 %
- Wallenius Wilhelmsen Logistics AS	Norway	50 %
- EUKOR Car Carriers Inc	Republic of Korea	40 %
Hyundai Glovis Co Ltd *	Republic of Korea	2.5%
Tellus Shipping AS	Norway	50 %
Wilhelmsen Lines Shipowning AS	Norway	100 %
- Norwegian Car Carriers ASA (sale completed 18 March 2014)	Norway	6.5%
Wilhelmsen Lines Malta Ltd	Malta	100 %
Wilhelmsen Lines Shipowning Malta Ltd	Malta	100 %
Wilhelmsen Lines Car Carriers Ltd	United Kingdom	100 %
Mark I Shipping Pte Ltd	Singapore	50 %

Cont. WWASA group segment

COMPANY NAME	COUNTRY	OWNER SHIP %
American Roll-on Roll-off Carrier Holdings Inc	USA	50%
- American Roll-on Roll-off Carrier LLC	USA	100%
Fidelio Inc	USA	50%
- Fidelio Limited Partnership	USA	2%
Wilhelmsen Ships Holding AS*	Norway	100%
- Fidelio Limited Partnership*	USA	49%
Wilhelmsen Lines AS (Logistics activities)		
American Logistics Network LLC	USA	50%
- AP Logistics LLC	USA	50%
American Shipping & Logistics Group Inc	USA	50%
- American Insurance Providers Inc	USA	100%
- American Auto Logistics Limited Partnership	USA	100%
- Transcar GmbH	Germany	100%

*The company is allocated both to WWASA group's shipping and logistics activities

WMS group segment



COMPANY NAME	COUNTRY	OWNERSHIP %
Other companies		
Wilhelmsen IT Services Sdn Bhd	Malaysia	100.00%
Wilhelmsen IT Services AS	Norway	100.00%
Wilhelmsen Insurance Services AS	Norway	100.00%
Wilhelmsen Marine Fuels AS	Norway	100.00%
Wilhelmsen Marine Fuels Pte Ltd	Singapore	100.00%
Wilhelmsen Premier Marine Fuels (Pty) Ltd	Republic of South Africa	100.00%
Wilhelmsen Marine Fuels Limited	United Kingdom	100.00%

Cont. WMS group segment

COMPANY NAME	COUNTRY	OWNERSHIP %
Wilhelmsen Ships Service		
Wilhelmsen Ships Service Algeria SPA	Algeria	49.00%*
Wilhelmsen Ships Service Argentina SA	Argentina	100.00%
New Wave Maritime Services Pty Ltd	Australia	100.00%
Wilh. Wilhelmsen Oceania Pty Ltd	Australia	50.00%*
Wilhelmsen Ships Service Pty Limited	Australia	100.00%
Wiltrading (Darwin) Pty Ltd	Australia	50.00%*
WLB Shipping Pty Ltd	Australia	100.00%
WWHI Property Australia Pty Ltd	Australia	100.00%
Almoayed Wilhelmsen Ltd	Bahrain	40.00%*
Wilhelmsen Ships Service Limited	Bangladesh	50.00%
Wilhelmsen Ships Service NV	Belgium	100.00%
Barwil Brasil Agencias Maritimas Ltda	Brazil	100.00%
Wilhelmsen Ships Service do Brasil Ltda	Brazil	100.00%
Wilhelmsen Ships Service Ltd	Bulgaria	100.00%
Wilhelmsen Ships Service Inc	Canada	100.00%
Wilhelmsen Ships Service Agencia Maritima SA	Chile	100.00%
Wilhelmsen Ships Service (Chile) S.A.	Chile	100,00 %
Wilhelmsen Huayang Ships Service (Beijing) Co Ltd	China	50.00%
Wilhelmsen Huayang Ships Service (Shanghai) Co Ltd	China	49.00%*
Wilhelmsen Ships Service Co., Ltd	China	100.00%
Wilhelmsen Ships Service Colombia SAS	Colombia	100.00%
Wilhelmsen Ships Service Cyprus Ltd	Cyprus	100.00%
Wilhelmsen Ships Service A/S	Denmark	100.00%
Wilhelmsen Ships Service Ecuador SA	Ecuador	100.00%
Barwil Arabia Shipping Agencies SAE	Egypt	24.50%
Barwil Egytrans Shipping Agencies SAE	Egypt	49.00%*
Scan Arabia Shipping Agencies SAE	Egypt	49.00%*
Wilhelmsen Ships Service Oy Ab	Finland	100.00%
Auxiliaire Maritime SAS	France	100.00%
Wilhelmsen Ships Service France SAS	France	100.00%
Barwil Georgia Ltd	Georgia	50.00%
Wilhelmsen Ships Service Georgia Ltd	Georgia	50.00%
Barwil Agencies GmbH	Germany	100.00%
Wilhelmsen Ships Service GmbH	Germany	100.00%
Barwil Black Sea Shipping Ltd	Gibraltar	50.00%
Wilhelmsen Ships Service (Gibraltar) Limited	Gibraltar	100.00%
Wiltrans (Gilbraltar) Limited	Gibraltar	100.00%
Barwil Hellas Ltd	Greece	60.00%
Uniref SA	Greece	100.00%
Wilhelmsen Ships Service Hellas SA	Greece	100.00%
Wilhelmsen Ships Service Limited	Hong Kong	100.00%
Wilhelmsen Maritime Services Private Limited	India	100.00%
Wilhelmsen Ships Service Private Limited	India	100.00%
Wiltrans Logistics & Shipping Company Private Limited	India	100.00%
WSS Business Services India Private Limited	India	100.00%
P.T. Tirta Samudera Caraka	Indonesia	0.00%*
P.T. Tirta Sarana Banjar	Indonesia	0.00%*
P.T. Tirta Sarana Borneo	Indonesia	0.00%*
P.T. Tirta Sarana Dermaga	Indonesia	0.00%*
P.T. Tirta Sarana Jasatama	Indonesia	0.00%*
P.T. Tirta Wahana Transportama	Indonesia	0.00%*
Barwil For Maritime Services Co Ltd	Iraq	100.00%
Wilhelmsen Ships Service SpA	Italy	100.00%

Cont. WMS group segment

COMPANY NAME	COUNTRY	OWNERSHIP %
Wilhelmsen Ships Service (Japan) Pte Ltd - Legal Branch	Japan	100.00%
Wilhelmsen Ships Service Co Ltd	Japan	100.00%
Wilhelmsen Ships Service Ltd	Kenya	100.00%
Alghanim Barwil Shipping Co-Kutayba Yusuf Ahmed & Partners WLL	Kuwait	49.00%
Barwil-Andersson Agencies Ltd	Latvia	49.00%
Wilhelmsen Ships Service Lebanon SAL	Lebanon	49.00%
Barwil Westext Sdn Bhd	Malaysia	25.00%*
Wilhelmsen Agencies Sdn Bhd	Malaysia	100.00%
Wilhelmsen Freight & Logistics Sdn Bhd	Malaysia	100.00%
Wilhelmsen Ships Service Holdings Sdn Bhd	Malaysia	100.00%
Wilhelmsen Ships Service Malaysia Sdn Bhd	Malaysia	30.00%*
Wilhelmsen Ships Service Trading Sdn Bhd	Malaysia	100.00%
Wilhelmsen Ships Service Malta Limited	Malta	100.00%
Unitor de Mexico, SA de CV	Mexico	100.00%
Wilhelmsen Ships Service (Mozambique), Limitada	Mozambique	100.00%
Eurokor Barging B.V.	Netherlands	50,00 %*
Wilhelmsen Ships Service B.V.	Netherlands	100.00%
Unitor Ships Service NV Netherlands Antilles	Netherlands Antilles	100.00%
Wilh. Wilhelmsen (New Zealand) Limited	New Zealand	100.00%
Wilhelmsen Ships Service Limited	New Zealand	100.00%
Barwil Agencies AS	Norway	100.00%
Wilhelmsen Chemicals AS	Norway	100.00%
Wilhelmsen Ships Service AS	Norway	100.00%
Towell Barwil Co LLC	Oman	60,00 %
Wilhelmsen Ships Service (Private) Limited	Pakistan	49,00 %*
Barwil Agencies SA	Pananma	100.00%
Intertransport Air Logistics SA	Pananma	100.00%
Lonemar SA	Pananma	100.00%
Lowill SA	Pananma	100.00%
Scan Cargo Services SA	Pananma	100.00%
Transcanal Agency SA	Pananma	100.00%
Wilhelmsen Ships Service SA	Pananma	100.00%
Wilhelmsen Ships Service Peru SA	Peru	100.00%
Wilhelmsen-Smith Bell (Subic) Inc	Philippines	50.00%
Wilhelmsen-Smith Bell Shipping Inc	Philippines	40.00%*
Wilhelmsen Ships Service Philippines Inc	Philippines	100.00%
Wilhelmsen Ships Service Polska Sp zoo	Poland	100.00%
Argomar-Navegcao e Transportes SA	Portugal	100.00%
Barwil-Knudsen, Agente de Navagacao Lda	Portugal	100.00%
Wilhelmsen Ships Service Portugal, SA	Portugal	100.00%
Wilhelmsen Ship Services Qatar Ltd	Qatar	0.00%*
Barwil (South Africa) Pty Ltd	Republic of South Africa	100.00%
Krew-Barwil (Pty) Ltd	Republic of South Africa	49.00%
Wilhelmsen Ships Services (Pty) Ltd	Republic of South Africa	100.00%
Wilhelmsen Ships Services South Africa (Pty) Ltd	Republic of South Africa	70.00%
Wilhelmsen Hyopwoon Ships Service Ltd	Republic of Korea	50.00%
Wilhelmsen Ship Services Co Ltd	Republic of Korea	100.00%
Barwil Star Agencies SRL	Romania	100.00%
Barwil Novorossiysk Ltd	Russia	100.00%
Wilhelmsen Ships Service OOO	Russia	100.00%
Barwil Agencies Ltd For Shipping	Saudi Arabia	70.00%
Binzagr Barwil Maritime Transport Co Ltd	Saudi Arabia	50.00%
Nagliyat Al-Saudia Co Ltd	Saudi Arabia	0.00%*
Wilhelmsen Ships Service Senegal SUARL	Senegal	100.00%

Cont. WMS group segment

COMPANY NAME	COUNTRY	OWNERSHIP %
Unitor Cylinder Pte Ltd	Singapore	100.00%
Wilhelmsen Ships Service (Japan) Pte Ltd	Singapore	100.00%
Wilhelmsen Ships Service (S) Pte Ltd	Singapore	100.00%
Wilhelmsen Ships Service Canarias SA	Spain	100.00%
Wilhelmsen Ships Service Spain SAU	Spain	100.00%
Wilhelmsen Meridian Navigation Ltd	Sri Lanka	40.00%
Baasher Barwil Agencies Ltd	Sudan	50.00%
Alarbab For Shipping Co. Ltd	Sudan	0.00%*
Wilhelmsen Ships Service AB	Sweden	100.00%
National Company for Maritime Agencies Ltd	Syria Arab Republic	50.00%
Wilhelmsen Ships Service Inc	Taiwan	100.00%
Wilhelmsen Ship Services Ltd	Tanzania	100.00%
Wilhelmsen Ships Service (Thailand) Ltd	Thailand	49.00%*
Wilhelmsen Denizcilik Hizmetleri Ltd Sirketi	Turkey	100.00%
Wilhelmsen Lojistick Hizmetleri Ltd Sirketi	Turkey	100.00%
Crewing Agency "Barber Manning"	Ukraine	100.00%
Wilhelmsen Ships Service Ukraine Ltd	Ukraine	100.00%
Barwil Abu Dhabi Ruwais LLC	United Arab Emirates	0.00%*
Barwil Dubai LLC	United Arab Emirates	49.00%*
Wilhelmsen Ship Services LLC	United Arab Emirates	42.50%
Triangle Shipping Agencies LLC	United Arab Emirates	49.00%*
Wilhelmsen Ships Service AS (Dubai Branch)	United Arab Emirates	100.00%
Wilhelmsen Maritime Services JAFZA	United Arab Emirates	100.00%
Wilhelmsen Ships Service (L.L.C)	United Arab Emirates	49.00%*
Denholm Barwil Ltd.	United Kingdom	40.00%
Wilhelmsen Ships Service Limited	United Kingdom	100.00%
Knight Transport Ltd	United States	33,34 %
Wilhelmsen Ships Service Inc	United States	100.00%
Barwil de Venezuela CA	Venezuela	50.00%
Barwil-Sunnytrans Ltd	Vietnam	49.00%
International Shipping Co Ltd	Yemen	0.00%*
Wilhelmsen Ship Management		
Unicorn Shipping Services Ltd.	Bangladesh	51.00%
Wilhelmsen Ship Management Serviços Marítimos do Brasil Ltda.	Brazil	100.00%
Wilhelmsen Ship Management d.o.o.	Croatia	100.00%
Barklav (Hong Kong) Limited	Hong Kong	50.00%
Wilhelmsen Marine Personnel (Hong Kong) Ltd	Hong Kong	100.00%
Wilhelmsen Ship Management Holding Limited	Hong Kong	100.00%
Wilhelmsen Ship Management Limited	Hong Kong	100.00%
WSM Global Services Limited	Hong Kong	100.00%
Wilhelmsen Ship Management (India) Private Limited	India	100.00%
Global Vessel Management Ltd	Liberia	33.33%
Wilhelmsen Ship Management Sdn Bhd	Malaysia	100.00%
Wilhelmsen Ship Management Services Sdn Bhd	Malaysia	100.00%
Unicorn Shipping Services Limited	Mauritius	51.00%
Wilhelmsen Marine Personnel (Myanmar) Company Limited	Myanmar	100.00%
Barber Moss Ship Management AS	Norway	50.00%
Golar Wilhelmsen Management AS	Norway	40.00%
Wilhelmsen Marine Personnel (Norway) AS	Norway	100.00%
Wilhelmsen Ship Management (Norway) AS	Norway	100.00%
OOPS (Panama) SA	Panama	100.00%
Wilhelmsen-Smith Bell Manning Inc	Philippines	25.00%*
Wilhelmsen Marine Personnel Sp z.o.o.	Poland	100.00%

Cont. WMS group segment

COMPANY NAME	COUNTRY	OWNERSHIP %
Haeyoung Maritime Services Co Ltd	Republic of Korea	20.00%
Wilhelmsen Ship Management Korea Ltd	Republic of Korea	100.00%
Barklav SRL	Romania	50.00%
Wilhelmsen Marine Personnel Novorossiysk Ltd	Russia	100.00%
Wilhelmsen Ship Management Singapore Pte Ltd	Singapore	100.00%
Wilhelmsen Marine Personnel (Ukraine) Ltd	Ukraine	100.00%
Wilhelmsen Ship Management (USA) Inc	United States	100.00%
Wilhelmsen Technical Solutions		
Wilhelmsen Technical Solutions do Brasil Ltda	Brazil	100.00%
Novenco Trade (Shanghai) Co Ltd	China	100.00%
Ti China Co Ltd	China	100.00%
Wilhelmsen Technical Solutions Production Co Ltd	China	100.00%
Wilhelmsen Technical Solutions China Co. Ltd	China	100.00%
Novenco Fire Fighting A/S	Denmark	100.00%
Wilhelmsen Technical Solutions A/S	Denmark	100.00%
TI Marine Contracting Japan Co. Ltd	Japan	100.00%
Wilhelmsen Technical Solutions Co. Ltd	Japan	100.00%
Maritime Protection AS	Norway	100.00%
TI Marine Contracting AS	Norway	100.00%
Wilhelmsen Technical Solutions AS	Norway	100.00%
Wilhelmsen Technical Solutions Norway AS	Norway	100.00%
Wilhelmsen Technical Solutions Sp. z.o.o.	Poland	100.00%
TI Korea Co. Ltd	Republic of Korea	100.00%
Wilhelmsen Technical Solutions Korea Co Ltd	Republic of Korea	100.00%
Wilhelmsen Technical Solutions Pte Ltd	Singapore	100.00%
Wilhelmsen Technical Solutions Sweden AB	Sweden	100.00%
Wilhelmsen Technical Solutions AB	Sweden	100.00%
European Manning Services Ltd	United Kingdom	100.00%
Ticon Insulation Limited	United Kingdom	100.00%
Wilhelmsen Technical Solutions, Inc	United States	100.00%

* Additional profit share agreement

WW fleet

Flag and ownership status as per 31.12.2013 :

Name	Built	Type	Flag	WWASA ownership/ control
PCTC				
MHI TYPE				
TORRENS	2004/10	PCTC	GBR	Financial lease
TORONTO	2005/8	PCTC	GBR	Financial lease
TOLEDO	2005/2	PCTC	GBR	Financial lease
TOPEKA	2006/06	PCTC	GBR	Owned
TOMBARRA	2006/09	PCTC	GBR	Owned
TORTUGAS	2006/12	PCTC	GBR	Owned
TOMAR	2008/10	PCTC	GBR	Owned
TOREADOR	2008/12	PCTC	GBR	Owned
TORINO	2009/03	PCTC	GBR	Owned
TOSCANA	2009/06	PCTC	GBR	Owned
TONGALA	2012/09	PCTC	MLT	Owned
TAKARA	1986/09	PCTC	NIS	Short B/B
TAI SHAN	1986/12	PCTC	NIS	Short B/B
TANCRED	1987/04	PCTC	NIS	Owned
TRINIDAD	1987/09	PCTC	NIS	Owned
TRIANON	1987/04	PCTC	NIS	Owned
TAGUS	1985/03	PCTC	NIS	Owned
TASCO	1985/02	PCTC	NIS	Owned
HHI				
MORNING CONCERT	2006/04	PCTC	GBR	Owned
LCTC				
TIJUCA	2008/12	LCTC	NIS	Owned
TIRRANNA	2009/6	LCTC	NIS	Owned
LCTC2				
TIGER	2011/06	LCTC	MLT	Owned
TUGELA	2011/07	LCTC	MLT	Owned
TITANIA	2011/12	LCTC	MLT	Owned
TULANE	2012/06	LCTC	MLT	Owned
RORO				
MARK V				
TØNSBERG	2011/03	RO/RO	MLT	Owned
TYSLA	2012/01	RO/RO	MLT	Owned
MARK IV				
TAMESIS	2000/04	RO/RO	NIS	Owned
TALISMAN	2000/06	RO/RO	NIS	Owned
TARAGO	2000/09	RO/RO	NIS	Owned
TAMERLANE	2001/02	RO/RO	NIS	Owned
MARK II				
TAIKO	1984/06	RO/RO	NIS	Owned
TEXAS	1984/03	RO/RO	NIS	Owned

On the cover:

▲ Diwakar Sethi

3rd officer, Wilhelmsen Ship Management

Navigation, as well as keeping the ship, the people on board and the environment safe, are large parts of a 3rd officers responsibilities. With his five years in the company, Diwakar Sethi feels he is an intricate part of a team effort..

I am proud to be part of a company that has been running for more than 150 years. One of the reasons for our long history is the company's focus on health and safety. To be, Wilhelmsen symbolises high standards. This is even more important today, with fierce competition both for business and experience employees.

For us to excel on performance, it requires us all to step up for the company. We are all equally important members of the Wilhelmsen team. On shore or at sea, we all have to perform as a one team. To me, this is critical for us to succeed and reach our overall vision of shaping the maritime industry.

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