ANNUAL REPORT 2005

WILSON
· THE PREFERRED CARRIER ·

contents

Wilson EuroCarriers shall control more cargo than any other ”short sea” operator in Europe. We shall run our business and operate our ships more efficient than our competitors.

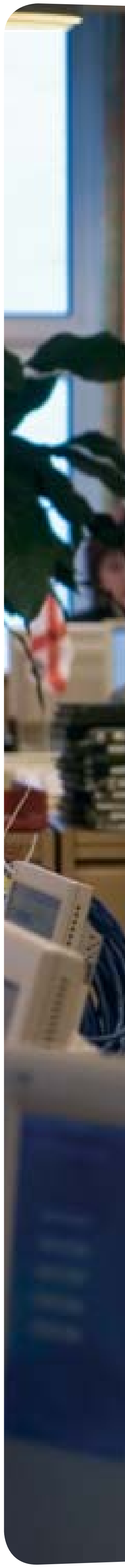
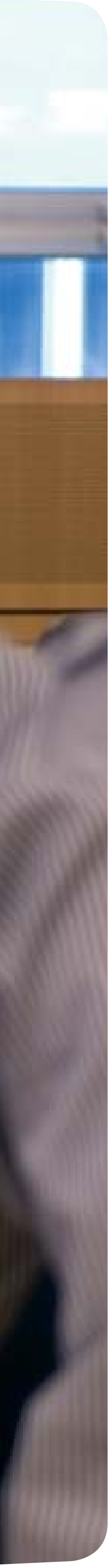


Photo: Helge Skodvin



Highlights 2005

Chairman Kristian Eidesvik rings the bell at the Oslo Stock Exchange on 17 March 2005. Also present are managing director Øyvind Gjerde and finance manager Trond Borge.

07-01-05
Purchase of MV Plato
(1989, 3677dwt)
Price: EUR 2,670,000
Wilson purchases its first of 11 vessels in 2005. Later purchases in 2005 of Wilson Husum, Wilson Humber, Wilson Riga and Wilson Rouen are all based on previously agreed purchase options at favourable prices.

07-01-05
Purchase of MV Wilson Gdansk
(1993, 3540dwt)
Previous name: MV Carrier
Price: EUR 3,150,000

18-01-05
Application submitted for listing of Wilson ASA on the Oslo Børs
Application sent to the Oslo Stock Exchange following the Board's decision to apply for stock market listing.

14-02-05
Purchase of MV Wilson Gdynia
(1994, 3540dwt)
Previous name: MV Dutch Sea
Price: NOK 26,000,000
Purchase implemented via a financial lease agreement with Caiano Shipping AS, the same type of transaction used for the purchase of Wilson Gijon.

14-03-05
Purchase of MV Wilson Grimsby
(1993, 3540dwt)
Previous name: MV Express
Price: EUR 3,150,000

17-03-05
First day of trading for Wilson ASA on the Oslo Stock Exchange
In preparation for stock market listing Wilson implements a dispersion sale of 35% of the company's shares. The sale is considerably oversubscribed. Wilson's shares are listed on the Oslo Børs at an opening price of NOK 20 after the price for the dispersion sale was set at NOK 19.50.

07-04-05
Purchase of MV Wilson Gijon
(1993, 3540dwt)
Previous name: MV Dutch Spear
Price: NOK 26,000,000

19-05-05
Wilson presents its first quarterly report as a listed company
Wilson delivers good Q1 results with an EBITDA of NOK 59 million and a pre-tax profit of NOK 42m. The results represent a substantial improvement on 2004. Analysts and the financial press say "Wilson delivers".

17-06-05
Purchase of MV Wilson Mar
(1985, 9600dwt)
Previous name: MV Selas
Price: USD 5,725,000
Wilson Mar is Wilson's largest vessel and the idea is to use it for contracts where there is a demand for greater tonnage.

IKEA launches its 2005 catalogue on board Wilson Borg.

30-06-05
NOK 200m investment facility agreed for purchase of ships
The facility ensures the financing of future investments in ships for purposes of renewing the fleet and increasing capacity.

30-06-05
Acquisition of Multibulk AS including Wilson Husum and Wilson Humber
Total price: NOK 62,000,000

MV Wilson Husum
(1998, 4200dwt)
Previous name: MV Marble Sea

MV Wilson Humber
(1999, 4200dwt)
Previous name: MV Marble Bay

06-08-05
IKEA launch on board Wilson Borg
Wilson Borg takes on an unusual assignment when IKEA uses the ship's hold to launch its new catalogue.

08-08-05
Purchase of MV Wilson Riga and MV Wilson Rouen
(Both: 1976, 6000dwt)
Total price: NOK 7,900,000

18-08-05
Presentation of Q2 results
Wilson presents its best interim results ever with an EBITDA of NOK 89m and a pre-tax profit of NOK 68m.

07-10-05
Purchase of MV Wilson Garston
(1989, 3500dwt)
Previous name: MV Hanseatic Sun

02-11-05
Presentation of Q3 results
A weaker spot market results in lower earnings in the third quarter. Despite this, the company had an EBITDA of NOK 75m and pre-tax profit of NOK 54m.

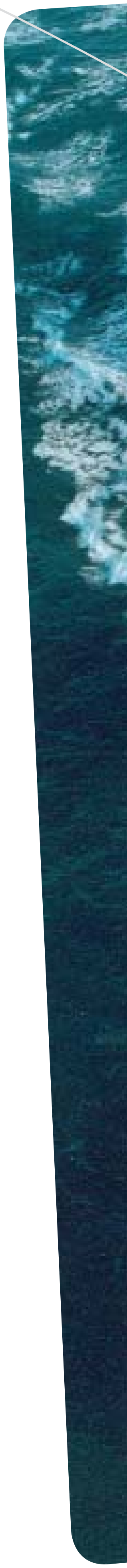
08-02-06
Wilson presents its best results ever
Wilson presents its best results ever with an EBITDA for 2005 of NOK 291m and a pre-tax profit of NOK 197m. The Board proposes a dividend of NOK 1 per share.

MV Wilson Grimsby was one of 11 vessels purchased by Wilson in 2005. The photograph shows the vessel in Dordrecht carrying fertilizer from Yara Glomfjord.

Financial highlights

RESULT (NOK Mill.)	2005 IFRS	2004 IFRS	2003 NGAAP	2002 NGAAP	2001 NGAAP
Gross freight income	1 633,0	1 467,9	1 254,6	1 163,5	1 200,4
EBITDA	290,9	233,9	158,3	121,2	40,2
EBIT (Operating profit)	198,2	178,9	97,2	63,5	(4,2)
Financial income	1,3	0,5	0,9	2,5	1,1
Financial expences	31,2	23,1	25,3	32,2	44
Pre-tax profit	197,4	159,9	65,0	39,6	(47,7)
Profit after tax	159,0	118,1	47,5	31,0	(36,5)
Result per share (NOK)	3,77	3,16	2,62	2,03	neg
BALANCE (NOK Mill.)					
Book equity	475,4	311,0	118,2	69,0	53,8
Total assets	1 329,5	1 082,8	752,0	805,7	651,1
Net interest bearing debt	558,9	566,3	529,5	613,1	477,6
MARGINS:					
EBITDA margin, % [1])	17,8	15,9	12,6	10,4	3,3
EBIT margin, % [2])	12,1	12,2	7,7	5,5	(0,3)
Profit margin, % [3])	12,1	10,9	5,2	3,4	(4,0)
RETURNS:					
Return on shareholders equity [4])	40,4	55,0	50,7	50,5	-50,6
Return on total capital [5])	20,0	19,6	12,6	8,2	-0,5
CAPITALSTRUCTURE					
Debt/equity ratio, multiple [6])	1,2	1,8	4,5	8,9	8,9
Interest cover ratio, multiple [7])	7,3	7,9	3,6	2,2	(0,1)
Equity assets ratio, % [8])	35,8	28,7	15,7	8,6	8,3

[1]) Operating profit before depreciation as a percentage of gross freight income
[2]) EBIT (Operating profit) as a percentage of gross freight income
[3]) Profit after financial items as a percentage of gross freight income
[4]) Profit after tax for the year in relation to average shareholders equity
[5]) Operating profit/loss plus financial income in relation to average balance sheet total
[6]) Net debt in relation to shareholders equity and minority interests
[7]) Profit/loss after net finacial items plus interests expences charged as a percentage of interest expences
[8]) Shareholders equity plus minority interest in relation to balance sheet total



Wilson Mar

2005 - Prospects

The very good results for 2005 are the culmination of years of focused effort. We have stuck to our strategy; simply described as "doing more of what we do best". Our highly experienced employees have made a strong contribution and, in combination with correct cost structuring, have produced results. The capital injected into the company in previous years by the owners has enabled us to increase our fleet considerably. It is with great pleasure, therefore, that this year we are able to offer a visible return on capital in the form of a solid dividend.

Even though we cannot live off yesterday's results, we have built a very good base on which to develop the company further. We have a solid contract system, costs are under control, and we have created a rational structure. Moreover, through our stock-exchange listing we also have access to the capital market.

The company is aiming for further growth, but not growth in isolation. In order to be more effective within small margins, it is important to operate a large system. This also gives industry – our clients – a flexible and competitive service.

Our anchor pile is, and will continue to be, traffic to and from Norway, but the trend in the past two years of most of our growth occurring in Europe will no doubt continue. Among other things, our power-intensive clients in Norway, roughly 10% of our total turnover, will have to continue to adjust to new framework conditions.

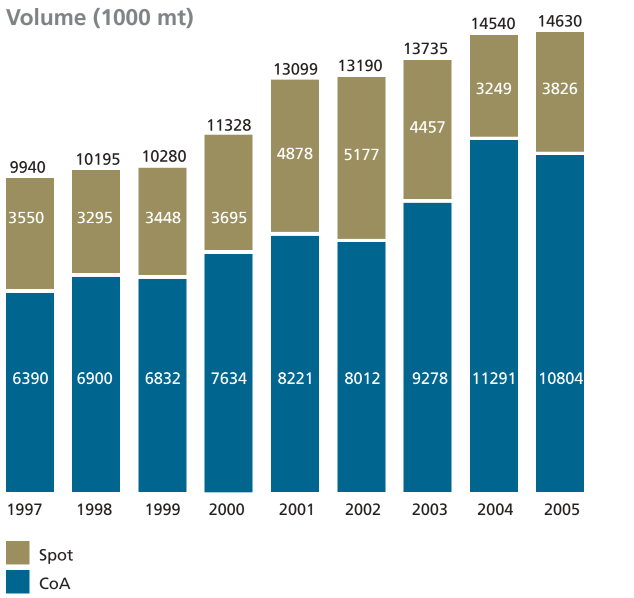
When we meet our clients we emphasise from the organisation's side that the entire manner in which we operate is characterised by integrity. Over the years, this has helped us build long and lasting relationships with industry. Clients want to know what they are getting when they deal with WILSON – predictability and solidity is a sign of quality. And so it will be in the future.

The market around us is constantly throwing up new challenges. The competition is hard and price-intensive. The rules for managing and operating ships are becoming stricter by the year. Bunker rates are increasing rapidly. Despite having only a limited effect so far, it can easily become a factor that restricts trade. Key figures for the European economy show a rather limited growth. Market improvements over the past two years have also prompted modest growth in the number of new vessels being built.

With Wilson's leading position and fundamental values, the company will continue to show a positive development. We have managed to establish a high level of earnings, and together with a high percentage of contracts the company's profitability is considered stable. However, the spot market has fallen in the past six months and profit expectations for 2006 are somewhat lower than 2005.

The potential for "new" contracts is good. At the same time it will also be easier to make structural changes in a weaker market, and in this manner we hope that new and exciting opportunities for further consolidation will arise in 2006!

We hope that the information provided in our Annual Report will put the above in perspective and provide a better insight into Wilson's activities – happy reading!



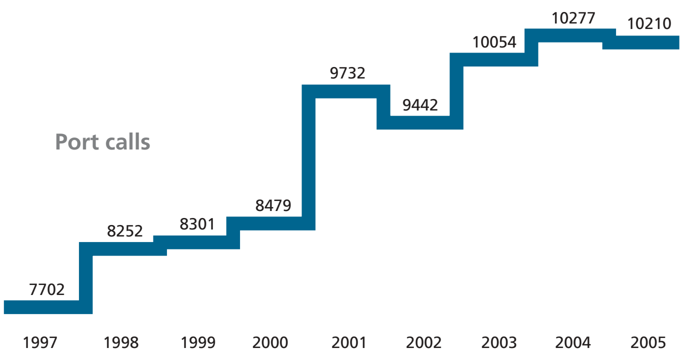


Photo: Helge Skodvin

Bergen, February 2006

Øyvind Gjerde, Managing Director

Wilson Industrial shipping for 60 years

BY DAG BAKKA JR.

For more than 60 years Wilson has been a provider of effective and flexible transport services for the mining and manufacturing industries. Today, Wilson stands out as one of Europe's largest carriers of raw materials and semi-manufactured goods, of which 2/3 of its business is related to Norwegian customers and the rest to other European companies.

As the operating arm of Wilson ASA, Wilson Euro Carriers was established in January 1993 by the merger of the shortsea shipping business carried out by Jebsens and Paal Wilson & Co. An economic recession in 1991/92 with reduced shipping quantities and income led the parties to discussing an operational merger during the autumn of 1992. Euro Carriers AS was consequently set up for the chartering of 47 Wilson vessels of 500-4000 tdw and 38 from Jebsens in the 3000-7000 tdw range. Euro Carriers became quite a giant in a domestic as well as a European perspective with a total carried volume of 11 million tonnes by 1995.

Rich traditions

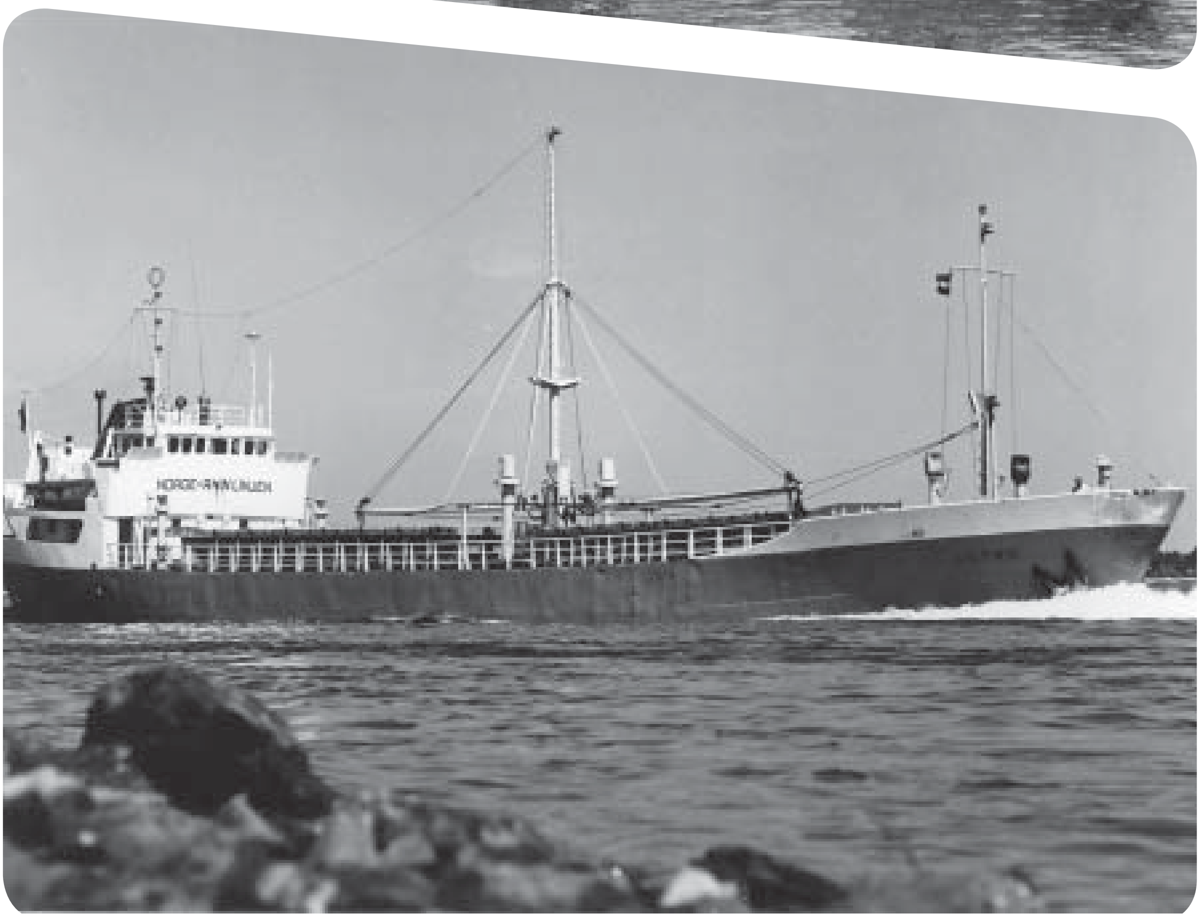
It was two companies with standing and tradition in the North Sea market and with similar strategies that now found common ground. Jebsens had been in this market since its inception in 1929, whereas Paal Wilson & Co has been formed in 1942. Both had targeted the mining and raw-materials industry in particular and had become leaders in their respective tonnage segments by introducing contracts-of-affreightment (CoA) and long-term relations with their customers.

The establishment of Paal Wilson & Co in 1942 was a direct consequence of industry customer relations. Paal Wilson (1911-1985) had been with the shipping and mining group Jacob Kjøde AS in Bergen, where he looked after the shipment of limestone and minerals from the company's quarries. He started his own chartering company with support from manufacturing companies like Hafslund and Bjølvefossen. The following year he took over management of two small motor barges serving these companies.

By hard work and ambition, Paal Wilson managed to establish an extensive chartering business directly with his customer companies and by taking cargo contracts and T/C-vessels in the North Sea and Transatlantic trades. Through good connections in Canada he managed to build regular shipment of timber from British Columbia to Europe.

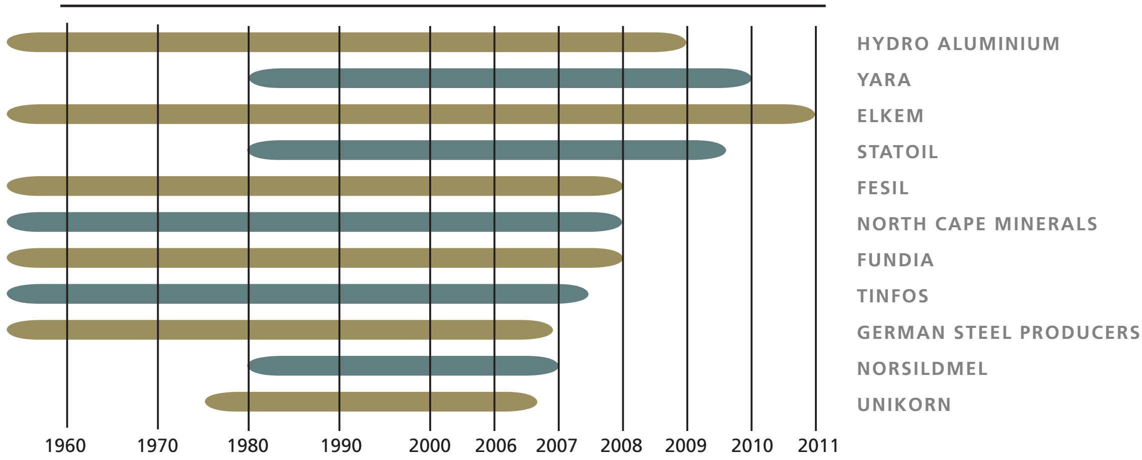
In the summer of 1957 Wilson introduced two chartered Dutch coasters in regular trips between Norway and the Ruhr district in Germany. The services were marketed as the Norwegian-Rhine Line (NRL) and enabled direct transports from wharf to wharf, rather than transshipment through Rotterdam. From being one of several brokers who served the Norwegian mining and manufacturing companies, Paal Wilson became the market leader with an extensive contract portpolio with customers like Tinfos, Hafslund, Øye Smelteverk, Elkem, Årdal & Sunndal Verk, etc.

From 1958 onwards, Paal Wilson & Co was built up as a shipping company, in which Rieber & Søn, Bergen, had a share of 40 per cent. Up to 1982 the company built no less than 46 Rhine-fitted vessels, in addition to a number of larger ships for the Transatlantic timber trade. By 1980 the fleet numbered 24 owned vessels, in addition to T/C-tonnage. This meant that a Wilson vessel was passing



At the top: **Two Norwegian-Rhine Line vessels alongside berth in Bergen, 1970.**
Over: **The 46 Norwegian-Rhine Line vessels built in Norwegian shipyards between 1960 and 1982 gradually increased in size, from 500 to 3500 dwt. In the 1960's, shelterdeckers like Mv Lutro (817 dwt) represented the optimal vessel.**

Solid customer base through the last 40 years.



through Rotterdam every day of the year, either in- or outbound.

Jebsens' history goes back to 1929 when AS Kristian Jebsens Rederi was formed by Kristian Jebsen (1901-1967). From a traditional beginning with two 2400 tdw steamers in the North Sea trade the company managed to clear the depression of the early 1930s and expand towards the end of the decade. The Second World War took its toll, during which all four ships were lost; the last by mine in 1947. The company was restored with short sea vessels and tankers.

After the war Jebsen became more closely involved with Norwegian charterers and developed close relations, i. a. with National Lead's subsidiaries like Kronos-Titan and Titania, subsequently Norsk Jernverk and others. A stronger focus on German industry groups provided the core business for a new series of minibulk vessels from 1965, by which the company built an extensive portfolio of CoAs in Northern Europe. The combination of contracts rendered an efficient utilization of the vessels, which again led to satisfactory profit for the company and increased competitiveness for Norwegian manufacturers.

Jebsens became a driver in the efforts to develop efficient bulk carriers for the short sea trade, based on competitive manning structures. By 1980 the fleet comprised 27 vessels in the 3,500-7,500 tdw segment, in addition to larger bulk carriers and drilling rigs. During the shipping crisis of 1982-87 the group would come under financial strain, but kept its position in the European market.

Co-operation and new owners

A more difficult phase for the European manufacturing industries from the late 1970s led to squeezed margins and reduced export quantities. Wilson and Jebsens both experienced dramatic shifts for their customers with de-industrialization in Western Europe and new channels for raw materials with the liberalization in Eastern Europe.

In 1985 Paal Wilson passed away, and the following year Rieber & Søn wished to withdraw from the company at a time when the short sea bulk shipping was suffering from overcapacity. In this position, the Wilson family felt inclined to open for new owners. At the end of 1988 IPG Shipping, owned by Ole Henrik Nesheim and Tor Johan Stuve, acquired 67 per cent in Paal Wilson & Co AS. Reflagging and external management contributed to lower operation costs, whereas the fleet was increased during the market revival of 1987-90.

However, another recession in 1991/92 caused a set-back and dwindling ship values for Wilson as well as Jebsen, despite the extensive scale of operation.

On the initiative of Wilson, talks with Jebsen began in the autumn of 1992, and when Jebsen Wilson Euro Carriers AS commenced operations on January 11th, 1993, it was as one of Europe's largest shortsea groups with 85 ships in the 500-7,000 tdw range.

While the operations continued at Euro Carriers, ownership changes were afoot. During the spring of 1995 Kristian Eidesvik became a partner in Paal Wilson & Co when Tor Johan Stuve left the company. The next few years saw a struggle between the owners, during which Paal Wilson & Co sold its share to Jebsen in 1996, and instead gained control of the shipping investment company Actinor Shipping ASA, Oslo.

During the autumn of 1997 Actinor Shipping acquired 70 per cent of the stock of Jebsens SA, and through Actinor, Paal Wilson & Co achieved control of Euro Carriers as of December 5th, 1997.

After taking over the chartering/operation company and the contract portfolio, the meticulous work of streamlining and focusing the activities towards profitability began under the title Wilson Euro Carriers (WEC). During this phase Actinor began to repurchase vessels that had been sold with T/C back. In 2000/2001 all shares in Paal Wilson & Co were taken over by In Ship AS, controlled by Kristian Eidesvik, at the same time as the owners continued to add vessels to the operation. By 2004 WEC operated around 90 vessels which together carried 14.5 million tonnes.

Back to basics

The business now comprises Wilson Euro Carriers as chartering and operational arm, supported by Wilson Management for administration and Wilson Ship Management for maritime/technical operation of about 50 ships. Wilson Shipowning is the shipowning unit, and in addition Bergen Shipping Chartering has been taken over with chartering and operation of self-discharging bulk vessels. The group also comprises a share in Euro Container Line.

During the spring of 2005 the owners of In Ships represented by Kristian Eidesvik carried through an initial public offer and listing under the name Wilson ASA. The company was formally listed on the Oslo Stock Exchange as of March 17th, 2005.

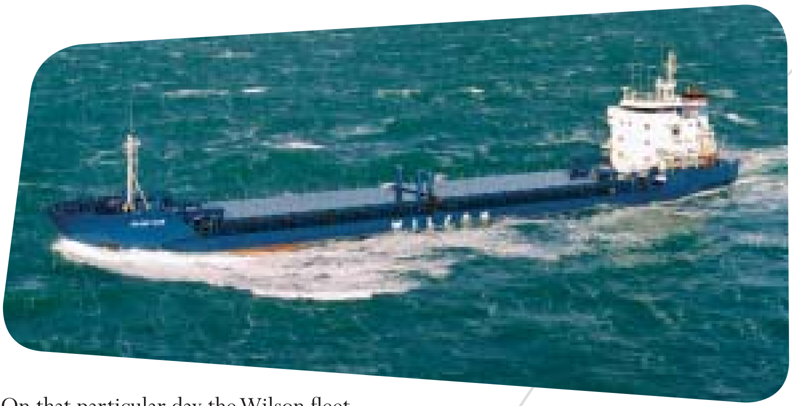
Wilson's business concept, virtually unchanged since the 1950s, has been phrased as providing competitive, reliable, flexible and long-term shipping services to Europe's manufacturing industries.

Under its strategy of being a close partner with industry groups in Europe, Wilson is sailing on as "the preferred Carrier".

Dag Bakka Jr is a shipping writer, working at the crossroads of maritime history and current shipping, between economy and culture. He is sharing his time between Scandinavian Shipping Gazette and his own book projects.

For several years Wilson operated shipments of timber from Canada to Europe with larger vessels like the 4000 dwt Mv Lindo, built in 1961.

03.10.2005



Wilson Skaw 88 on her way from Dublin via bunkering in Ceuta before final destination in Porto Vesme, South Italy.

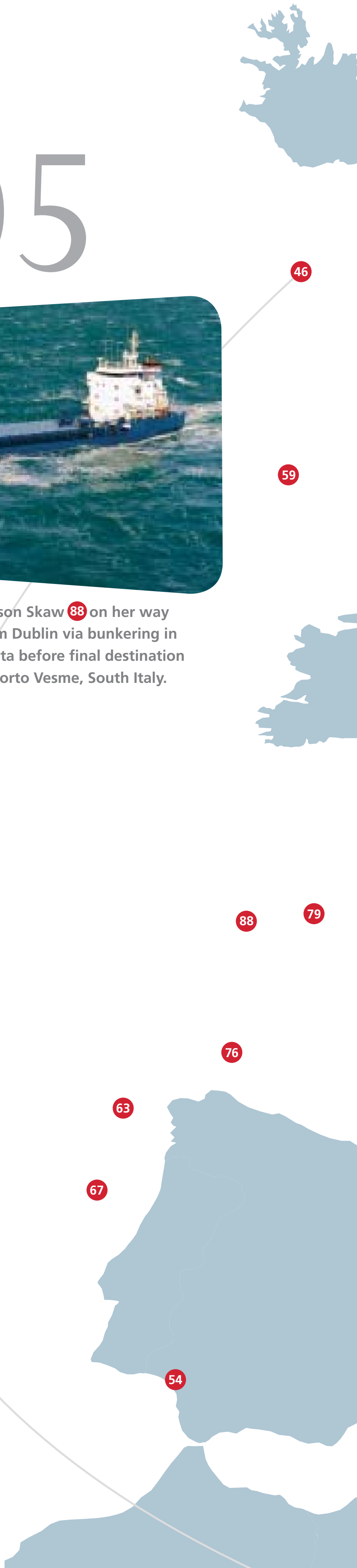
Wilson's fleet, which numbers more than 90 vessels, primarily operates in European waters. The illustration shows where all the ships were located on a randomly chosen day in October 2005.

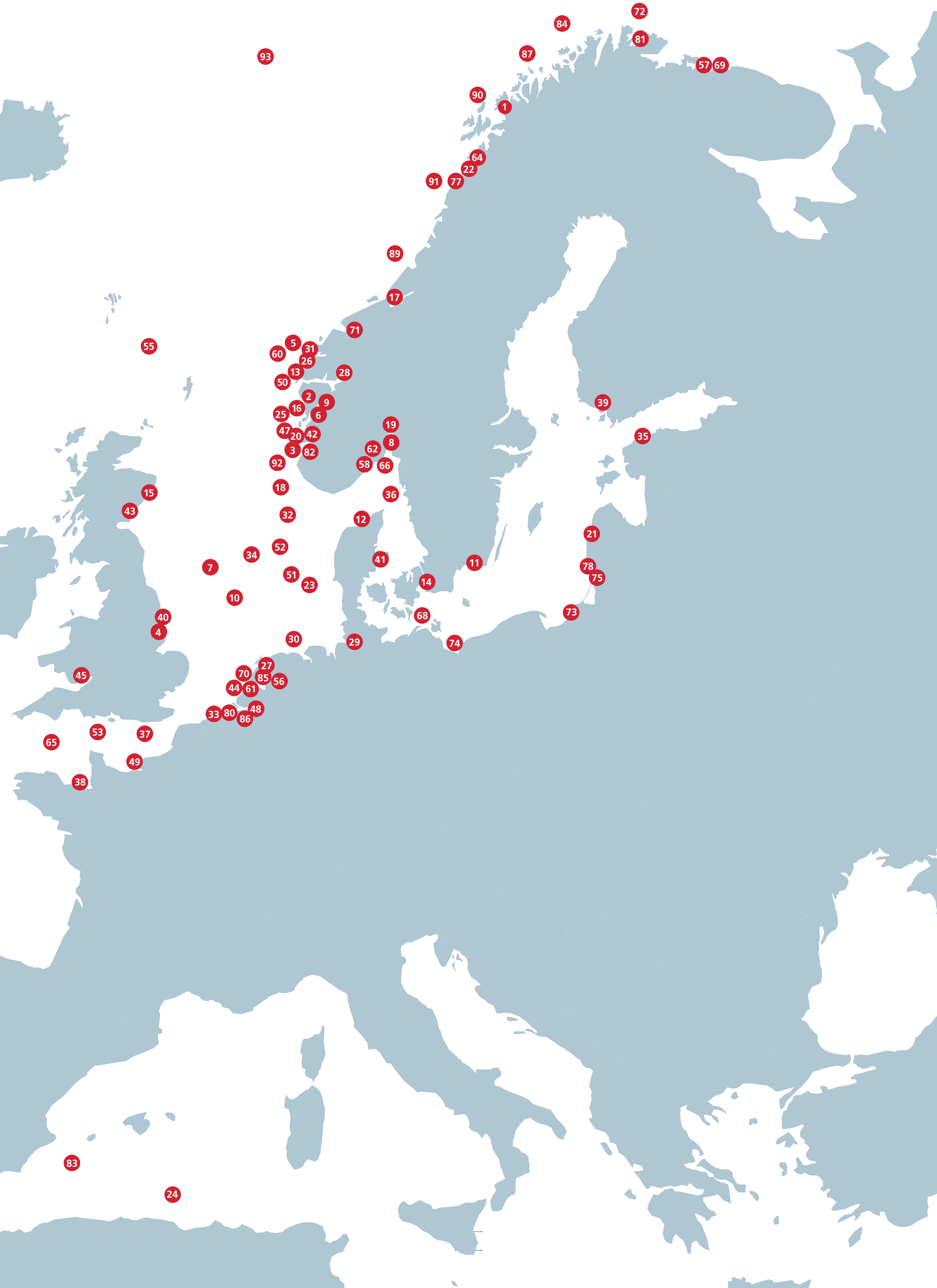
As shown, most of the fleet is found in the North Sea basin, but the total area covered extends from the Mediterranean in the south to the Barents Sea in the northeast. Wilson ships were also found in the Bay of Biscay and off Portugal on 3.10.2005.

On that particular day the Wilson fleet carried 319,724 tons of cargo. It would require more than 10,600 trucks to transport the same amount of cargo by road.

The large number of ships and relatively short voyages results in an enormous number of port calls during the year. In 2005, Wilson had 10,210 port calls, which is actually more than one port call an hour year round!

For more information about the individual ships please refer to the fleet list on pages 18-19.

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Fleetlist

4 - Wilson Rhine - NRL

Myrtun - Selfdischarger

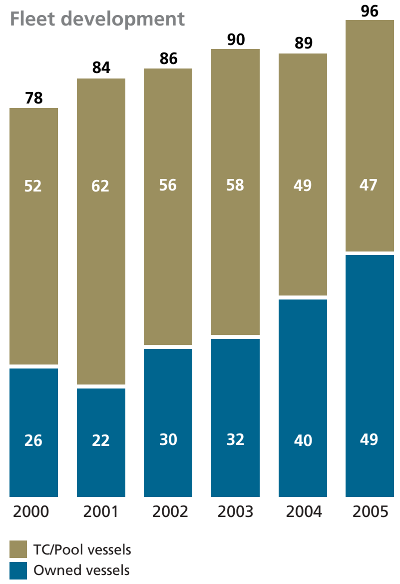
27 - Leiro - 3000 t

49 - Wilson Brake - 3500 - 4500 t

Map no.	Name	Dwt	Built	Flag	Structure	No. of vessels
	NRL					
1	Fundo	1540	95	ANT	T/C	
2	Wilson Saar	1650	96	ANT	T/C	
3	Wilson Waal	1850	99	ANT	T/C	
4	Wilson Rhine	1850	98	ANT	T/C	
5	Wilson Ruhr	1850	97	ANT	T/C	
6	Wilson Maas	1850	97	ANT	T/C	
7	Wilson Main	2440	90	BAR	Owned	
8	Hestia	2460	00	ANT	T/C	
9	Thebe	2460	00	ANT	T/C	
10	Wilson Lahn	2508	01	ANT	T/C	**10**
	Selfdischargers 3 - 4000 t					
11	Salmo	3100	79	BAH	Owned	
12	Wilson Husum	4200	98	BAR	Owned	**2**
13-23	Additionally 13 selfdischargers (1000 - 1500 dwt)					**13**
	3000 t					
24	Wani Logger	3090	76	NIS	T/C	
25	Wani Will	2750	78	NIS	T/C	
26	Wani Point	2750	79	NIS	T/C	
27	Leiro	3580	81	BAH	Owned	
28	Lindo	3580	82	BAH	Owned	**5**
	Container Service					
29	Hanne Christine	4100	84	NIS	T/C	
30	Pioneer Bay	5400	00	ANT	T/C	
31	Heimglimt	3900	85	St.Vincent	T/C	**3**
	3500 - 4500 t					
	Wilson Garston	3450	89	BAR	Owned	*Delivered 07.10.05
32	Ferro	3504	91	BAH	Owned	
33	Tinno	3504	91	BAH	Owned	
34	Torpo	3504	90	BAH	Owned	
35	Wilson Gdansk	3600	93	BAR	Owned	
36	Wilson Gijon	3600	93	BAR	Owned*	
37	Wilson Gdynia	3600	94	BAR	Owned*	
38	Wilson Grimsby	3600	93	BAR	Owned	
39	Plato	3677	89	BAR	Owned	
40	Jumbo	3697	87	BAH	Owned	
41	Pluto	3697	86	BAH	Owned	
42	Wilson Brest	3700	95	MAL	Owned	
43	Wilson Tees	3700	97	MAL	Owned	
44	Wilson Leer	3700	96	MAL	Owned	
45	Wilson Leith	3700	97	MAL	Owned	
46	Wilson Goole	3700	95	MAL	Owned	
47	Wilson Borg	3700	94	MAL	Owned	
48	Wilson Grip	3700	96	MAL	Owned	
49	Wilson Brake	3700	97	MAL	T/C	
50	Wilson Brugge	3700	96	MAL	T/C	

Map no.	Name	Dwt	Built	Flag	Structure	No. of vessels
51	Wilson Ghent	3700	96	MAL	Owned	
52	Wilson Blyth	3700	95	MAL	Owned	
53	Mango	3705	81	BAH	Owned	
54	Mingo	3705	80	BAH	Owned	
55	Wilson Lista	3727	94	BAR	Owned	
56	Wilson Fjord	3843	77	BAR	BB	
57	Wilson Humber	4200	99	BAR	Owned	
58	Wilson Hull	4247	02	CYP	T/C	
59	Wilson Horn	4257	90	Ant	T/C	
60	Haugo	4258	94	CYP	T/C	
61	Laura Helena	4258	93	CYP	T/C	
62	Garmo	4260	94	CYP	T/C	
63	Wilson Holm	4261	90	Ant	T/C	
64	Wilson Sky	4263	01	CYP	T/C	
65	Wilson Hook	4280	04	CYP	T/C	
66	Dutch Sun	4440	00	NED	T/C*	
67	Wilson Cork	4440	98	BAR	Owned*	
68	Wilson Caen	4440	98	BAR	Owned*	
69	Wilson Clyde	4450	98	BAR	Owned	39
	RoRo / Sideport					
70	Wilson Star	4452	89	SWE	T/C	
71	Wilson Express	5482	83	NIS	T/C	2
	6000 -10000 t					
72	Wilson Muuga	5790	76	CYP	Pool	
73	Wilson Mo	5790	75	MAL	Owned	
74	Wilson Marin	5845	78	MAL	Owned	
75	Wilson Rough	6085	76	MAL	Owned	
76	Wilson Rye	6135	76	BAR	Owned*	
77	Wilson Reef	6135	75	MAL	Owned	
78	Wilson Ross	6135	75	MAL	Owned	
79	Wilson Malm	6156	80	MAL	Owned	
80	Wilson Bar	6156	79	MAL	Owned	
81	Wilson Mersin	6186	81	CYP	Pool	
82	Reksnes	6258	77	PAN	Owned*	
83	Wilson Riga	6258	76	BAR	Owned	
84	Wilson Rouen	6351	76	BAR	Owned	
85	Wilson Malo	6433	78	CYP	Pool	
86	Wilson Saga	6470	98	CYP	T/C	
87	Wilson Sund	6470	99	CYP	T/C	
88	Wilson Skaw	6470	96	BAH	Owned	
89	Linito	6470	00	CYP	T/C	
90	Wilson Tyne	7106	80	MAL	Owned	
91	Wilson Trent	7160	80	CYP	Pool	
92	Wilson Tana	7164	77	MAL	Owned	
93	Wilson Mar	9655	85	MAL	Owned	22
	Total number of vessels					**96**

Map no. = See page 16-17
BB = Bareboat
T/C = Timecharter
* = Financial lease



71 - Wilson Express - RoRo

88 - Wilson Skaw - 6000-10000 t

Segment information

For accounting purposes Wilson operates with the following segments:

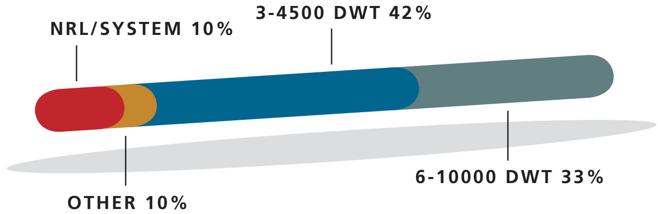
• NRL/System ships • 3-4.500 dwt • 6-10.000 dwt • Other

NRL/System ships consist of 10 vessels that operate The Norwegian-Rhine Line, as well as 5 system ships that primarily operate under contracts with Hydro Aluminium. The system ships comprise 2 RoRo/sideport vessels (Wilson Star and Wilson Express), 2 vessels for carrying liquid pitch and aluminium (Leiro and Lindo) and a bulk carrier (Wilson Fjord).

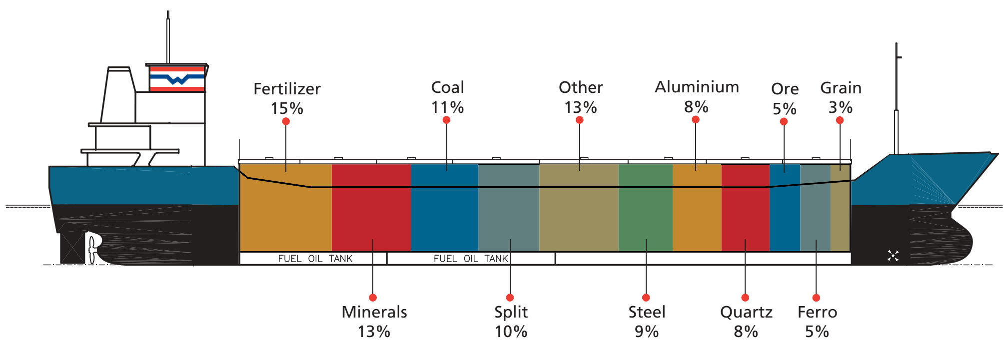
The 3-4.500 tons segment comprises 41 conventional bulk carriers that operate throughout Wilson's area of operation. The main difference between the 6-10.000 tons segment and the 3-4.500 tons vessels is size. Wilson operates a total of 22 bulk carriers in this segment. For more information about Wilson's area of operation refer to the overview on pages 16-17.

"Other" includes the self-discharge activity in Bergen Shipping Chartering organised as a brokerage, as well as the Company's container operations in Euro Container Line.

Operating income divided on segments



Cargo transported 2005

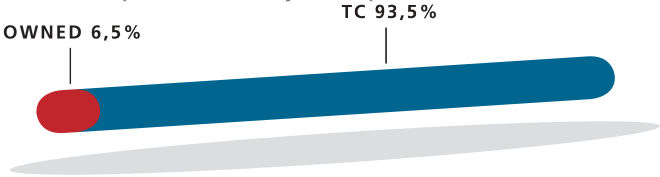


NRL/System ships / total vessels: 15

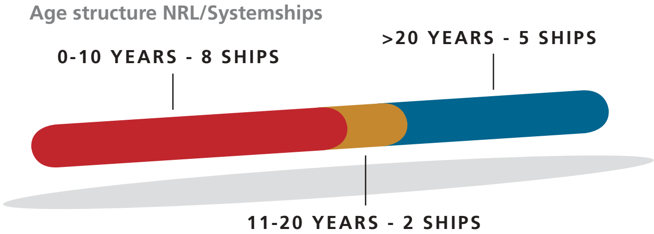
The Norwegian-Rhine Line, which was established as far back as 1957, is based on southbound industrial cargoes from Norway to the UK and the Continent and return shipments from European industry. Important southbound commodities to the European steel industry in the Rhine are ferro-alloys and minerals from Norway, while northbound consignments are predominantly steel products from German steel producers. Important factors affecting the NRL segment are thus developments in the steel market and European competitiveness, where increased steel production results in increased demand for Norwegian raw materials and corresponding return loads.

In addition to traditional supply and demand issues, this segment is affected by water levels in the Rhine which vary throughout the year. With low water cargoes must be transferred to barges with a shallower draft than Wilson's NRL vessels. NRL ships have increased in size over the years and are now between 1500 and 2500 dwt. Contract cover in the NRL/system ship segment is high and stable, and in 2005 was approximately 95%.

Ownership structure NRL/Systemships



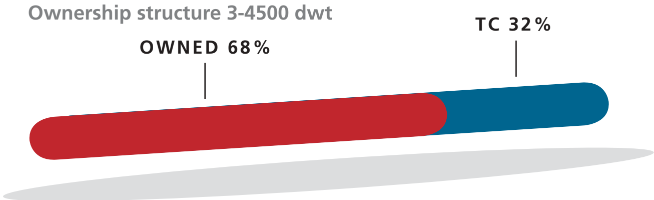
Age structure NRL/Systemships



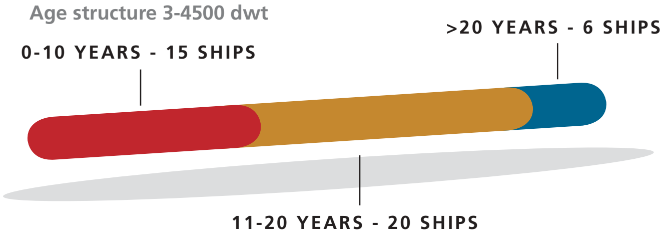
3-4.500 dwt / total vessels: 41

This segment is the largest in terms of both number of ships and total turnover, and in 2005 accounted for more than 40% of Wilson's activity. The segment has good diversification in transported goods and is not as focused on individual commodities as the NRL segment. The largest volume commodities are fertiliser and coal, but shipments also include considerable quantities of minerals, steel and grain. The two largest customers in this segment are Yara and Elkem, but otherwise the customer structure has become internationalised in recent years in step with Wilson's increased share of voyages between foreign ports. The fleet in this segment has undergone considerable renewal in recent years, and Wilson itself owns the majority of vessels that operate in this segment. Contract cover in this segment was approx. 76% in 2005.

Ownership structure 3-4500 dwt



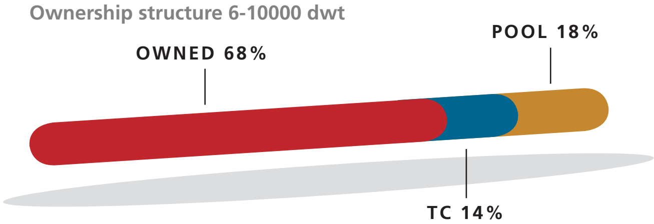
Age structure 3-4500 dwt



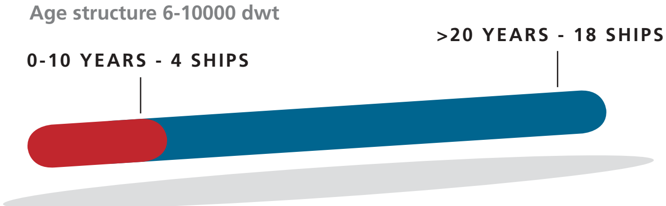
6-10.000 dwt / total vessels: 22

This segment is also well diversified in terms of commodities, which dilutes the risk exposure in relation to developments in the various markets for raw materials and semi-finished products. In terms of volume the most transported commodities are quartz, diverse minerals and stone, but the segment also includes substantial volumes of fertilizer, steel, ore, coal and ferro. Elkem and Yara are also the largest customers in this segment. There are more similarities between the 3-4.500 and 6-10.000 ton segments than differences, but the latter segment involves greater volumes of raw materials than semi-finished and finished products. There has been a shortage of new tonnage in this segment and the fleet will require renewal. Contract cover in this segment is lower than the other two and amounted to around 67% in 2005.

Ownership structure 6-10000 dwt



Age structure 6-10000 dwt



Wilson Borg

The COA system

Wilson's high contract volume and extensive fleet enables an optimum sailing pattern that reduces ballast voyages to a minimum.
The illustration shows the sailing pattern over one month for a randomly selected vessel, in this case Wilson Borg (3700 dwt).

As the table shows, during this period Wilson Borg carries cargo for both Norwegian and international customers, and covers a geographical area from Stjernøy in Finnmark to Fecamp in France.

It is also worth noting that cargoes during this period vary from voyage to voyage. The average voyage is around 5 days, while the average ballast-laden voyage is 0.8 days.

To achieve such good statistics it is essential to arrive in port on time to avoid unnecessary delays. To optimise vessel utilisation, discharging and loading in European industrial ports is usually scheduled for workdays, leaving the weekends for sailing between ports.

One of Wilson's strengths is the ability to combine different COAs, thus enabling the Company to offer Norwegian and European industry competitive rates. This combination of COAs, together with various spot cargoes, means that in 2005 the average ballast ratio for the entire fleet is just 14%.

MV Wilson Borg in the period 16.06.05 - 14.07.05:

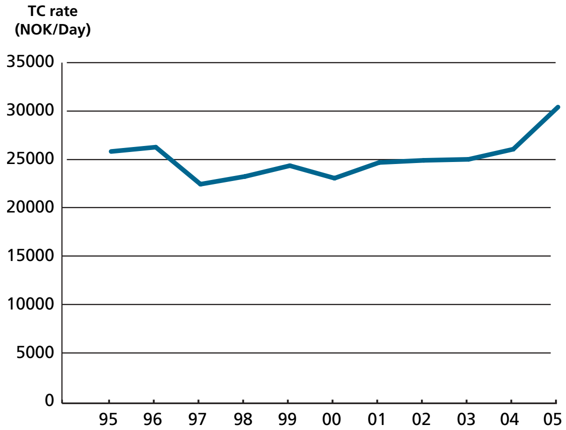
From	To	Customer	Cargo	Ballast	Days	Total
Tofte	Northfleet	Sødra	Pulp		4,29	
Northfleet	Blyth			1,09		
Blyth	Mo i Rana	Fesil	Coal		5,99	
Mo i Rana	Stjernøy			1,99		
Stjernøy	Fecamp	NCM	Nepheline		8,69	
Fecamp	Calais			0,36		
Calais	Delfzijl	AMO	Limestone		2,91	
Delfzijl	Hamburg			0,64		
Hamburg	Herøya	Yara	Fertilizer		2,64	
				4,08	**24,52**	**28,6**


STJERNØY - FECAMP
Nepheline for NCM
8,69 days
MO I RANA - STJERNØY
1,99 days
HERØYA
TOFTE - NORTHFLEET
Pulp for Sødra
4,29 days
BLYTH - MO I RANA
Coal for Fesil
5,99 days
NORTHFLEET - BLYTH
1,09 days
HAMBURG - HERØYA
Fertilizer for Yara
2,64 days
CALAIS - DELFZIJL
Limestone for AMO
2,91 days
DELFZIJL - HAMBURG
0,64 days
FECAMP - CALAIS
0,36 days
Ballast

STABILITY

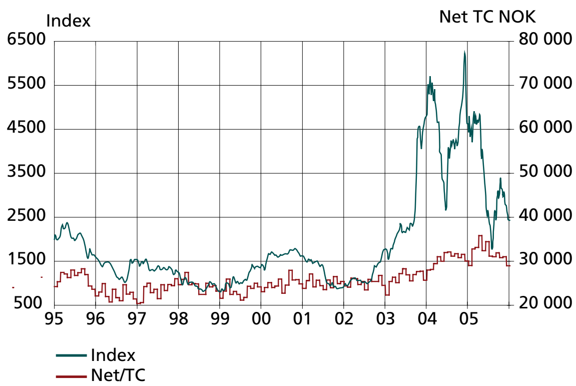
In 2005, 76% of Wilson's turnover came from Contracts of Affreightment (COA) with Norwegian and European industry. The duration of COAs varies from just under 1 year to 5 years, with a norm of approx. 2.5 years. This high percentage of turnover from such contracts gives Wilson considerable predictability and reduces dependence on the spot market. The high COA ratio means that Wilson' earnings are more stable than if the Company had to rely on a fluctuating spot market. This is illustrated well in the graph below, which shows net day earnings per ship over the past 10 years. Net day earnings per ship is defined as gross turnover minus voyage-related costs, including bunker and port expences.

Net daily income per vessel



Corresponding earnings compared with the Baltic Dry Index show that Wilson's earnings over time are very stable despite major fluctuations in the spot market. Baltic Dry Index is a dry cargo index quoted daily by the Baltic Exchange. The index comprises 3 bulk indices for respectively Capesize, Handymax and Panamax vessels.

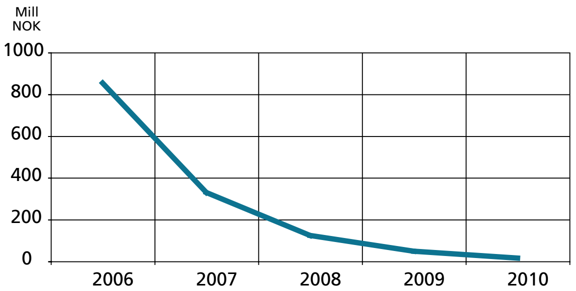
Wilson vs. Baltic Dry Index



ORDER RESERVE

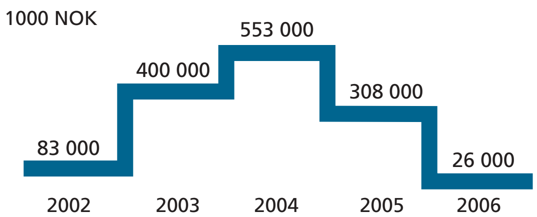
Wilson produces a quarterly "order reserve" estimate based on the contract portfolio and current contracts. The order reserve is defined as the anticipated draw on existing contracts during the contracts' duration. Anticipated draw is based on previous records and other information supplied by the customer. Total order reserve is affected by the contract share and not least by the due date of the largest contracts.

Estimated order reserve per 31.12.05



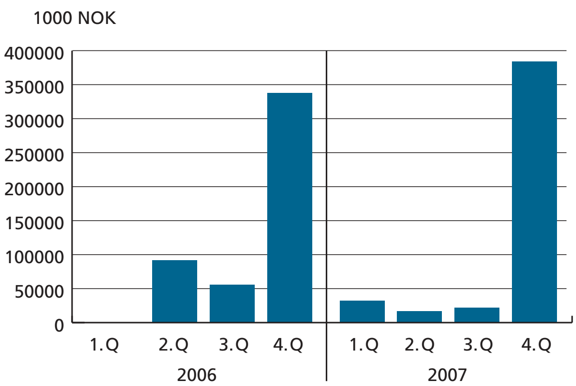
With the varying length of the contracts the order reserve naturally stems from contracts that have been signed at different times. The "order reserve" shown in the figure above is based on contracts from 2002 and beyond, with the biggest share in 2004, but also with a substantial volume from 2003 and 2005.

Time entered into contract



It is also important to know when the contracts are to be renewed. As the figure below indicates, most contracts are renewed in the last quarter of the year, and are often linked to our customers' budget schedule.

Contract expirations



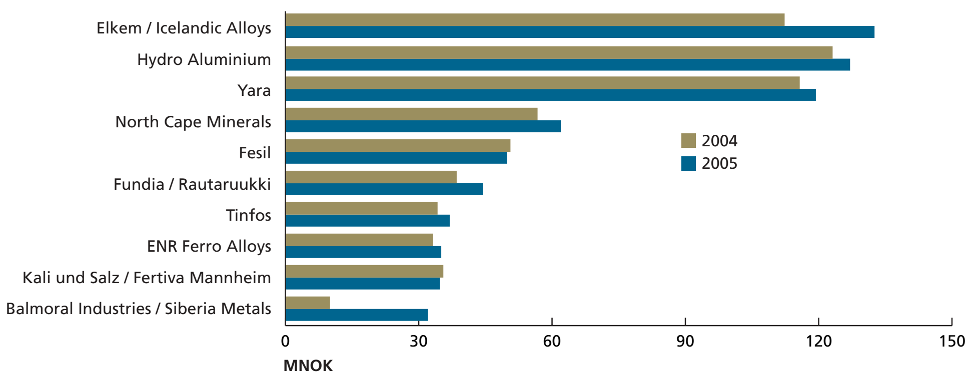
Wilson Brake

CUSTOMER PORTFOLIO

Wilson has entered into COAs with 80 customers or so, whereof in 2005 the 10 largest accounted for some 40% of the turnover.

Many of Wilson's long-term customer relations go back as far as the 1960s and 70s. However, growing internationalisation and increased traffic outside Norway has resulted in a number of foreign players joining Wilson's list of its 10 largest customers. The last 3 in this list, for example, are located respectively in Switzerland, Germany and Russia and the sailing patterns for these customers seldom include Norwegian ports. For these customers, schedules from Northern Russia to Spain, Baltic to the Continent and Germany to the UK are the norm.

Wilson's 10 largest customer 2005



Ship management

Wilson Ship Management AS (WSM) is responsible for the technical management and crewing of approx. 55 vessels. This primarily involves vessels owned by Wilson, but WSM also has management contracts for 5 vessels owned externally that principally sail in the Wilson system.

Wilson's operating philosophy is to take care of the vessels and maintain them for a long useful life. The ship classification companies demand 2 dockings during a 5-year period. Even though these dockings are normally classified as special survey and intermediate survey, in practice Wilson does not differentiate between the two. A complete docking is thus implemented roughly every 2.5 years. A docking involves a hull inspection and an upgrading of cargo holds/tanks, and takes on average 20 days. The dockings are capitalised and depreciatiated over the period until the next survey, normally 2.5 years.

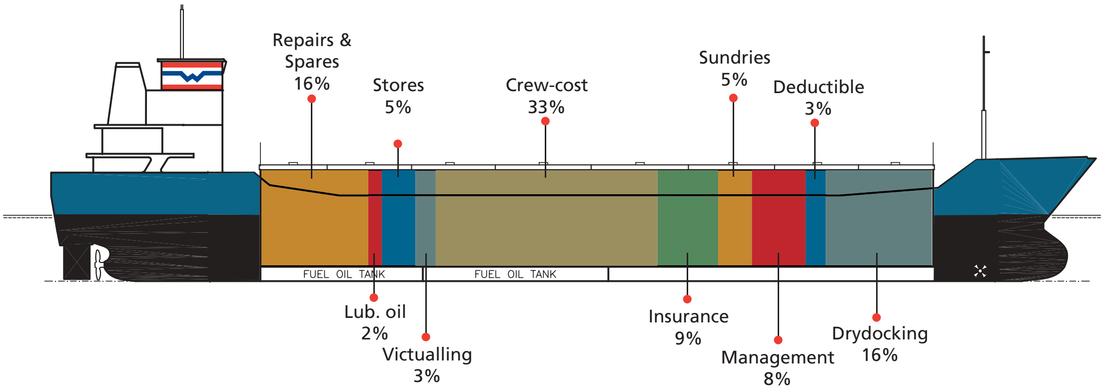
Total docking costs in 2005 amounted to approx. NOK 50 million. The vessels are primarily docked in Poland, Lithuania and Estonia. With 55 vessels under management there are over 20 planned dockings a year. Wilson has a staff of 9 well-qualified superintendents that follow every single docking. Before a vessel is docked quotes are invited from at least 4 maintenance yards.

In addition to the planned offhire that regular dockings and maintenance implies, Wilson also has unforeseen offhire. Good maintenance keeps unforeseen offhire to a minimum. For Wilson, unforeseen offhire per vessel over the last 4 years amounts to approx. 2.5 days per ship per year.

Docking costs are a significant factor in Wilson's ship management. The graph (right) shows the distribution of costs in ship management. To clarify matters, the docking costs shown in this overview are included as they accrue, while in the accounts they are capitalised and depreciated.

Wilson Tana prepared for outdock at Nauta in Gdynia, Poland July 2005

Percentage distribution of vessels' running costs in 2005



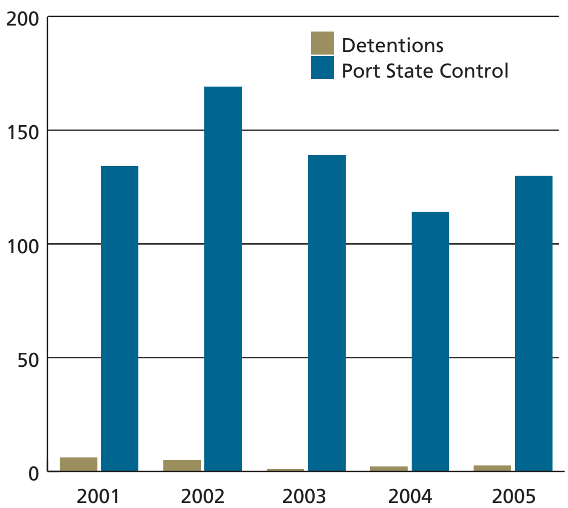
The greatest cost item in ship management is crewing costs. Wilson recruits primarily through Wilson Crewing Agency (WCA), a wholly owned subsidiary in Archangel. Of the 1,000 or so onboard personnel in the Wilson system approx. 80% are Russian, while the rest are Norwegian, Polish and Croatian.

The Russian crews mainly come from Northwest Russia and represent a highly stable and loyal workforce with a low turnover. This means that Wilson's vessels sail with stable crews.

WCA has built up a separate organisation which, in addition to recruiting, is also responsible for training crews, with special focus on language and IT skills. To help in this work, WCA has among other things recently taken on a qualified English teacher.

Paris MOU, which was established in 1982, consists of 22 maritime authorities and covers all European coastlines and the North Atlantic from North America to Europe. To ensure that vessels sailing in these waters satisfy international safety and environment standards, Paris MOU carries out more than 20,000 inspections a year. The illustration (right) shows the annual number of Port State Controls carried out on Wilson vessels and the number of detentions these have resulted in. The rate of detentions involving Wilson ships is approx. 1.5%, compared with an average for all Port State Controls of 5.8% in 2004. For vessels classed in Det Norske Veritas the corresponding figure for 2004 is 0.5%.

Port State Control Wilson vessels



Risk factors and sensitivity analysis

Wilson's business is based on long-term relations with the customer segment represented by Norwegian and European industry. These relations are developed over a long period of time with extensive use of Contracts of Affreightment (COA). We have opted for this strategy in order to reduce the cyclic risk that traditionally characterises shipping.

In addition to a high percentage of COAs, Wilson also reduces its risk by having a large proportion of owned vessels.

Besides this strategic choice, Wilson's strategy is to balance the Group's currency exposure and minimise the risk of price changes in fuel costs using bunker clauses.

Wilson's general risk scenario can be divided into the following categories: Market risk, financial risk and operational risk.

Market risk

The most important framework condition for the shipping sector in general, and the bulk sector in particular, is global economic growth. Even though Wilson's market area is primarily Northern Europe, this market is also affected by developments in global trade and industrial production, the main influences on demand in the bulk market.

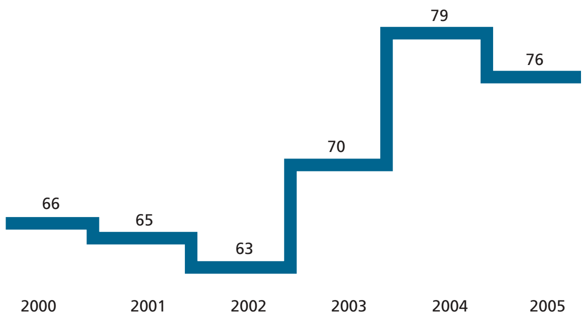
Wilson operates bulk carriers from just under 2,000 dwt to 10,000 dwt, principally in European waters. This market is traditionally stable and less exposed to developments in global trade than the market for larger bulk carriers.

Historically, a large percentage of Wilson's turnover has come from Norwegian industry. In an attempt to reduce this dependence on Norwegian industrial output, Wilson is pro-actively increasing its percentage of shipments from non-Norwegian ports. In recent years, the percentage of goods transported through non-Norwegian ports has increased considerably. In 2005, this ratio increased to around 36% of the total turnover.

Turnover divided into trade patterns 2002 – 2005

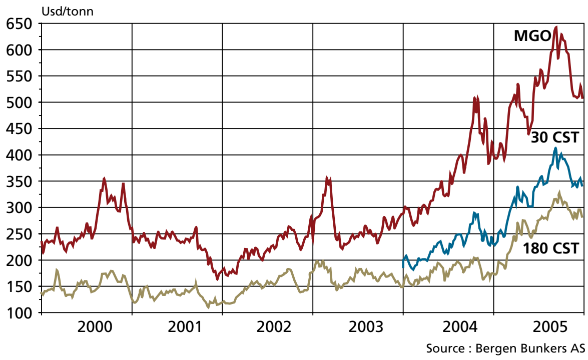
COAs amount to around 75% of Wilson's turnover and the duration varies from just under one year to five years. The contracts regulate price and maximum volume and guarantee Wilson stable and predictable turnover. However, the contracts do not normally guarantee a minimum volume and thus involve an element of volume risk. A reduction in tonnage under individual contracts can also affect the sailing pattern and result in a risk for reduced net earnings.

COA – share of Wilson's turnover 2000 – 2005



Bunkers represent one of the Group's largest items of expenditure, and bunker rates are primarily steered by the development in crude oil prices. Despite this, the impact on profits of a price development on bunkers is limited. This is due to the inclusion of bunker clauses in the majority of COAs. These bunker clauses have different structures and help to reduce the impact of changes in bunker prices.

Bunker prices 2000 – 2005



There is no corresponding risk cover for activity in the spot market. Wilson believes that over time the spot market will reflect changed bunker prices.

This spot percentage has fallen in recent years and now amounts to just less than 25% of the total turnover. The bunker clauses do not compensate for increased consumption caused, for example, by longer voyage times due to poor weather.

Rates are largely steered by the market's demand curve but bulk market prices are also affected by development in the supply volume. The total number of vessels in the European short sea segment has been stable throughout the nineties and into the new millennium. This implies a need for a new tonnage, something which rate increases in recent years have also contributed to. Despite an increase in new buildings in 2005-2007, the market balance remains relatively stable. The average age of vessels also indicates a slight increase in future demolition/sales to other waters, which weighs against a certain increase in new building activity.

Financial risk

Wilson's financial risk is primarily linked to developments in interest rates and exchange rates. Interest risk is due to shipping's capital intensity with considerable long-term loan financing of fleets.

Currency risk is linked to a variety of situations. Wilson's turnover is primarily in EUR, NOK and USD. EU enlargement and greater activity outside Norway means that the EUR share of the turnover has increased, while the NOK and USD components have decreased.

Wilson's administrative costs accrue primarily in NOK, while voyage-related costs and ship's costs are mainly in EUR and USD. Crew costs are largely in USD. A summary of the currency positions shows USD dominating the cost side since crew costs and bunkers are principally charged in dollars, while EUR is overrepresented on the income side as a result of our client structure and increased transport away from Norwegian ports.

Eighty per cent of the Group's long-term financing is in NOK, while the remainder is drawn in EUR. The interest risk is partly covered via interest rate swaps for the first half of 2006. Relatively short repayment lines on long-term financing also help to reduce the Group's interest risk.

Currency risk linked to EUR financing is considered covered by a revenue surplus in EUR. Further EUR financing is a possibility.

Operational risk

Wilson operates as an integrated shipping company, with ownership and technical and commercial operations all under the same roof. This provides short decision lines and effective management.

Technical management is taken care of by a qualified staff of inspectors and the reliability and second-hand value of the vessels is secured through continuous maintenance. The size of Wilson's fleet minimises the dependence on any one vessel, and the large number of vessels in each segment ensures that Wilson always has ships available if one or more ships are offhire.

Operation risk is monitored through a comprehensive reporting system, and risk-reducing measures are implemented accordingly. Operational risk is further reduced through the application of various insurance agreements. Wilson insures its own vessels with hull insurance, freight interest insurance, P & I insurance and war risk insurance. It is also Wilson's policy to take out offhire insurance on all its own vessels.

Sensitivity analysis

A number of risk situations mentioned above have a direct influence on Wilson's earnings. The table below illustrates Wilson's sensitivity in relation to changes in various external and internal parameters. The estimates are based on isolated changes in the pre-tax profit as a result of individual parameter changes. For example, the estimated effect of a change in bunker rates presupposes that the dollar exchange rate remains unchanged. The estimates are based on the current composition of the fleet, current cost levels and currency composition. This is a situation that can change over time. The effects on profits must be seen as estimates and not as exact calculations.

Pre-tax profit

Parameter	Change	Effect on profit
EURO rate	+/- NOK 0,10	+/- NOK 3,0 mill
Dollarrate	+/- NOK 0,10	-/+ NOK 3,5 mill
Interest rate	+/- 1%-point	-/+ NOK 4,5 mill
Bunker price	+/- 1%	-/+ NOK 0,5 mill
Port expences	+/- 1%	-/+ NOK 3,0 mill
Daily Net TC rate	+/- NOK 100	+/- NOK 2,5 mill

WILS

Shares listed on the Oslo Stock Exchange are divided into segments according to share liquidity. This segmentation is presented in stock market tables and the official pricelist. Segmentation is executed by the Oslo Stock Exchange in accordance with defined guidelines, and without petition from the issuers. The segmentation is based on historical liquidity as well as certain guaranteed qualities in the individual share's order books.

Listed shares are classified in the following segments:

OBX: This segment normally contains the 25 most traded shares on the Oslo Stock Exchange. The final composition of the OBX selection is made by a special committee appointed by the Oslo Stock Exchange and is compiled every six months. The Committee consists of brokers, market makers, investment managers and representatives from the Oslo Stock Exchange.

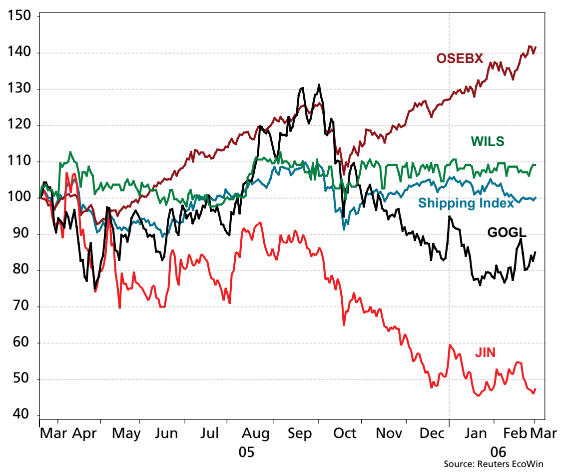
OB Match: Other shares with a minimum average trading of 10 transactions a day. OB Match may also include shares with less than 10 transactions a day providing they have an approved liquidity guarantee agreement or spread equal to such an agreement. Spread is defined as the difference between purchase price and sale price as a percentage of the sale price.

OB Standard: Shares with fewer than 10 transactions a day on average and without liquidity guarantee agreements.

OB Nye: Recently listed shares.

Between stock market introduction and the Oslo Stock Market's first half-yearly share-listing analysis, Wilson was placed in the OB New segment. Following the update, Wilson has been in the OB Match segment. This indicates satisfactory liquidity in the stock throughout 2005.

Share performance from the initial date of listing



The graph shows a comparison between the development of the main index for Oslo Børs (OSEBX), Wilson (WILS), Jinhui (JIN), Golden Ocean (GOGL) and the Shipping Index for Oslo Børs. Wilson, Jinhui and Golden Ocean are the three bulk shipping companies that are listed on Oslo Børs. As the graphs shows Wilson has had a positive development compared to other shipping companies and has had a parallel development with the Shipping Index, but has developed negatively compared to the OSEBX index.

Financial Statement presentations

Wilson presents its quarterly results in public presentations in Oslo and Bergen on the date for publishing quarterly results. These presentations are usually attended by analysts, investors, press representatives and others following the company. Invitations to these presentations are issued via the stock market information system a few days before the accounts are presented

THE FOLLOWING ANALYSTS COVER WILS:
DnBNOR Markets, Pareto Securities
First Securities, Orion Securities

Managing director Øyvind Gjerde and chairman Kristian Eidesvik in front of Oslo Stock Exchange on the initial day of listing 17.03.2005.

20 largest shareholders in Wilson per 20.02.2006

No. of shares	Percentage	Shareholder	Account	Citizenship
27 440 400	65,00	In Ship as		NOR
1 812 000	4,29	AG Holding as		NOR
1 520 000	3,60	Nesskip H/F		ISL
1 140 000	2,70	Pareto Aksje Norge		NOR
1 038 500	2,46	Credit Suisse First Boston	nom	GBR
988 000	2,34	Caiano as		NOR
880 200	2,08	Bear Stearns Securities Corp. A/C	nom	USA
556 500	1,32	Pareto Aktiv		NOR
426 730	1,01	Holberg Norge		NOR
380 770	0,90	Holberg Norden		NOR
359 900	0,85	Orkla Finans Nordic		NOR
317 000	0,75	Caiano Ship as		NOR
300 000	0,71	Orkla Finans Investment Fund		NOR
297 000	0,70	Toluma as		NOR
293 500	0,70	Baia as		NOR
290 000	0,69	Pactum as		NOR
285 000	0,68	Zahlahuset as		NOR
250 000	0,59	Ivan as		NOR
230 000	0,54	Charrua as		NOR
194 500	0,46	Torei as		NOR
39.000.000	92,37			

DIVIDEND

The Board proposes to Wilson's Annual General Meeting the distribution of a dividend of NOK 1.00 per share for the 2005 financial year. This proposal is in line with the Company's policy on paying a dividend amounting to 25-30% of the consolidated profit after tax. NOK 1.00 amounts to 26.55% of the 2005 profit after tax. In relation to the share price of 20.02.06, the proposed dividend gives a return of 4.65% on the nominal value. For more information about Wilson's dividend policy please visit the Company's website.

Corporate Governance

General

In line with the Norwegian recommendation concerning corporate governance, Wilson has carried out a broad analysis of the role-sharing between shareholders, board members and general management. This subject has been a theme for discussion at the majority of board meetings in 2005.

This article explains Wilson's position in relation to the individual chapters of The Norwegian Recommendation Concerning Corporate Governance.

Corporate values

As part of its corporate culture, Wilson bases its activities on certain core values and agreed ethical guidelines. Wilson's core values imply that the company is reliable, service-minded, professional, long-term, solid, competitive and innovative.

Business activities

Wilson's business activities are defined in the company's Articles of Association. In accordance with the Articles of Association the object of the company is to own, operate, manage and charter vessels, ship brokerage, clearing, commercial and agency activities, industry, own and manage fixed property, investment activities as well as participating in other companies in Norway and abroad with similar purposes.

Within the scope of this objective, the company's business concept is to offer Norwegian and European industry competitive, secure, reliable, flexible and long-term maritime transport services. The Articles of Association are posted in full on the company's website.

Company capital and share dividends

Wilson has a financial objective of a minimum equity ratio of 30% defined as booked equity as a percentage of the total capital. The company aims to provide a high and stable return on shareholders capital defined as a combined value of share value development and distributed dividend. This return should reflect the financial development of the company.

Wilson's objective is to distribute a yearly dividend to its shareholders. The dividend will normally be about 25-30% of the company's profit after tax. The basis for the dividend decision shall be the annual profit as well as the financial situation of the company. Wilson's shareholder policy and dividend policy are posted in full on the company's website.

A proposal has been made to the shareholders' general meeting that the Board be authorised to acquire 10% of the company's shares. This proposal will be dealt with at the Annual General Meeting.

Equal treatment of shareholders, transactions with associated parties and unrestricted share trading

The company has one class of shares. The Group has implemented various transactions with associated parties. All transactions have been carried out as part of the general business, and the agreements are implemented on commercial terms pursuant to §§ 3-8 and 3-9 of the Norwegian Companies Act. For transactions with associated parties refer to notes 6, 8, 15 and 20 to the consolidated financial statements. Wilson ASA's shareholders are free to sell shares and the Articles of Association contain no restrictions on trading.

Annual General Meeting and election committee

The Annual General Meeting is usually held in March. Shareholders whose addresses are known are notified by post. Agenda papers will be sent out with the notification. The Board and company auditor are usually present. The AGM is also announced in the press and on the company's website at least 14 days before the meeting is convened. With today's shareholder structure, Wilson deems it unnecessary to have an election committee.

Wilson Sund

Board of Directors

The company Board comprises 7 members appointed by the AGM for a period of 2 years. The Managing Director is not a member of the Board. The background and experience of the Board members is posted on the company's website. See note 6 to the consolidated financial statements for information about the individual Board member's shares.

All Board members are elected by the shareholders. A shareholder agreement in majority shareholder InShip AS stipulates that the minority shareholders in InShip AS are entitled to one representative on the Wilson Board. Four of the Board members have no connection whatsoever with the company's main shareholders. A proposal has been made to the AGM to amend the Articles of Association to give employees the right to Board representation and consequently increase the number of Board members.

Board's assignment

The Board agrees an annual plan for its assignments. Around 7 or 8 ordinary Board meetings are normally held, as well as telephone meetings as required. Instructions are prepared for the Board and general management. The company's internal control is exercised in accordance with agreed guidelines and reviewed annually by the auditor and Board. In the Chairman of the Board's absence, meetings are chaired by his/her elected deputy. No steering committees have been used to date. The Board shall carry out an annual assessment of its work and expertise.

Remuneration to the Board

Remuneration to the Board is determined by the AGM, and the amount will reflect the Board's responsibility, competence, time spent and the company's complexity. Fees to Board members are not related to the company's results. Board members have no share options. None of the Board members has any other tasks in the company apart from holding a seat on the Board.

Senior executive pay

The Managing Director's salary is determined by the Board. Other aspects of the Managing Director's pay are detailed in note 6 to the consolidated financial statements.

Senior executive salaries are determined by the Managing Director based on a comparison of salaries for similar positions in other shipping companies based in Norway.

The Board decides annual bonus payments to office staff. Company employees have no share option agreements.

Information and communication

Wilson's ambition is to simultaneously provide investors, the capital market and other interested parties with relevant and timely information in order to contribute to an accurate value assessment of the company in order to reduce the investor's risk.

Quarterly and annual financial statements are presented according to the timetable posted under Finance Calendar on the company website. In addition to this, information is disseminated via stock market statements and general investor presentations, which are also posted on the website.

Two weeks prior to publication of the quarterly results, Wilson has a "silent period" during which contact with external analysts, investors and journalists is kept to a minimum. Visit the company website for a full account of Wilson's investor relations policy (IR Policy).

Auditor

The company auditor attends Board meetings as required and always participates in the meeting at which the annual report and accounts are discussed. At this meeting, the auditor reports on any major changes to the company's accounting principles, assessments of key accounting estimates and any disagreement between the auditor and administration.

The auditor also carries out an annual evaluation of the company's internal control mechanisms and presents an auditing plan. The Board and auditor meet once a year without the Managing Director or other management representatives being present.

The auditor's fees for the company audit and other services are detailed under note 6 to the consolidated financial statements, and are also reported at the AGM.

Board of directors report

The Company was incorporated on 21.11.2000 and transformed into an almennaksjeselskap (public limited company) on 16.12.2004. The Company changed its name to Wilson ASA on 21.01.2005.

Business concept and strategy

The Company's business concept is to offer Norwegian and European industry competitive, secure, reliable, flexible and long-term maritime transport services. With large transport volumes and long-term transport portfolios, Wilson can optimise sailing patterns and achieve efficient operations and thus secure long-term stable earnings.

The Company's strategy is to focus on growth and expansion in the European dry cargo segment by increasing the volume of long-term contract-based transportation, purchasing tonnage, acquiring companies or entering into alliances with other players.

The Company's financial strategy is to maintain focus on quantifying and controlling the Company's exposure to risk, and hedge against major fluctuations in general market conditions by:

- High long-term transport coverage of total volume
- Fair balance between contract portfolio and freight capacity
- Balancing currency exposures
- Reducing exposure to fluctuations in bunker rates

Business activity

The Company's main activity is to act as a holding company for the Wilson Group's focus on the European short sea segment with small bulk carriers. The Group operates approximately 90 vessels commercially.

As at 31.12.05 Wilson EuroCarriers operates 41 vessels owned by Wilson, 7 vessels controlled via financial lease whereof 6 from associated companies, 4 vessels owned by pool partners, 27 on timecharter and 1 on a bareboat charterparty from a sister company. Euro Container Line AS operates 3 vessels, and Bergen Shipping Chartering AS operates 12 vessels on behalf of external owners.

Wilson Ship Management AS manages around 55 vessels, mainly owned by Wilson.

Cargo volume, number of voyages and freight levels all increased in 2005. Gross turnover was MNOK 1,633 (1,468) and cargo volumes Ttons 14,630 (14,540). Contract share as a percentage of gross turnover remains high and in 2005 was approx. 74% (78%). This is consistent with the Company's strategy.

In 2005 the Company bought 11 vessels and a minor shipping company. Of the vessel purchases, 5 are the result of exercising previously agreed options on vessels managed via TC/BB agreements, while the other 6 are fleet additions that have partly replaced expired TC vessels and partly increased the total tonnage.

Going concern

In accordance with the Accounting Act §3-3 we confirm that the Financial Statements have been prepared under the assumption of going concern. The Group's economic and financial position is sound.

Administration, employees and working environment

The main office is located at Bradbenken 1 in Bergen. Additionally there is a marketing office in Rotterdam, an agency office in Duisburg and a crewing office in Archangel. The Company does not have any employees and acquires all management services from Wilson Management AS and Wilson Ship Management AS. In 2005 the Group had 98 office staff whereof 38 females, and about 1,000 onboard employees whereof 22 Norwegians. Eight of the office staff are located in Duisburg and 5 in Archangel.

Wilson Management AS aims to be a workplace with equal opportunities and has incorporated the aim to avoid gender discrimination in its personnel policy.

The Group has one female manager and two female members on the Board of Directors.

Sitting in front from left: Katrine Trovik, Kristian Eidesvik, Geir Bredo Larsen and Bernt D. Odfjell. Standing, from the left: Eivind Eidesvik, Ellen Solstad and Pål M. Hisdal.

Photo: Helge Skodvin

Health, environment and safety

The Wilson Group does not engage in the transport of oil products or chemicals. Accidental bunker oil or lubrication oil spills may however be harmful to the environment.

The Group adheres to national and international rules and regulations in the operation of its services and has established systems as well as inspection and approval procedures in order to quality assure its operations and prevent undesired events.

During the year 130 port state controls have been carried out on ships run by Wilson Ship whereof two resulted in detentions.

During the year there have been 3 incidents of collisions against floating or fixed objects, which required a guaranty from the Group. There has been one incident where the Group had to call in salvage experts. Four incidents of minor oil spills have been recorded though none that resulted in harm to the environment. No other incidents have been recorded that resulted in harm to the environment. There have been 4 minor injuries to onboard employees recorded.

Sick leave in 2005 for office staff was 4.2%, whereof long-term sick leave amounted to 2.5%.

Prospects

The Board of Directors has reason to be optimistic about the coming year. However, a lower spot market over the past half-year means that the result in 2006 is expected to be somewhat lower than in 2005. A high contract share of total voyages is expected also in 2006.

As a result of a high contract share of the Company's voyages, long-term relations with industry and a high contract renewal rate, and extensive use bunker clauses, the Board considers Wilson's future earnings to be largely characterised as stable.

The Groups aims to increase its relative share of transportation contracts outside Norway. In 2005, such contracts accounted for roughly 1/3 of the Group's turnover.

The Group plans to increase the fleet capacity in line with the Company's strategy, but investment in tonnage will always depend on Wilson finding suitable investment objects. It is presupposed that future investments will primarily be financed via a combination of equity capital and loan facilities.

The consolidated cash flow for 2006 is expected to be in line with 2005, based on the assumption of normal operation, tonnage investment and a distributed dividend consistent with the Company's dividend policy.

The Board believes that introduction on the Oslo Stock Exchange in March 2005 has created a solid platform for future growth and expansion.

Key risk elements and factors of uncertainty

The bulk market, in which the majority of Wilson's business activity is concentrated, is exposed to global economic developments. Even though Wilson's market area is primarily Northern Europe, this market is also affected by developments in global trade and industrial production, which is the main influence on demand in the bulk market.

However, the market for small bulk carriers up to 10,000 dwt is considered less exposed to developments in global trade than the market for large bulk carriers. To reduce its dependence on Norwegian industrial production, Wilson is pro-actively aiming to increase its share of voyages from ports outside Norway.

Wilson's largest risk parameter in a 12-month perspective will be transportation demand and developments among existing clients.

The bulk market has been exposed to strong growth in bunker rates over the past 6 months. Wilson has largely managed to neutralise the impact of this price fluctuation through bunker clauses in the clients' contracts. In the spot market, however, the increase has had the effect of reducing net earnings.

Results per 31.12.05

As per 31.12.05 Wilson ASA achieved a total operating revenue of MNOK 987 (MNOK 886 per 31.12.04), i.e. an 11% improvement with MNOK 101. This is attributed to a combination of increased activity with more vessels and higher rates. The average TC rate has increased from NOK 30,430 in 2004 to NOK 31,707 in 2005. This increase is the result of improved contract earnings, which have counter-balanced a fall in the spot market in 2005.

Operating costs increased in the same period by MNOK 44. This increase is due to increased activity, higher administration costs and a higher level of TC hires. In 2005, Wilson Eurocarriers has had on average three more vessels in activity compared with 2004. The increase in administration costs is primarily linked to the stock market introduction in March and the recognition of bonuses for both 2004 and 2005. Increased rates in the short sea segment in recent years have also resulted in higher TC costs for Wilson.

Operating profit before depreciations (EBITDA) shows an improvement of MNOK 57 per 31.12.05 compared with 2004. The improvement is mainly due to the increased level of activity and high contract share.

Net financing costs are reduced by MNOK 18 as a result of a net agio profit of MNOK 13 and added value from derivates of MNOK 13. Tonnage purchases in the period increase ordinary financing costs by MNOK 8.

The consolidated profit per 31.12.05 is MNOK 159, which represents an improvement of MNOK 41 compared with the previous year.

The Group's cash flow from operational activities in the period amounts to MNOK 255, which is largely allocated to tonnage investment. The total cash flow from operational and financial activities has strengthened the Group's bank balance by MNOK 54 in the year. The Group has not used its loan facility to finance all its tonnage purchases as good liquidity has enabled some of the ships to be financed through the business.

Financing and capital structure

In the Financial Statement per 31.12.05 interest-bearing mortgage liability and leasing obligations amounts to MNOK 654 (MNOK 607 per 31.12.04).

Approximately 20% of the mortgage liability of MNOK 498 is drawn in EUR (i.e. MEUR 12). Currency risk linked to servicing the mortgage debt is covered by freight income in a corresponding currency.

In Q2 2005 a new loan facility of MNOK 200 was established with the Group's main bank to be used for planned tonnage purchases. The drawdown per 31.12.05 was MNOK 25. Available financing under this facility would only finance tonnage up to approximately MNOK 200.

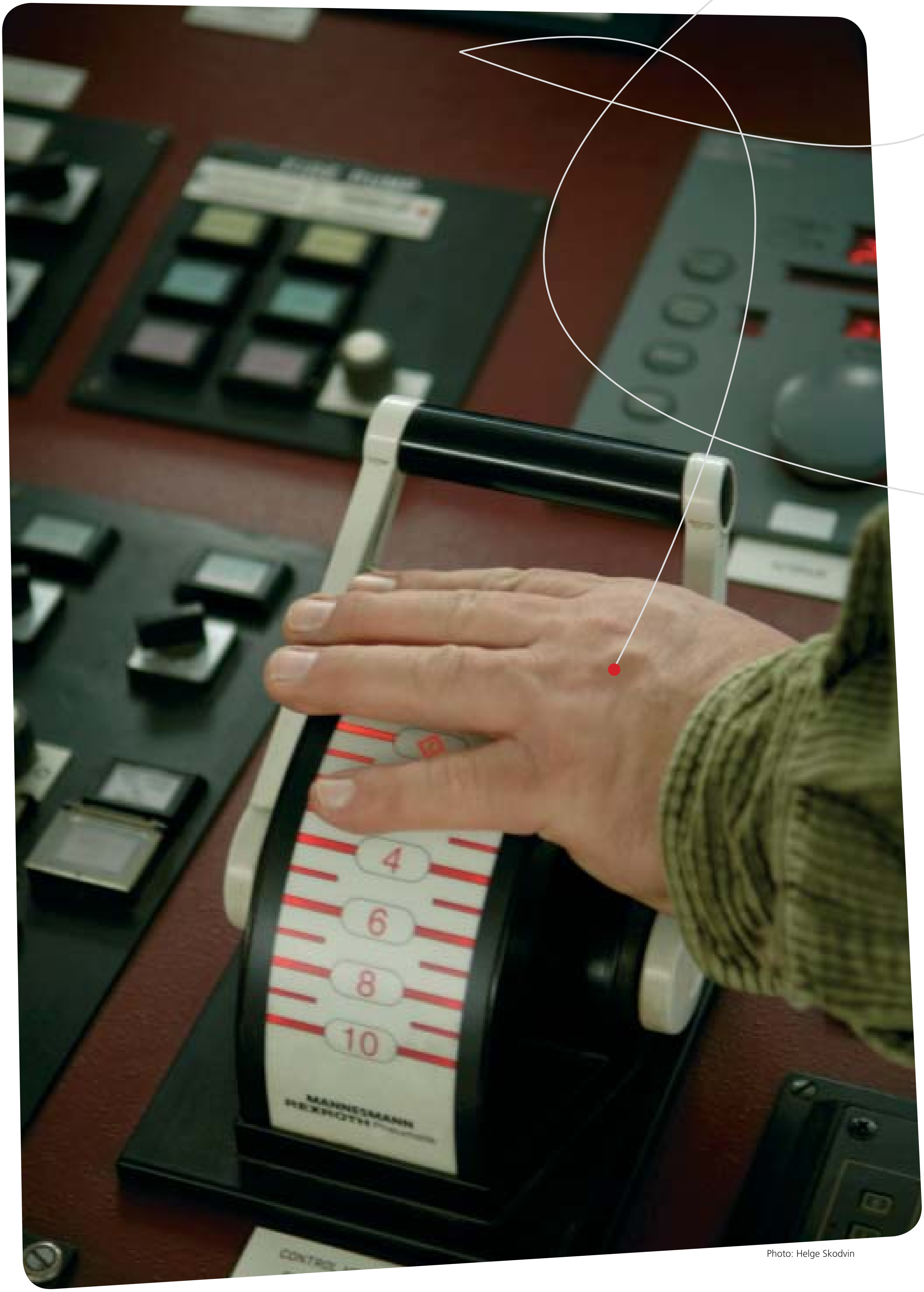


Photo: Helge Skodvin

Group equity per 31.12.05 is MNOK 475. The equity ratio of 36 % satisfies the Company's policy of a minimum 30% measured as book equity as a percentage of total capital.

Value assessments of owned vessels show a total added value of approx. MNOK 300 above booked equity. Bareboat and TC arrangements with purchase options/obligation for Wilson are estimated to have MNOK 59 in added value above booked values.

Financial risk

Currency risk

The Company is exposed to currency risk as a major portion of the turnover is in NOK and EUR, while crew costs and bunker costs are in USD. The Wilson Group aims to reduce this exposure to currency fluctuations by achieving the best balance possible between payments in and payments out in the same currency, as well as foreign exchange contracts at acceptable exchange rates.

Interest risk

The Company is exposed to changes in interest rates. This primarily applies to non-current liabilities.

Credit risk

Credit risk is regarded as low as the Group has not experienced any significant losses on receivables in the past. No significant loss on receivables has been recorded in 2005 or 2004.

Liquidity risk

A shared credit facility has been established with a limit of MNOK 50. There was no drawdown from this facility per 31.12.05. The liquidity is currently regarded as very good, and bank deposits amounted to MNOK 95 at year-end.

During the first half of 2006 the Company will purchase a ship in connection with a previous agreement with a purchase clause. The Company also has purchase options on two other vessels, which can be exercised in the first half of 2006. Neither these nor any other events are expected to have any significant effect on the Group's liquidity risk.

See note 18 for details about the individual financial risk.

Share capital and shareholders

The share capital is NOK 211.080.000 consisting of 42.216.000 shares at NOK 5, which is fully paid in. The Company was listed on the Oslo Stock Exchange on 17 March 2005. Per 31.12.05 the Company had 449 shareholders. 31 employees own shares in Wilson corresponding to 0.12%. The Company's 10 largest shareholders own 85.56% of the shares.

Annual results and equity capital

The Financial Statement for 2005 shows a surplus of NOK 53.800.000 while the Group shows a surplus of NOK 158.785.000 after tax and minority interests.

The Board of Directors is highly satisfied with the results for 2005.

The share capital is NOK 211.080.000 whereas net booked equity is NOK 339.625.000 after the proposed dividend. The Group shows a net booked equity of NOK 475.372.000.

Allocation

Of the net profit NOK 53.800.000 in Wilson ASA for 2005, NOK 42.216.000 is proposed as a dividend and NOK 11.584.000 transferred to retained earnings. The dividend is consistent with the Company's aim of paying an annual dividend to the shareholders normally amounting to 25-30% of the Group's profit after tax.

The Board of
WILSON ASA GROUP
Bergen, 8 February 2006

Kristian Eidesvik
Chairman of the Board

Katrine Trovik | Ellen Solstad | Geir B. Larsen | Bernt D. Odfjell | Pål M. Hisdal | Eivind Eidesvik

Managing Director for Wilson Group

Øyvind Gjerde

WILSON ASA
CONSOLIDATED PROFIT AND LOSS STATEMENT

(Figures in NOK 000s)

NOTES	OPERATING INCOME AND OPERATING COSTS	IFRS 2005	IFRS 2004	NGAAP 2004	NGAAP 2003
	Freight revenue	1 632 955	1 467 869	1 467 869	1 254 594
	Voyage-related expenses	680 864	624 933	624 933	559 300
	T/C earnings	952 091	842 936	842 936	695 294
	Other income	34 461	42 493	42 493	56 072
	Gain on sale of ships	0	193	193	308
2	Total operating income	986 552	885 622	885 623	751 673
6	Ships' crew costs	123 215	110 195	110 195	105 882
	Other operating expenses ships	125 136	97 925	97 925	78 302
8	T/C and B/B hire	352 440	360 638	360 639	333 725
6, 7	Administration expenses	94 910	82 963	85 763	75 456
2	Total operating expenses before depreciation	695 701	651 721	654 522	593 366
	Operating result before depreciation	**290 851**	**233 901**	**231 101**	**158 307**
2,9,10,11	Depreciation	92 618	55 015	76 934	61 099
2	**Operating result**	**198 233**	**178 886**	**154 166**	**97 208**
	FINANCIAL INCOME AND FINANCIAL COSTS				
	Interest income	1 312	534	534	936
	Agio	23 032	12 271	12 271	4 921
18	Change in fair value of derivatives	13 090	0	0	0
	Interest expenses	29 891	21 912	21 912	23 358
	Disagio	7 136	8 617	8 617	12 852
	Other financial expenses	1 274	1 245	1 245	1 889
	Net financial resultt	-867	-18 969	-18 969	-32 242
	Profit/(loss) before tax	**197 366**	**159 917**	**135 197**	**64 967**
12	Taxes	38 391	41 843	37 497	17 329
	Net profit/(loss) for the year	**158 975**	**118 074**	**97 701**	**47 637**
	Minority interest	-190	-405	-405	-157
	Majority interest	**158 785**	**117 669**	**97 297**	**47 480**
17	Earnings per share (NOK)	3,77	3,16	2,62	2,03
	Total shares	42 216	37 357	37 357	23 516

WILSON ASA
CONSOLIDATED BALANCE SHEET AT 31 DECEMBER
(Figures in NOK 000s)

NOTES	ASSETS	IFRS 2005	IFRS 2004	NGAAP 2004	NGAAP 2003
	Fixed assets				
	Intangible fixed assets				
10	Intangible fixed assets	3 000	6 000	6 000	0
12	Deferred tax asset	40 620	47 162	22 382	59 879
11	Goodwill	129 036	129 036	119 840	129 037
	Total intangible fixed assets	172 656	182 198	148 222	188 916
	Tangible fixed assets				
9	Land, buildings and other property	274	274	274	274
2,9,15,19	Ships	872 784	710 049	692 707	436 189
9	Fixtures & fittings, tools, office machinery etc.	4 140	3 854	3 854	4 537
	Total tangible fixed assets	877 198	714 177	696 834	441 000
	Financial non-current assets				
4	Loans to jointly controlled companies	1 400	1 250	1 250	0
7	Pension fund	0	0	5 579	5 401
5	Other non-current receivables	0	4 315	4 315	1 176
	Total financial non-current assets	1 400	5 565	11 143	6 577
	Total fixed assets	**1 051 254**	**901 940**	**856 199**	**636 493**
	Current assets				
1	**Bunkers**	20 233	13 416	13 416	9 699
	Receivables				
	Trade receivables	68 215	69 203	69 203	49 970
	Other receivables	74 742	56 315	56 315	53 000
13	Receivables from group companies	0	1 500	1 500	0
	Total receivables	142 957	127 018	127 019	102 970
	Investments				
18	Derivatives held for trading purposes	20 187	0	0	0
	Total investments	20 187	0	0	0
16	**Cash and cash equivalents**	94 860	40 387	40 387	2 853
	Total current assets	**278 237**	**180 821**	**180 822**	**115 522**
	TOTAL ASSETS	**1 329 491**	**1 082 761**	**1 037 021**	**752 015**

WILSON ASA
CONSOLIDATED BALANCE SHEET AT 31 DECEMBER
(Figures in NOK 000s)

NOTES	EQUITY AND LIABILITIES	IFRS 2005	IFRS 2004	NGAAP 2004	NGAAP 2003
	Equity				
	Paid-in capital				
14	Share capital (42 216 000 shares at NOK 5 per share)	211 080	211 080	211 080	117 580
	Total paid-in capital	211 080	211 080	211 080	117 580
	Retained earnings				
	Other equity group	262 859	98 646	96 305	-196
	Total retained earnings	262 859	98 646	96 305	-196
	Minority interests	1 433	1 243	1 243	838
	Total equity	**475 372**	**310 969**	**308 628**	**118 223**
	Liabilities				
	Provisions				
7	Pension liabilities	21 560	24 906	3 621	5 824
12	Deferred tax liabilities	53 951	22 113	0	0
	Total provisions	75 511	47 019	3 621	5 824
	Other non-current liabilities				
13	Liabilities to group companies	0	0	0	223 571
15,18	Liabilities to financial institutions (interest-bearing)	435 314	388 610	441 756	288 546
15,18	Leasing liabilities(interest-bearing)	141 620	147 833	164 952	2 732
	Total other non-current liabilities	576 934	536 443	606 708	514 848
	Current liabilities				
15	First year's payment on non-current liabilities (interest-bearing)	77 204	70 265	0	0
16	Liabilities to financial institutions (interest-bearing)	0	0	0	17 502
	Trade payables	41 983	38 408	38 408	33 577
	Social security, VAT and other taxation payable	8 832	9 477	9 477	7 980
	Other current liabilities	73 655	70 180	70 179	54 060
	Total current liabilities	201 674	188 330	118 063	113 119
	Total liabilities	**854 119**	**771 792**	**728 393**	**633 792**
	TOTAL EQUITY AND LIABILITIES	**1 329 491**	**1 082 761**	**1 037 020**	**752 015**

The Board of
WILSON ASA GROUP
Bergen, 8 February 2006

Kristian Eidesvik
Chairman of the Board

Katrine Trovik   Ellen Solstad   Geir B. Larsen   Bernt D. Odfjell   Pål M. Hisdal   Eivind Eidesvik

Managing Director for Wilson Group

Øyvind Gjerde

WILSON ASA
CONSOLIDATED CASH FLOW STATEMENT

(Figures in NOK 000s)

CASH FLOW FROM OPERATING ACTIVITIES	IFRS 2005	IFRS 2004	NGAAP 2004	NGAAP 2003
Profit/(loss) before tax	197 366	159 917	135 197	64 967
Depreciation and amortization	92 618	55 015	76 934	61 098
Impairment losses/reversed impairment losses	-150	-3 310	-3 310	443
Difference between pension costs and pension payments	-773	2 402	5 202	3 987
Effect of changes in exchange rates	-4 684	-6 517	-6 517	6 005
Profit/(loss) on sale of fixed assets	0	-193	-193	-308
Change in fair value of derivatives	-13 090	0	0	0
Changes in bunkers	-6 817	-3 717	-3 717	2 307
Changes in trade receivables	988	-19 233	-19 233	9 929
Changes in trade payables	3 575	4 831	4 831	-5 489
Changes in other current assets and other current liabilities	-13 723	16 257	16 258	-33 289
Net cash flow from operating activities	**255 310**	**205 451**	**205 451**	**109 650**
CASH FLOW FROM INVESTING ACTIVITIES				
Proceeds from disposal of tangible fixed assets	4 500	9 387	9 387	3 082
Purchase of tangible fixed assets	-250 321	-168 235	-168 235	-26 690
Acquistion of financial assets	0	-7 775	-7 775	-32
Net cash flow used in investing activities	**-245 821**	**-166 623**	**-166 623**	**-23 640**
CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from issuance of long-term debt	115 548	179 179	179 179	2 732
Repayment of long-term loans	-56 475	-26 345	-26 345	-63 591
Repayment of financial leases	-14 089	-6 555	-6 555	0
Net change in bank overdraft	0	-17 502	-17 502	-137
Repayment of long-term loans from the Group	0	-130 071	-130 071	-24 893
Group contributions received/paid	0	0	0	0
Net cash flow from (used in) financing activities	**44 984**	**-1 294**	**-1 294**	**-85 889**
Net change in cash and cash equivalents	54 473	37 533	37 533	121
Cash and cash equivalents at 01.01.	40 387	2 853	2 853	2 732
Cash and cash equivalents at 31.12.	**94 860**	**40 387**	**40 387**	**2 853**

WILSON ASA
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
(Figures in NOK 000s)

		Majority interest				Minority interest	Total equity
		Share capital	Other equity	Conversion differences	Total		
23	**Equity at 01.01.2004:**	117 580	-6 496	6 300	117 384	838	118 222
23	Effect of implementing IFRS		-11 732	-6 300	-18 032		-18 032
23	**Corrected equity at 01.01.2004**	117 580	-18 228	0	99 352	838	100 190
	Capital increase 04.02.2004	75 500			75 500		75 500
	Capital increase 16.12.2004	18 000			18 000		18 000
	Currency translation differences			-795	-795		-795
	Majority interest of the net profit		117 670		117 670		117 670
	Minority interest of the net profit				0	405	405
	Equity at 31.12.2004	211 080	99 442	-795	309 727	1 243	310 970
23	Effect of implementing IAS39		7 097		7 097		7 097
	Currency translation differences			-1 670	-1 670		-1 670
	Net profit/loss not included in the profit and loss account	0	7 097	-1 670	5 427	0	5 427
	Majority interest of the net profit		158 785		158 785		158 785
	Minority interest of the net profit					190	190
23	**Equity at 31.12.2005**	211 080	265 324	-2 465	473 939	1 433	475 372

Proposed dividend for 2005 amounts to NOK 42,216,000.

Note 1 – Accounting principles

Main principle
The Wilson Group's consolidated financial statements are prepared in accordance with International Financial Reporting Standards (IFRS), as adopted by the EU. IFRS principles are applied consistently for 2005 and 2004 with the exception of principles for the recognition and measurement of financial instruments, where IFRS rules are implemented with effect from 1.1.2005, without impact on comparative figures.

Figures are based on historic cost with the exception of investments that are acquired at market price or available for sale, which are measured at fair value.

Changes in accounting principles
Accounting principles in accordance with IFRS are incorporated with effect from 1.1.2004. See note 23 concerning the effect of transition to IFRS.

IAS39 for recognition and measuring financial instruments is implemented with effect from 1.1.2005.

Otherwise, there are no changes in the accounting principles applied in 2005.

Functional currency and presentation currency
The Norwegian krone is used as the functional and presentation currency in the group accounts. Figures are in NOK thousands.

For consolidation purposes, the balance sheet figures for a subsidiary with a different functional currency are translated at the exchange rate at the balance sheet date. Exchange differences are recognised directly in equity. With the sale of foreign subsidiaries, accumulated exchange differences linked to the subsidiary are recognised in the profit and loss statement.

Consolidation principles
The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). Controlling interest is usually achieved when the Group owns, either directly or indirectly, more than 50% of the shares in the company, and that the Group is in a position to exercise actual control over the company. Minority interest are included in the Group's equity.

The acquisition of subsidiaries is accounted for using the purchase method. Subsidiaries are consolidated from the date on which control is transferred to the Group and cease to be consolidated from the date on which control is transferred out of the group.

Investments in associated companies (normally investments of between 20% and 50% of the companies' equity) in which Wilson ASA has exercised considerable influence are recorded in the accounts using the equity method. The value of investments is assessed when there is an indication of a fall in value or when the need for write-down no longer exists. When the Group's share of the loss exceeds the investment value, the investment is recognised at zero. Losses of an associate in excess of the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate) are not recognised.

Shares in jointly controlled companies are recorded in the consolidated accounts using the equity method. The values in jointly controlled companies are assessed when a need for write-down is indicated or when the need for write-down no longer exists.

Intragroup transactions and intercompany balance, including intragroup earnings and unrealised profit, are eliminated. Unrealised profit from transactions with associated companies and jointly controlled companies is eliminated by the Group's share. Unrealised losses are similarly eliminated, but only when there are no indications of a fall in value of the asset sold within the Group.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group

Accrual of income
Freight revenue are recognised in the profit and loss account on a percentage of completion basis. Under this method, voyage revenue is recognised evenly over the period from the departure of a ship from its original discharge port to departure from the next discharge port, providing there are no freight-seeking periods between contracts. In such instances, the revenue is accrued from loading on the next contract.

Pool participation
Gross freight revenue and voyage-related expenses are pooled and allocated to each pool participants on a time charter equivalent basis in accordance with an agreed-upon formula. Payment to external pool participants is included in T/C hire.

Voyage-related expenses
Voyage-related expenses are recognised in the profit and loss accounts on a percentage of completion basis. Under this method, voyage-related expenses are recognised evenly over the period from the departure of a ship from its original discharge port to departure from the next discharge port.

Classification of assets and liabilities
Assets intended for permanent ownership or use are classified as fixed assets. Other assets are classified as current assets. Receivables to be paid within one year are classified as current assets. The classification of current and non-current liabilities is based on similar criteria, except for the first year's payment on mortgage debt, which is recognised as a current liability.

Receivables and liabilities in foreign currency
Receivables and liabilities in foreign currency are translated into NOK at the exchange rate on the balance sheet date. Transactions in foreign currency that are included in the profit and loss account are translated to NOK at the exchange rate at the time of transaction.

Tangible fixed assets and depreciation
Fixed assets are stated at cost less accumulated depreciation and impairment losses. When assets are disposed, the cost and accumulated depreciation are re-allocated in the accounts and any loss or profit from the disposal is recognised in the profit and loss statement.

The cost of fixed assets is the purchase price, including charges/taxes and direct acquisition costs connected with preparing the fixed asset for use. Costs accrued after the fixed asset is taken into use, such as repair and maintenance costs, are normally charged against income. In instances where increased revenues arise as a result of repairs and/or maintenance, expenses are capitalized.

Material components with a different useful economic life than the ship are otherwise filtered out and depreciated separately.

Depreciation is calculated on a straight-line basis taking the residual values into consideration. The depreciation period and method are assessed annually to ensure that the method and period used correspond to the useful lives of the fixed asset. The same applies to residual value.

At each balance sheet date, the Group reviews the carrying amounts of its fixed assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase

Classification and periodic maintenance costs
Cost related to major inspections / classifications (dry-docking) are capitalised and depreciated over the period through to the next scheduled drydocking (2 dockings in 60 months). Similarly, a proportion of the price paid for new ships is capitalised as periodic maintenance and amortized over the period to the next dry-docking.

Costs of regular maintenance are expensed as incurred. In the event of an accident, the franchise is expensed at the time of the accident and expenses relating to the insurance claim are capitalised and classified as short-term receivables.

Intangible fixed assets
Intangible fixed assets are recognised in the balance sheet if probable future financial benefits can be assigned to the asset owned by the company, and if the cost price can be estimated accurately. Intangible fixed assets are capitalised at cost. Intangible fixed assets with unlimited useful lives are not depreciated unless the recoverable amount is lower than cost. Recoverable amounts are calculated annually, and on indications of a decrease in value. Intangible fixed assets with limited useful lives are depreciated, and any need for impairment loss assessed. Depreciation is calculated on a straight line basis over the estimated useful life of the asset. The depreciation estimate and method applied are assessed annually based on the useful life of the asset.

Goodwill
Goodwill arising on the acquisition of a subsidiary or a jointly controlled entity represents the excess of the cost of acquisition over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities of the subsidiary or jointly controlled entity recognised at the date of acquisition. With investments in associated companies, goodwill is included in the cost of the investments.

The identifiable assets and liabilities at the date of transaction are recognised at fair value. The calculation of the minority interest of the identifiable assets and liabilities is based on the minority interest of the fair value of identifiable assets and liabilities.

If, after completion of purchase, additional information arises related to the assets and liabilities at the time of transaction, assessment of the fair value of assets and liabilities could be adjusted until the first accounts for a whole accounting period are reported.

Goodwill is not depreciated but an impairment test is made annually, or with indications of a decrease in fair value, as to whether the recognised value can be justified by future earnings. An assessment is made of whether the discounted cash flow related to the goodwill exceeds the recognised value. If the discounted cash flow is lower than the recognised value, goodwill is written down to fair value.

Leasing
Lease agreements are assessed as financial or operational leasing following evaluation of the individual agreement.

Financial lease agreements
The Group records financial lease agreements in the financial statements as assets and liabilities equal to the cost of the asset or, if lower, the current value of the cash flow from the lease contract. Calculation of the current value of the lease contract is based on the interest cost implied in the lease contract. Direct costs linked to the lease contract are included in the cost of the asset. Monthly hire is separated into an interest component and a repayment component. The interest cost is allocated to different periods so that the interest cost for the balance due is equal in different periods.

Assets included in a financial agreement are depreciated. The period for depreciation is consistent for similar assets owned by the Group. If it is not certain that the company will take over the asset on expiry of the lease contract, the asset is depreciated over the lease agreement's duration or period of depreciation for similar assets owned by the Group, whichever is the shortest.

If a "sale and lease-back" transaction results in a financial lease agreement, any gain is deferred and entered as income over the lease period.

Operational lease agreements
Leases where the lessor retains all the risks and benefits of ownership, the lease agreement are classified as operational leases. Lease payments are classified as an operational expense and charged against income over the period of contract.

If a "sale and lease-back" transaction results in an operational lease agreement, and it is clear that the transaction has been implemented at fair value, any gain or loss is recognised in the profit and loss account when the transaction occur. If the sale price is below fair value, any eventual gain or loss is recognised in the profit and loss account direct, except in the situation where this results in future lease payments below market price. In such instances, the gain/loss is amortised over the lease period. If the sale price is higher than fair value, the excess is amortised over the estimated period of use of the asset.

Bunker oil/inventories
Bunker oil/fuel are carried at the lower of cost (FIFO-method) and net realisable value.

Trade receivables and other receivables
Receivables are measured in the accounts at amortised cost. The interest component is ignored if deemed insignificant. Appropriate allowances for estimated irrecoverable amounts are recognised in profit or loss when there is objective evidence that the asset is impaired. The allowance recognised is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the effective interest rate computed at initial recognition.

Financial instruments
Investments in associated companies, in which Wilson ASA exercises a controlling interest, are recognised in the accounts according to the equity method. Shares in jointly controlled companies are also recognised in the accounts according to the equity method. Refer to "consolidation principles" for further information.

On 1 January 2005, the Group implemented IAS39, *Financial instruments, recognition and measurement*. Accordingly, financial assets are classified in the following categories:

1) held for trading

2) loans and receivables

The company recognises financial instruments in the balance sheet when they are part of the contractual provisions of the instrument. Financial assets are removed from the balance sheet when the contractual rights linked to the financial asset are cancelled. Financial obligations are removed from the balance sheet when the specified contractual obligations are cancelled.

The Group uses derivative financial instruments (primarily foreign currency forward contracts) to hedge its risks associated with foreign currency fluctuations and bunker oil prices relating to certain firm commitments and forecasted transactions. The derivative contracts do not qualify for hedge accounting and are classified as "held for trade". All other financial assets are classified as loans and receivables.

An embedded derivative shall be separated from the host contract and accounted for as a derivative if, and only if:

- the economic characteristics and risks of the embedded derivative are not closely related to the economic characteristics and risks of the host contract
- a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and
- the hybrid (combined) instrument is not measured at fair value with changes in fair value recognised in profit or loss (i.e. a derivative that is embedded in a financial asset or financial liability at fair value through profit or loss is not separated).

Financial assets that comprise loans and receivables are classified as financial non-current assets unless the due date is less than 12 months after the balance date. Residual financial assets are classified as current assets.

Financial obligations are classified as non-current liabilities unless they have a duration of less than 12 months, in which case they are classified as current liabilities.

All purchases and sales of financial instruments are recognised in the accounts at the time of transaction. Transaction costs are included in the cost, except for financial assets that are classified as "held for trading", where transaction costs are charged against income at transaction date.

Financial instruments held for trading are recognised in the accounts at fair value. Fair value is calculated by using rates issued by the bank. Changes in fair value in financial instruments classified as "held for trading" are recognised in the accounts and presented as net financial income/costs.

Financial assets and obligations classified as loans and receivables are measured at amortised cost.

Taxes
Presently, the Group has no companies in the company tonnage taxation system.

Tax expense in the profit and loss statement cover both the period's tax payable and changes in deferred tax. Deferred taxes are computed at a tax rate of 28 percent. Deferred taxes are computed on temporary differences between the carrying amount of the company's assets and liabilities in the financial statements and the carrying amount of the company's assets and liabilities for tax purposes and any tax losses which can be carried forward at the end of the financial year. Tax-reducing temporary differences and losses to be carried forward are set off against tax-increasing temporary differences reversed during the same period. Temporary differences in the Group are presented in the financial statements on a gross basis as the sum of each companies deferred tax liabilities/asset. Capitalisation of deferred tax asset presupposes that future application can be rendered possible.

Pensions
The employees in the group are included in a pension scheme managed by a life insurance company. Net pension costs is included in administration costs and consists of the present value of pensions earned in the year and interest costs on pension liabilities, less anticipated returns on pension scheme funds. Net pension liabilities are presented in the balance sheet under long-term liabilities. The effect of changes in estimates and pension plans, and the difference between actual and anticipated returns on pension scheme funds are spread forward over the average remaining service lives of employees when the cumulated effect exceeds 10 percent of whichever is higher of the pension scheme or the pension liabilities.

Estimates
The preparation of financial statements in accordance with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting principles and reported amounts of assets and liabilities, revenue and expenses. Estimates and related assumptions are based on historic experience and other factors that are assumed reasonable, taking all things into consideration. These calculations form the basis for the judgement of book values of assets and liabilities that are not confirmed by other sources. The actual amounts may differ from these estimates.

Estimates and the underlying assumptions are constantly judged. Changes in the accounting estimates are reported in the period the changes occur providing they only apply to this period. If the changes also apply to future periods, the effect is allocated over current and future periods.

Judgements made by management in accordance with IFRS that have a material effect on the financial accounts, and estimates involving a substantial risk for material adjustments in the next financial year, are covered in note 19.

Provisions
Provisions are recognised when the Group has a present obligation as a result of a past event, and it is probable that the Group will be required to settle that obligation. Provisions are measured at the directors' best estimate of the expenditure required to settle the obligation at the balance sheet date, and are discounted to present value where the effect is material. Provisions are reviewed at the balance sheet date, and the level reflects the best estimate of the obligation. When the time factor is insignificant, the provision is equal to the amount required to settle the obligation. When the time factor is material, the provision is the current value of future payments required to cover the obligation. An increase in the provision as a result of the time factor is presented as interest costs.

Contingent obligations acquired through a business acquisition are recognised in the balance sheet at fair value even though the obligation is unlikely to be realised. The probability and fair value are constantly reviewed. Changes in fair value are recognised in the profit and loss account.

Cash and cash equivalents
Cash and cash equivalents comprise cash on hand and demand deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value. The bank overdraft facility is in the cash flow statement included in cash and cash equivalents.

Cash flow statement
The cash flow statement is prepared according to the indirect method.

Reclassification
With the reclassification of profit and loss and balance sheet items, the comparative figures are revised accordingly.

Comparative figures
For comparative figures, the original NGAAP accounts from 2004 are revised in accordance with IFRS. IAS39 for financial instruments is implemented with effect from 1.1.2005, and the 2004 figures are not revised for items affected by this standard.

Note 2 – Segment information

Wilson is involved in dry-cargo contracting in the market for smaller bulk vessels between 1,000 – 10,000 dwt, primarily in Northern European waters. Market segmentation is based on the clients' demands for quantity per shipment.

Wilson's principal strategy for the various segments is to offer Norwegian and European industry competitive, safe, reliable, flexible and long-term transport services. Through high volumes and long-term contract portfolios, Wilson can optimise its sailing pattern and secure long-term stable earnings.

The company's strategy is to focus on growth and expansion in the European dry-cargo market through:

• Increasing its contract portfolio

• Acquisition of ships

• Acquisition of companies and alliances with other players

"NRL" (The Norwegian Rhine Line) represents shipments in the region of 2,000 dwt. NRL vessels operate a fixed sailing pattern between Norway and the Continent, including the UK, as well as a regular liner shipping service to the Ruhr region. The transportation is contract based. From Norway to the Continent we carry various finished goods/products and minerals, and from the Continent to Norway we transport mainly steel products.

"Ro-Ro" represents per date two Ro-Ro vessels providing long-term weekly liner services for Hydro from three aluminium works in Norway to Netherlands.

"3,000-4,500 dwt" represents shipments from Norwegian industrial works and of raw minerals and fertilizer to various North European destinations, input factors for Norwegian industry, as well as transport between various foreign ports in the same region. The transportation is based on raw materials, semi-fabricated and finished products, and approximately 75% is contract-based.

"6,000 – 10.000 dwt" – this segment is mainly based on the transportation of raw materials and with greater focus on markets beyond the central North Sea market. This segment is also to a large degree contract-based (approx. 60-70%).

"Other" – this segment comprises various minor activities such as self-loading vessels and management services.

2005	**NRL/ System**	**3,000-4,500 dwt**	**6,000-10,000 dwt**	**Other**	**Total primary reporting**
Operating income	152 427	418 380	321 152	94 594	986 553
Operating costs*)	129 920	277 108	205 740	82 934	695 702
Operating result before dep. and amort. (EBITDA)	22 507	141 272	115 412	11 660	290 851
Depreciation	8 487	48 143	26 909	9 079	92 618
Operating result (EBIT)	14 020	93 129	88 503	2 581	198 233
Book value ships	41 910	612 102	181 996	36 776	872 784

2005	**Norway**	**Europe**)**	**Total secondary reporting**
Operating income	667 384	319 169	986 553

*) Operating costs incl. Cost of TC hire
**) Contract loads between foreign ports

2004	**NRL/ System**	**3,000-4,500 dwt**	**6,000-10,000 dwt**	**Other**	**Total primary reporting**
Operating income	140 872	378 891	290 813	75 047	885 623
Operating costs*)	128 250	269 172	191 353	62 947	651 722
Operating result before dep. and amort. (EBITDA)	12 622	109 719	99 460	12 100	233 901
Depreciation	4 718	29 611	12 836	7 849	55 014
Operating result (EBIT)	7 904	80 108	86 624	4 251	178 887
Book value ships	41 579	487 449	140 388	40 633	710 049

År 2004	**Norway**	**Europe**)**	**Total secondary reporting**
Driftsinntekt	604 357	281 266	885 623

*) Operating costs incl. Cost of TC hire
**) Contract loads between foreign ports

Note 3 – Shares in subsidiaries

Subsidiary	Acquisition year	Main activity	Main office	Voting and ownership
Wilson Eurocarriers AS	2000	Freight contracting	Bergen	100,00%
Bergen Shipping Chartering AS	2000	Freight contracting	Bergen	100,00%
Wilson Management AS	2000	Administration	Bergen	100,00%
NRL Transport Duisburg *	2000	Freight contracting	Duisburg	51,00%
Wilson Eurocarriers BV *	2003	Freight contracting	Rotterdam	100,00%
Wilson Ship Management AS *	2000	Ship management	Bergen	100,00%
Wilson Crewing Agency Ltd **	2004	Crewing	Archangel	100,00%
Wilson Mangement Services Aps*	2005	Insurance services	Copenhagen	100,00%
Wilson Ship AS	2000	Chartering	Bergen	100,00%
Wilson Shipowning AS	2000	Shipowning	Bergen	100,00%
Wilson Shipowning II AS	2005	Shipowning	Bergen	100,00%
Jebsens Thun Beltships BV	2000		Delfzijl	100,00%
Altnacraig Shipping Plc	2000	Chartering	London	100,00%

* Subsidiary of Wilson Management AS

** Subsidiary of Wilson Ship Management AS

On 30 June 2005, Wilson ASA acquired 100% of Multi Bulk AS. The company has since changed its name to Wilson Shipowning II AS.

Wilson Management Services ApS and Jebsens Thun Beltships BV are under liquidation.

Note 4 – Jointly controlled companies

The Group has invested in the following company:

Company	Cost price	Book value	Country	Activity	Ownership
Euro Container Line AS	2 250	0	Norway	Operation of container line	50 %

Summary of the company's accounts on a 100% basis:

NOK 000s	2005	2004
Assets		
Current assets	18 694	26 242
Fixed assets	268	135
Liabilities		
Current liabilities	15 971	23 404
Non-current liabilities	5 000	5 000
Equity	**-2 009**	**-2 027**
Income	59 230	38 009
Expenses	59 212	30 892
Profit/(loss) for the Year	**18**	**7 117**

Loans to jointly controlled companies:

	2005		2004	
	Acquisition cost	Book value	Acquisition cost	Book value
Euro Container Line	2 500	1 400	2 500	1 250
Total	**2 500**	**1 400**	**2 500**	**1 250**

Accumulated interest income on this loan amount to NOK 565,000.

Note 5 – Other non-current receivables

	2005	2004
Loan to Linito Ltd	0	2 750
Deposit, acquisition of ships	0	1 535
Other items	0	30
Total	0	4 315

The loan to Linito Ltd is given to the owner of a T/C vessel and shall be repaid over 3 years with annual repayments. The agreed interest rate is NIBOR + 2%. Wilson has a call option on the T/C ship.

Deposit ships comprise one vessel chartered on a financial lease agreement and one vessel on a lease agreement that is to be purchased in 2006.

These items are included in the 2005 accounts under Other current receivables.

Note 6 – Payroll costs, number of employees, fees, loans to employees, etc.

Specification of other administration costs:

Administration costs	**2005**	**2004**
Wages	69 821	63 364
Other operating costs	25 089	22 399
Total	94 910	85 763

Payroll costs	**2005**	**2004**
Wages to office staff in Bergen	49 957	43 200
Social security tax	7 465	7 247
Pension expenses	4 407	7 585
Other payments	3 981	1 809
Wages and social costs in foreign companies	4 011	3 523
Total	69 821	63 364
Average number of employees	98	93

Number of employees at 31.12.2005 comprises 85 employees in Bergen and 13 employees in foreign companies.

By year-end the company had approx. 1,000 sea-going employees. Payroll costs for ships' crews are included under ships' crew costs and are specified as follows:

	2005	**2004**	**2003**
Crew costs for own ships	107 145	85 617	71 769
Crew costs for ships under management	16 070	24 578	34 113
Total crew costs	**123 215**	**110 195**	**105 882**

Payments to senior executives 2005	**MD**	**Chief Financial Officer**	**Chairman**	**Board**
Salaries and other payments*)	1 388	633		
Bonuses	453			
Pension costs payment plans	65	65		
Fees			150	450
Total	1 906	698	150	450

*) If Wilson wishes to terminate the contract of employment, the MD is entitled to 18 months pay after termination of employment. In addition, the MD has a variable compensation scheme which is annually approved by the board of directors.

Shares owned by the Chairman and Board members	
Kristian Eidesvik	68,85%
Bernt Daniel Odfjell	0,38%
Ellen Solstad	0,78%
Eivind Eidesvik	0,55%
Geir Bredo Larsen	0,24%
Pål Magne Hisdal	0,12%

Shares owned by senior executivese	
Chief Financial officer	0,05%

Auditors renumeration	**2005**	**2004**
Statutory audit	696	665
Other professional services	1 100	11
Tax advice	153	244
Total	1 949	920

Note 7 – Pension costs, reserves and obligations

Office staff

Wilson has a group pension scheme for its office staff. The scheme gives persons covered defined future benefits. These depend primarily on years of service, the level of salary at the age of retirement, and the size of offerings from the social security. The obligations are covered through an insurance company. The scheme includes 122 employees and retirees at 1.1.2005. For office employees, the plans provide for a retirement pension of 66% of pensionable earnings from the age of 67 as well as benefits for surviving spouses/dependants, disability and child pension.

In addition to the benefit obligation covered through insurance arrangements, the group has uninsured benefit obligations. These obligations relate to 23 former office employees and are financed through the company's operations.

Ships' crews

Wilson has pension plans that cover 27 Norwegian seamen. Obligations relating to the Norwegian seamen are insured through a retirement plan with a life insurance company. In addition the group has uninsured benefit obligations covering 3 employees. This additional plan is financed through the company's operations.

	Insured		Non-insured	
	2005	**2004**	**2005**	**2004**
Current value of the year's pension scheme	4 344	4 142	528	337
Interest costs of pension obligation	3 358	3 106	26	424
Expected return on pension plan capital	-3 307	-3 014	0	0
Expensed portion of difference in estimates	5	0	-547	1 414
Net pension costs	4 400	4 234	7	2 175
Current value of calculated pension obligation	-74 055	-68 299	-10 053	-11 594
Estimated value of plan assets	61 497	54 987	0	0
Net pension obligations	-12 558	-13 312	-10 053	-11 594
Changes and estimated difference (not rec.)	26	0	1 025	0
Plan assets/(pension obligation) in the balance sheet	-12 532	-13 312	-9 028	-11 594
Change in the obligation:				
Net obligation at 1.1.	-13 312	-14 653	-11 594	-11 499
Uninsured pension payments	0	0	2 573	2 080
Expensed pension costs	-4 400	-4 234	-7	-2 175
Premium payments	5 180	5 575	0	0
Pension obligation 31.12. in the balance sheet	-12 532	-13 312	-9 028	-11 594
Best estimate 31.12.	**-21 945**	**-13 312**	**-10 547**	**-11 594**

Economic conditions:	Secured scheme		Unsecured scheme	
	2005	**2004**	**2005**	**2004**
Discount rate at 1.1.	5,0%	5,0%	5,0%	5,0%
Discount rate at 31.12.	4,0%	5,0%	4,0%	5,0%
Expected return on plan assets	6,0%	6,0%	6,0%	6,0%
Wage adjustment/inflation	3,0%	3,0%	3,0%	3,0%
Pension adjustment	2,5%	2,5%	2,5%	2,5%
Adjustment of Nat. Ins. base amount	2,5%	2,5%	2,5%	2,5%
Turnover	3,0%	3,0%	3,0%	3,0%

Actuarial assumptions for demographic factors and retirement are based on the standard assumptions used by insurance companies.

Best estimate as at 31.12 is based on membership and assumptions as at 31.12. The discount rate is the only assumption that has changed from 1.1 to 31.12.

Best estimate for premium payments in 2006 amounts to NOK 5,900,000. Best estimate for payments on uninsured schemes in 2006 amounts to NOK 1,600,000.

Composition of pension plan assets:

Pension plan assets	**2005**	**2004**
Stocks and shares	13 190	11 266
Bonds	35 643	28 164
Property	5 396	5 121
Other	7 268	10 436
Total fair value	61 497	54 987

The actual return on the pension plan asset in 2005 is not yet verified.
The best estimate for return on plan assets as at 31.12 is NOK 4,393,000.

Note 8 – Material lease commitments

Financial lease commitments
See notes 9 and 15.

Operational T/C commitments
As at 31.12.2005 the Group has 30 vessels on time charter party and one vessel on bareboat charter party, which is not financial leasing. Current charter parties are a combination of short periods, up to 12 months with, in some cases, options for further hire, and some for periods longer than 12 months. Signed agreements for 2005 amount to a total of NOK 483,536,000, of which NOK 476,601,000 is for the T/C vessels and NOK 6,935,000 for the bareboat charter. Annual hire of vessels in 2005 amounted to a total of NOK 352,440,000, of which NOK 347,066,000 is for T/C vessels and NOK 5,374,000 for bareboat vessels.

Future minimum hire connected with non-cancellable T/C agreements fall due as follows:

Within the first year	266 451
1 to 5 years	217 085
After 5 years	0
Future minimum hire	**483 536**
Interest 6% p.a.	
Current value of future minimum hire	**441 510**

Office lease agreements
Wilson Management AS has a 10-year lease agreement for the third floor offices at Bradbenken 1 in Bergen.
The contract expires in 2008, but the company is entitled to extend the lease by two 5-year periods on corresponding terms.
The rent expenditure is adjusted annually in relation to the consumer price index.

	2005	**2004**
Office rent expenditure	3 100	2 921

Future minimum lease linked to the non-cancellable part of the lease agreement falls due as follows:

Within the first year	266 451
1 to 5 years	217 085
After 5 years	0
Future minimum lease	**483 536**

Note 9 – Tangible fixed assets

	Ships	**Docking**	**Other fixed assets**	**Property**	**Total**
Acquisition cost at 1.1	810 399	55 516	10 314	274	876 503
Additions	195 446	53 207	1 668	0	250 321
Disposals	0	0	0	0	0
Acquisition cost at 31.12	1 005 845	108 723	11 982	274	1 126 824
Accumulated depreciation at 1.1	153 356	0	6 652	0	160 008
Acc. depreciation disposals	0	0	0	0	0
Depreciation for the year	40 089	48 339	1 190	0	89 618
Acc. dep., imp. loss and rev. imp. loss as at 31.12	193 445	48 339	7 842	0	249 626
Book value as at 31.12	**812 400**	**60 384**	**4 140**	**274**	**877 198**
Current depreciation	40 089	48 339	1 190	0	89 618
Useful life	30-35 years	30 mths	5-10 years		
Depreciation plan	Linear	Linear	Linear		
Capital financial leases	172 205	0	2 880	0	175 085

The useful life of the 6,000 tdw vessels has been adjusted from 30 to 35 years. Extension of the useful life period gives a lower residual value when calculating the basis of depreciation. The effect of a reduced residual value is greater than the effect of increasing the depreciation period, so that annual depreciation as a result of the estimate change increases by NOK 14,633,000 (whereof NOK 4,292,000 is ordinary depreciation and NOK 10,341,000 is docking depreciation).

Note 10 – Intangible fixed assets

	Fixed-term agreements
Acquisition cost as at 1.1	7 500
Additions	0
Disposals	0
Acquisition cost as at 31.12	7 500
Accumulated depreciation as at 1.1	1 500
Current depreciation	3 000
Acc. dep., imp. loss and rev. imp. Loss at 31.12	4 500
Book value as at 31.12	**3 000**
Impairment loss for the year	0
Economic useful life	2-5 years
Depreciation plan	Linear

In 2004, the Group acquired Wani Shipping, which included T/C contracts and client contracts. The agreements are regarded as having a life of 2-5 years and are depreciated accordingly.

Note 11 – Goodwill

The Group's goodwill relates to the acquisition of Wilson AS and its subsidiaries in 2000. The goodwill item represents part of the value of future income from the company's long-term contracts and the right to participate in the Wilson Eurocarriers pool. Goodwill represents lasting value related to contracts of affreightment.

This item can be specified as follows:

	Wilson ASA
Acquisition cost as at 1.1	156 625
Additions	0
Disposals	0
Acquisition cost as at 31.12	156 625
Acc. dep. and impairment losses at 1.1	27 589
Impairment loss for the year	0
Acc. dep., imp. loss and rev. imp. loss at 31.12	27 589
Book value as at 31.12	**129 036**
Year of acquisition	2000

No depreciation in 2004 and beyond.

The Group tests goodwill annually for impairment based on consolidated net profit. No impairment loss has been identified in the current financial year.

Note 12 – Tax

Tax for the year comprises:	2005	2004
Tax payable	0	0
Change in deferred tax asset	-38 391	41 843
Tax	-38 391	41 843

Specification of basis for deferred tax asset:		
Fixed assets	-23 722	-17 782
Gain and loss account	-14 542	-56
Loss carry forward	-85 247	-125 691
Other provisions	-21 560	-24 907
Basis for calculation of deferred tax	-145 071	-168 436
Nominal tax rate	28 %	28 %
Deferred tax asset - gross	**-40 620**	**-47 162**
Fixed assets	230 003	164 138
Gain and loss account	3 493	4 702
Loss carry forward	-40 815	-92 812
Other provisions	0	2 948
Basis for calculation of deferred tax asset	192 681	78 976
Nominal tax rate	28%	28%
Deferred tax liabilities - gross	**53 951**	**22 113**

Deferred tax asset is recognised in the balance sheet on the basis of future earnings and a reversal of tax-increasing temporary differences.

Reconciling from nominal to tax rate		
Profit before tax	197 366	159 917
Specified Group contribution	0	0
Changes in temporary differences	0	0
Profit before tax	197 366	159 917
Nominal tax rate	28 %	28 %
Tax according to nominal tax rate	55 262	44 775

Tax effect of the following items:		
Non-deductible costs	516	529
Tax on profit from shipping company-taxed enterprise	0	0
Deferred tax asset previously not rec. in the balance sheet	-11 143	0
Other items	-6 245	-3 463
Tax	38 391	41 843
Effective tax rate	19,5 %	26,2 %

Note 13 – Intercompany accounts

	Receivables		Liabilities	
	2005	2004	2005	2004
InShip AS	0	0	0	0
Caiano AS	0	0	0	0
Total non-current items	0	0	0	0
InShip AS	0	1 500	0	0
Total current items	0	1 500	0	0

Note 14 – Share capital and shareholders

The share capital in the company at 31.12.2005 comprises 42,216,000 shares at NOK 5, amounting to NOK 211,080,000..

Name	Shares	Ownership	Voting share
InShip AS	27 440 400	65,00%	65,00%
AG Holding AS	1 812 000	4,29%	4,29%
Nesskip H/F	1 520 000	3,60%	3,60%
Pareto Aksje Norge	1 140 000	2,70%	2,70%
Credit Suisse First (Europe) Prime Broke	1 026 500	2,43%	2,43%
Caiano AS	988 000	2,34%	2,34%
Bear Sterns Securit A/C Customer Safe KE	880 200	2,08%	2,08%
Pareto Aktiv	558 000	1,32%	1,32%
Total > 1% ownership share	35 365 100	83,76%	83,76%
Total others	6 850 900	16,24%	16,24%
Total shares	**42 216 000**	**100,00%**	**100,00%**

The shares were split in January 2005. The new number of shares is 42,216,000. The nominal value of each share following the split is NOK 5 per share.

Wilson ASA was quoted on the stock exchange on 17 March 2005.

See note 6 for information about shares owned by the company's chairman.

Note 15 – Long-term debt

	Effective interest rate	Interest due	2005	2004
Debt - interest rate hedged:				
Mortgage debt NOK changed for fixed interest	3,75%	2006	242 000	0
Total debt - interest rate hedged			**242 000**	**0**
Debt:				
Mortgage debt NOK floating intereste	3,89%	2006	157 423	359 180
Mortgage debt EUR floating interest	3,46%	2006	99 125	82 576
Financial lease NOK	6,00%	2006	124 010	67 622
Financial lease EUR	6,83%	2006	31 580	97 330
Total debt			**412 138**	**606 708**
Total long-term debt			654 138	606 708
First year's payment on long-term debt			-77 204	-70 265
Long-term debt ex first year's payment			**576 934**	**536 443**

The effective interest rate is a weighted average. Debt with floating interest is fixed for 6 months into the future.

Mortgage payment profile	2006	2007	2008	2009	Thereafter
Payment	63 234	63 234	63 234	32 954	25 494
Balloon	0	0	0	250 398	0
Total	**63 234**	**63 234**	**63 234**	**283 352**	**25 494**

Lease payment profile	2006	2007	2008	2009	Thereafter
NOK	13 970	11 406	2 473	540	8 832
NOK*	34 237	49 699	34 433	0	0
Total	**48 207**	**61 105**	**36 906**	**540**	**8 832**

Paid nom. value leasing	2006	2007	2008	2009	Thereafter
NOK	18 880	14 303	3 096	1 096	8 832
NOK*	34 237	49 699	34 433	0	0
Total	**53 117**	**64 002**	**37 529**	**1 096**	**8 832**

*Amount includes purchase price with reference to purchase options.

Note 15 (cont.) – Long-term debt

Book value debt:	**2005**	**2004**
Mortgage	498 548	441 756
Total	498 548	441 756

Pledged assets - book value:		
Other fixed assets	1 152	2 121
Ships	696 283	503 279
Total	697 435	505 400

Note 16 – Bank deposit, bank overdraft

The Group's bank deposit includes NOK 2,313,000 in tax with-holdings.

The Group has an unused overdraft limit of NOK 50 million.

Note 17 – Earnings per share

Earnings per share are calculated by dividing the consolidated result by a weighted average number of outstanding shares in the reporting period.

The shares were split in January 2005. This calculation for 2005 takes account of this.

Earnings per share are shown in a separate line in the profit and loss statement

Note 18 – Financial instruments

Financial risk

The Group operates an international business and is exposed to currency and interest rate risks. There is also exposure to the risk of fluctuations in bunker prices. To a certain extent the Group uses derivates to reduce these risks in accordance with the Group's strategy for interest, bunkers and currency risk exposure. The Board has agreed procedures for risk management and these are implemented by the finance management and managing director.

The Group's financial instruments are summarised below. The overview shows book values with references to notes, valuation methods and risk exposure.

	Note	Amount recognised in P&L 2005*)	Book value 31.12.05	Valuation method in the accounts	Method for estimating actual value	Risk exposure
Loans to joint ventures	4	150	1 400	Amortised cost with use of effective interest	IA	Credit risk, cash flow related interest risk, liquidity risk
Bunker hedging contracts**)	18	16 686	18 015	Fair value	Rate given by bank	Credit risk, liquidity risk, currency risk, price risk
Currency forward contracts**)	18	7 251	2 111	Fair value	Rate given by bank	Credit risk, liquidity risk
Interest rate swaps**)	18	-469	61	Fair value	Rate given by bank	Credit risk, liquidity risk, cash flow related risk and actual value related risk
Mortgage	15	-17 954	498 548	Amortised cost with use of effective interest	IA	Liquidity risk, cash flow, related risk, currency risk
Leasing liabilities	15	-11 093	155 589	Amortised cost with use of effective interest	IA	Liquidity risk, cash flow, related risk, currency risk

*) Amount recognised in profit and loss involves both realised and unrealised profit/loss.
**) Of the amount recorded in profit and loss, NOK 13,090,000 is unrealised profit. Total balance sheet value of derivatives amounts to NOK 20,187,000.
The Group also has other operation-related assets and liabilities with a duration of less than 3 months.

i) Credit risk
Maximum risk exposure is represented by the balance sheet amounts for financial assets.

Loans to jointly controlled companies are written down to assumed fair value to account for the credit risk.

The other party for pension funds is a Norwegian insurance company and the risk associated with this is assumed minimal.

The degree of credit risk is moderate in all business areas. The credit risk associated with the Group's activities is currently regarded as limited. Short credit period reduces the level of outstanding receivables. Historically, the Group has not experienced any material losses on trade receivables, but the risk is reflected in the Group's quality assurance system where routines for monitoring trade receivables are followed up regularly. The Group has guidelines to ensure that sales are only made to clients that have not had serious problems and that outstanding receivables are settled on time.

The other party for derivates is banks, and the credit risk associated with these is therefore regarded as insignificant. The same applies for bank deposits.

Consequently, the maximum credit risk is regarded as the balance sheet value of trade receivables, current receivables and loans to jointly controlled companies.

ii) Interest risk
Items that are exposed to interest risk are loans to jointly controlled companies (note 4), bank deposits (note 16), and long-term debt (note 15).

Interest risk related to long-term debt is partly reduced by interest swap agreements. In 2005, the Group signed interest swap agreements (due 18.05.2006) that swapped a floating interest rate against a fixed interest rate. Forty per cent of the Group's mortgage debt is currently hedged at a fixed rate by this swap. According to IFRS the swap does not qualify for hedge accounting and is therefore recognised as a financial instrument held for trading purposes with changes in fair value recorded in the profit and loss account.

Bank deposits are not covered by long-term interest agreements.

The principal terms for the interest swap are shown in the table below.

Nominal value on which interest rate is based	Settlement interval	Due date	Fair value 31.12.05	Fixed interest rate	Floating interest rate	Value change over result
242 000	every 3 months	18-05-06	61	2,55%	Nibor	61

Effective interest rates for the Group's financial instruments:

	2005
Loan to jointly controlled companies	0,0%
Financial instruments (USD)	4,5%
Mortgage	3,7%
Financial lease	6,0%

See note 15 for an overview of book values per due date for long-term debt.

See Note 4 Jointly controlled companies, Note 5 Other non-current receivables, which represent a minor element of the Group's interest risk.

iii) Liquidity risk
The Group's strategy is to always maintain sufficient ready cash, cash equivalents or credit opportunities to finance operations and investments for the next three years in accordance with the company's strategy plan for the same period. The Group expects to be able to renew the loan agreement or negotiate alternative financing agreements when the current loan period expires. New ships are financed through the current loan agreement. Unused credit facilities are reported in note 16.

Surplus liquidity is deposited in banks on the best terms.

iv) Currency risk
Norwegian krone measured against USD and EUR. The Wilson Group aims to reduce this exposure to currency rate fluctuations by achieving the best possible balance between payments received and payments made in the same currency, as well as foreign exchange contracts at acceptable rates. The majority of crew costs and part of the other operating costs for our own ships are paid in USD. Crew costs constitute around 50% of the ships' operating costs. The majority of T/C hires is in EUR. The degree of currency hedging is limited to currency demand linked to existing freight contracts, bunker costs and T/C agreements. Activities related to reducing currency risk do not qualify for hedge accounting. This means that exchange rate contracts are classified as held for trading purposes and that associated value changes are recognised in the profit and loss account as financial income or financial loss progressively. Currency exchange contracts at 31.12.05 are shown in the table below:

Currency exchange contracts at 31.12.05

Sale	Book value	Nominal value	Due date	Rate	Currency	Amount	Due
NOK 000s	2 106	67 324		6,5047	USD	10 350	2006
NOK 000s	6	138 266		6,9133	EUR	20 000	2006

Change in fair value recorded in the profit and loss account amounts to NOK 3,053,000.

v) Price risk on bunkers
The Group has no bunker supply contracts.

A large portion of the long-term freight contracts contain bunker clauses or hedging agreements. These clauses are regarded as being in close relation to the freight contract and therefore not regarded as built-in derivatives. As a result of the bunker clauses, major changes in the bunker costs due to price or currency fluctuations will not result in any material risk for Wilson.

The Group has also signed a contract that guarantees an interval for the bunker price in USD for unsecured bunker costs. The bunker guarantee contracts combined with currency exchange contracts ensure a level of bunker costs linked to long-term freight agreements in Norwegian kroner. The contracts do not qualify for hedge accounting in accordance with IAS39. This means that exchange rate contracts are classified as held for trading purposes and that associated changes in fair value are recorded in the profit and loss account as financial income or financial loss progressively. Outstanding bunker positions as at 31.12.05 are specified below:

Instrument	Volume p.a.	USD per MT	Due date	Book value
Cap price	8000MT	250	2006	18 015
Floor price	8000MT	215		

vi) Fair values
The fair value of currency exchange contracts is set by using the exchange rate on the balance sheet date. The fair value of interest swaps and bunker derivates is based on the market price given by the bank.

The following financial instruments are not valued at fair value:

Debts to credit institutions, accounts payable, other current liabilities, loans to jointly controlled compa-nies, other non-current receivables, trade receivables, other receivables, bank deposits, cash, etc. These items are recognised at amortised cost. Long-term debt is regarded as being recognised in the balance sheet at fair value since the credit risk for loans to the Group has not changed since the loans were established.

The balance sheet value of cash, bank deposits, etc., is almost the same as fair value because these instruments have short-term maturity. The same applies to current receivables and liabilities.

Note 19 – Accounting estimates and assessments

The following is a summary of which assessments, estimates and assumptions have material effect on the accounts.

Ships
Principles and estimates linked to the ships have a substantial effect on the consolidated financial statements.

Useful life
The amount of depreciation depends on the estimated useful economic life of the ships. This estimate is based on previous experience and knowledge of the vessels owned by the company. The useful life of older vessels is clarified with the clients. Otherwise there is always an element of risk of total loss of older ships, which would result in a shorter useful life than estimated.

Residual value
The amount of depreciation depends on the estimated residual value at the balance sheet date. Assumptions about residual value are based on knowledge of the second hand market and scrap value for ships. Second hand values depend on market development, and scrap value depends on steel prices and demolition costs.

Useful life of investments with docking
Investments made in connection with docking are depreciated until the next docking. The interval between dockings is estimated and this forms the basis of calculating the depreciation. Interval estimates are based on historical averages.

Estimate changes
In 2005, the company revised its estimates for the useful life of ships in the 6.000 dwt segment from 30 years to 35 years, with approval from clients. The estimate revision was implemented by distributing the residual depreciation basis (book value minus residual value) over the individual ship's new remaining useful life. Increased useful life means lower residual values. The effect of increased period of depreciation is countered by the effect of reduced residual value and thus increased depreciation basis. The effect of reduced residual value is greater than the effect of increased depreciation period, so that annual depreciation as a result of the estimate revision increases by NOK 14,633,000 (of which NOK 4,292,000 is ordinary depreciation and NOK 10,341,000 is docking depreciation).

Pension obligations
The calculation of pension obligations is mainly affected by assumptions about the discount rate. The discount rate is based on the 10-year government bond rate and estimated duration of the obligation.

Deferred tax asset
Deferred tax asset is recognised in the balance sheet based on the utilisation of loss carried forward by reversing tax-increasing temporary differences and future earnings.

Note 20 – Transactions with related parties

The Group has undertaken various transactions with related parties. All transactions are part of our day-to-day business activity and have been entered into on market-terms on a commercial basis pursuant to arm's length prinsiples and are in accordance with §§ 3-8 and 3-9 of the Companies Act. See note 6 for information about transactions with employees and the Board. Major transactions with holding companies are summarised below:

The Wilson Group operates 7 vessels which are owned by companies that are indirectly owned by InShip AS. The vessels are operated on bareboat charter parties and 5 of the charter-party agreements include purchase options. In addition, the company has one vessel on a time-charter party from Green Reefers.

The charter-party agreements are as follows:

Ship	Contract	Other party	Type	Year's hire cost
Wilson Fjord	Bareboat hire (operationall)	Grimo Shipping AS	Close	3 467
Reksnes	Bareboat hire (financial)	Actinor Shipholding AS	Close	1 642
Wilson Rye *	Bareboat hire (financial)	Bongo AS	Close	1 773
Wilson Caen *	Bareboat hire (financial)	Actinor Bulk AS	Close	3 935
Wilson Cork *	Bareboat hire (financial)	Actinor Bulk AS	Close	3 935
Wilson Gdynia *	Bareboat hire (financial)	Caiano Shipping AS	Close	3 096
Wilson Gijon *	Bareboat hire (financial)	Caiano Shipping AS	Close	2 520
Wilson Express	Time charter agreement	Green Reefers	Close	23 954

All the Group's charter obligations of a financial nature are with related parties, with the exception of a minor lease agreement for container equipment. See notes note 8 and 15.

See note 13 for information about receivables and liabilities concerning related parties.

* The bareboat agreement includes a 12% nominal return on net capital together with an option for Wilson to purchase the vessel at a price in line with the decreasing loan balance.

Note 21 – Currency rates

Key currency rates used in preparing the financial statements:

	Exchange rate 1.1.2005	Average exchange rate	Exchange rate 31.12.2005
Euro	8,258	8,030	8,035
US Dollar	6,055	6,453	6,772

Note 22 – Purchase obligations

The Group has the following purchase obligations as a result of contracts concerning the acquisition of tangible fixed assets (Dutch Sun):

	2005	2004
2006	29 730	29 730
Thereafter	0	0
Total	**29 730**	**29 730**

Note 23 – International Financial Reporting Standards (IFRS)

The last accounts prepared in accordance with Norwegian generally accepted accounting principles (NGAAP) were for 2004. The figures below show the transition effect as at 1.1.2004 of implementing International Financial Reporting Standards (IFRS).

Reconciliation of equity at 1 January 2004
The opening balance sheet as at 1.1.2004 is presented below:

Figures in 000s	1.1. 2004 NGAAP	Adjustment	1.1.2004 IFRS	Reference
ASSETS				
Fixed assets				
Intangible fixed assets				
Deferred tax asset	59 879	7 013	66 892	4)
Goodwill	129 037		129 037	1)
Total intangible fixed assets	**188 916**	**7 013**	**195 929**	
Tangible fixed assets	**441 000**	**4 619**	**445 619**	2)
Financial non-current assets	**6 577**	**-5 401**	**1 176**	3)
Total fixed assets	***636 493***	***6 231***	***642 724***	
Current assets				
Stock	9 699		9 699	
Receivables	102 970		102 970	
Bank deposit, cash and cash equivalents	2 853		2 853	
Total current assets	***115 522***		***115 522***	
TOTAL ASSETS	**752 015**	**6 231**	**758 245**	
EQUITY AND LIABILITIES				
Equity				
Paid-in share capital	117 580		117 580	
Group funds	-196	-18 032	-18 228	6)
Minority interests	838		838	
Total equity	***118 223***	***-18 032***	***100 191***	7)
Liabilities				
Non-current liabilities				
Provisions	5 824	24 263	30 087	3)
Other non-current liabilities	514 849	-26 345	488 503	5)
Total non-current liabilities	**520 673**	**-2 082**	**518 590**	
Current liabilities	**113 119**	**26 345**	**139 464**	5)
Total liabilities	***633 792***	***24 263***	***658 054***	
TOTAL EQUITY AND LIABILITIES	**752 015**	**6 231**	**758 245**	

Comments on material changes:

1) Goodwill
In the IFRS opening balance sheet, goodwill is measured at book value as at 31.12.03 according to the transition rules. According to IFRS, goodwill is not subject to annual amortisation but is subject to an annual impairment test. Annual amortisation in the NGAAP accounts amounted to NOK 9,196,000.

2) Fixed assets
Implementation is in accordance with the main rule concerning retrospective application of IFRS for fixed assets. Wilson has opted not to adjust the value of its ships in accordance with the IFRS value adjustment method, but for the time being has decided to continue with the cost method. Wilson considered decomposition of the ships but found that this had an insignificant effect. The basis for depreciation as at 1.1.04 is estimated from residual values based on IFRS. Due to higher residual values and thus a lower basis for depreciation, the book value according to IFRS is NOK 4,619,000 higher than the NGAAP values. Applying increased residual values according to IFRS, depreciation is NOK 12,723,000 lower than in the NGAAP accounts for 2004. This material difference is due to substantial increases in market values in 2004, which are accounted for in residual values in accordance with IFRS.

The higher accounting value of the ships gives a reduced deferred tax advantage of NOK 1,293,000.

3) Pension obligations
According to NGAAP, the effect of estimate differences and changed assumptions are amortised over the expected remaining years of service lives of employees when the cumulated effect exceeds 10% of whichever is higher of the pension scheme fund and pension obligation. According to the IFRS transition rules, unrecognised obligations and reserves calculated at the time of implementation must be recognised in the balance sheet. As at 1.1.04, Wilson has unrecognised pension obligations amounting to NOK 29,664,000 including social security tax. Recognising this in the balance sheet will increase the book pension obligation and reduce equity accordingly.

Specification of adjustment of the pension obligations:

	NOK 000s
Adjustment of accrued obligations	-24 263
Adjustment of pension scheme funds	-5 401
Total effect on pension obligations	-29 664

This will give a NOK 2,800,000 decrease in pension costs for 2004 in the IFRS accounts, compared with NGAAP.

4) Deferred tax assets
Adjustment of deferred tax assets are summarised as follows:

	NOK 000s
Increased def. tax asset due to IFRS effect on pension obligations	8 306
Reduced def. tax asset due to IFRS effect on fixed assets	-1 293
Total effect on deferred tax asset	7 013

5) First year's payment on long-term debt
In the NGAAP accounts, the first year's payment is classified as a non-current liability. In the opening balance sheet according to IFRS, the first year's payment of NOK 26,345,000 is re-classified as a current liability.

6) Accumulated translation differences
According to the transition rules, translation differences linked to foreign subsidiaries can be treated as a permanent part of equity. This means that if the subsidiaries are sold the translation differences must not be recognised in the profit and loss account. Accumulated translation differences as at 1.1.04 are NOK 6,300,000.

7) Effect on equity as at 1.1.2004

Total equity	**NOK 000s**
Equity according to NGAAP	118 223
Adjustments:	
Fixed assets	4 619
Pension obligations	-29 664
Deferred tax asset	7 013
Total adjustments	*-18 032*
Total equity according to IFRS	100 191

8) Financial instruments
IFRS rules for recognising financial instruments came into effect on 1.1.2005. This means that the opening balance is not affected by these rules. The effect of implementation of IAS39 on 1.1.2005 was an increase in equity of NOK 7,097,000.

Reconciliation of profit and loss 2004 NGAAP/IFRS

Profit and loss 2004 (NOK 000s)	**NGAAP**	**Adjustment**	**IFRS**	**Ref.**
Total operating income	**885 623**		**885 623**	
Operating costs				
Crew costs	110 195		110 195	
Other ship operation costs	97 925		97 925	
T/C hire	360 639		360 639	
Administration costs	85 763	-2 800	82 963	1)
Depreciation	76 934	-21 919	55 015	2)
Total operating costs	**731 456**	**-24 719**	**706 737**	
Operating result	**154 167**	**24 719**	**178 886**	
Net financial result	**-18 969**		**-18 969**	
Tax	**37 497**	**4 346**	**41 843**	**3)**
Minority interests	**-404**		**-404**	
Consolidated profit/(loss)	**97 297**	**20 373**	**117 670**	

Footnote 1):
The adjustments relate to a reduction in pension costs of NOK 2,800,000 under IFRS and corresponding increase in taxes of NOK 784,000.

Footnote 2):
In the consolidated accounts for 2004, goodwill is amortised by NOK 9,196,000 according to NGAAP. There is no depreciation of goodwill in the IFRS accounts. In the NGAAP accounts, fixed assets are depreciated by NOK 65,054,000. In the IFRS accounts fixed assets are depreciated by NOK 52,331,000, which is NOK 12,723,000 less than NGAAP.

The total reduction in relation to the NGAAP accounts is NOK 21,919,000. The reduced depreciation on ships gives a NOK 3,562,000 increase in tax.

Footnote 3):
The increase in tax is due to reduced pension costs and depreciation.

Reconciliation of balance sheet items 2004

	31.12.2004		**31.12.2004**
Figures in NOK 000s	**NGAAP**	**Adjustment**	**IFRS**
ASSETS			
Fixed assets			
Intangible fixed assets			
Intangible fixed assets	6 000		6 000
Deferred tax asset	22 382	2 667	25 049
Goodwill	119 840	9 196	129 036
Total intangible fixed assets	**148 222**	**11 863**	**160 085**
Tangible fixed assets	**696 835**	**17 342**	**714 177**
Financial non-current assets	**11 144**	**-5 579**	**5 565**
Total fixed assets	***856 201***	***23 626***	***879 827***
Current assets			
Stock	13 416		13 416
Receivables	127 018		127 018
Total current assets	***180 821***		***180 821***
TOTAL ASSETS	**1 037 022**	**23 626**	**1 060 648**
EQUITY AND LIABILITIES			
Equity			
Paid-in share capital	211 080		211 080
Group funds	96 305	2 341	98 646
Minority interests	1 243		1 243
Total equity	***308 628***	***2 341***	***310 969***
Liabilities			
Non-current liabilities			
Provisions for obligations	3 621	21 285	24 906
Other non-current liabilities	606 708	-26 345	580 362
Total non-current liabilities	**610 329**	**-5 060**	**605 268**
Current liabilities	**118 065**	**26 345**	**144 410**
Total liabilities	**728 394**	**21 285**	**749 678**
TOTAL EQUITY AND LIABILITIES	**1 037 022**	**23 626**	**1 060 648**

Reconciliation of equity as at 31.12.2004

The table below summarises the variances between equity reported in accordance with NGAAP and equity according to IFRS as at 31.12.2004:

Equity	**NOK 000s**	**Ref.**
Total equity according to NGAAP at 31.12.04	308 628	
Adjustments:		
Implementation effect as at 1.1.04	-18 032	
Reduced pension costs	2 800	1)
Increase in deferrred tax on pension obligations	-784	2)
Reversed depreciation of ships	12 723	3)
Increase in deferred tax on reversed depreciation of ships	-3 562	4)
Reversed depreciation of goodwill	9 196	5)
Total adjustments	*2 341*	
Total equity according to IFRS as at 31.12.04	310 969	

Footnotes 1) and 2):

The adjustment involves a reduction in pension costs in the IFRS accounts and associated deferred tax effect.

Footnotes 3) and 4):

The adjustment involves the depreciation of ships in the IFRS accounts and associated deferred tax effect.

Footnote 5):

Effect of changes related to goodwill that is not depreciated according to IFRS.

Effect on the cash flow analysis for 2004

The implementation of IFRS has no material effect on the cash flow statement.


Charykov Yurii, from Ukraine, Chief officer at Wilson Lahn

Foto: Helge Skodvin

PROFIT AND LOSS STATEMENT WILSON ASA

(Figures in NOK 000s)

NOTES	OPERATING INCOME AND OPERATING COSTS	NGAAP 2005	NGAAP 2004	NGAAP 2003
	Other income	0	140	0
	Total operating income	0	140	0
4	Aministartion costs	5 003	3 326	943
	Total operating costs	5 003	3 326	943
	Operating result	**-5 003**	**-3 185**	**-943**
	FINANCIAL INCOME AND FINANCIAL COSTS			
	Interest income from group companies	3 778	5 558	1 779
	Agio	292	237	0
	Group contribution from subsidiaries	79 454	4 174	
	Other financial income	0	82 702	0
	Interest paid to group companies	3 594	5 408	92
	Other interest paid	0	396	628
	Other financial costs	77	497	239
	Net financial result	79 852	86 371	821
	Profit/(loss) before tax	**74 848**	**83 186**	**-122**
5	Tax	21 048	465	-2 073
	Profit/(loss) for the Year	**53 800**	**82 720**	**1 951**
	TRANSFERS			
	Appropriated to other equity	-11 584	-82 721	-1 951
	Proposed dividend	-42 216	0	0
	Total transferred	-53 800	-82 721	-1 951

BALANCE SHEET AT 31 DECEMBER WILSON ASA

(Figures in NOK 000s)

NOTES	ASSETS	NGAAP 2005	NGAAP 2004	NGAAP 2003
	Fixed assets			
	Intangible fixed assets			
5	Deferred tax assets	13 837	34 885	34
	Total intangible fixed assets	13 837	34 885	34
	Financial non-current assets			
2	Investments in subsidiaries	334 634	326 129	357 280
6	Loans to group companies	0	42 617	0
3	Loans to jointly owned companies	1 400	1 250	0
	Total financial non-current assets	336 034	369 996	357 280
	Total fixed assets	**349 871**	**404 881**	**357 314**
	Current assets			
	Receivables			
	Other receivables	0	68	0
6	Receivables from group companies	106 320	19 936	16 157
	Total receivables	106 320	20 004	16 157
10	**Bank deposits, cash and cash equivalents**	1	0	2
	Total current assets	**106 321**	**20 004**	**16 159**
	TOTAL ASSETS	**456 191**	**424 885**	**373 473**

BALANCE SHEET AT 31 DECEMBER WILSON ASA

(Figures in NOK 000s)

NOTES	EQUITY AND LIABILITIES	NGAAP 2005	NGAAP 2004	NGAAP 2003
	Equity			
	Paid-in share capital			
7	Share capital (42 216 000 shares at NOK 5)	211 080	211 080	117 580
	Total paid-in share capital	211 080	211 080	117 580
	Earned equity			
8	Other equity	128 545	116 961	34 240
	Total earned equity	128 545	116 961	34 240
	Total equity	**339 625**	**328 041**	**151 820**
	Liabilities			
	Other non-current liabilities			
6, 9	Owed to group companies	0	0	217 671
	Total other non-current liabilities	0	0	217 671
	Current liabilities			
8	Proposed dividend	42 216	0	0
6	Owed to group companies	73 642	94 940	3 553
	Other current liabilities	708	1 904	430
	Total current liabilities	116 566	96 844	3 982
	Total liabilities	**116 566**	**96 844**	**221 653**
	TOTAL EQUITY AND LIABILITIES	**456 191**	**424 885**	**373 473**

The Board of
Wilson ASA
Bergen, 8 February 2006

Kristian Eidesvik
Chairman

Katrine Trovik | Ellen Solstad | Geir B. Larsen | Bernt D. Odfjell | Pål M. Hisdal | Eivind Eidesvik

Managing director for Wilson ASA

Øyvind Gjerde

CASH FLOW STATEMENT WILSON ASA

(Figures in NOK 000s)

CASH FLOW FROM OPERATING ACTIVITIES	NGAAP 2005	NGAAP 2004	NGAAP 2003
Profit/(loss) before tax	74 848	83 186	-122
Impairment losses/reversed impairment losses	-150	-82 702	0
Changes in other current assets and other liabilities	-66 192	72 104	3 107
Net cash flow from operational activities	**8 506**	**72 587**	**2 985**
CASH FLOW FROM INVESTING ACTIVITIES			
Proceeds from sale of financial non-current assets	4 500	0	0
Acquisition of financial non-current assets	-13 005	0	0
Acquisition of investments in financial non-current assets	0	51 582	28 408
Net cash flow from investment activities	**-8 505**	**51 582**	**28 408**
CASH FLOW FROM FNANCING ACTIVITIES			
Payment of long-term debt to group companies	0	-124 171	-29 093
Group contributions paid	0	0	-2 300
Net cash flow from financing activities	**0**	**-124 171**	**-31 393**
Net change in cash and cash equivalents	1	-2	0
Bank deposits, cash and cash equivalents as at 31.12	0	2	2
Bank deposits, cash and cash equivalents as at 31.12	**1**	**0**	**2**

Note 1 – Accounting principles

The financial statements comprise a profit and loss statement, a balance sheet, notes and a cash flow statement, and are prepared in accordance with the Norwegian Accounting Act and Norwegian Generally Accepted Accounting Principles (NGAAP) as at 31.12.2005. The accounts are presented in NOK thousand unless otherwise stated.

Classification of equity and liabilities
Assets intended for permanent ownership or use are classified as fixed assets. Other assets are classified as current assets. Receivables to be paid within one year are classified as current assets. The classification of current and non-current liabilities is based on similar criteria, except for the first year's re-payment on mortgage debt, which is recognised as a non-current liability.

Receivables and liabilities in foreign currency
Receivables and liabilities in foreign currency are translated at the exchange rate on the balance sheet date. Transactions in foreign currency that are included in the profit and loss account are translated to Norwegian kroner at the exchange rate at the time of transaction.

Receivables
Receivables are stated at cost less allowance for uncollectible amounts. An estimate for doubtful debt is based on an assessment of the individual receivables.

Share investments
Associated companies in which the ownership is between 20% and 50% are recorded in the accounts using to the equity method, providing the investment is of a long-term character. A portion of profit/(loss) after tax is allocated to the asset.

Shares in subsidiaries are recorded in the accounts using the cost method. If the fair value of a long-term investment in shares is lower than the recorded cost value, and such fair value is not expected to be of temporary nature, the shares are written-down to fair value. The write down is reversed when the bases for the impairment no longer exists. When selling the shares, the initial cost value is assigned by the average acquisition cost.

Shares in jointly controlled companies are recorded in the accounts using the equity method. If the fair value of the interest in jointly controlled companies is lower than the recorded cost value, and such fair value is not expected to be of temporary nature, the shares are written-down to fair value. The write down is reversed when the bases for the impairment no longer exists.

Current receivables
Receivables are recognised at nominal value less allowance for uncollectible amounts.

Tax
Tax expence in the profit and loss account includes both tax payable for the period and changes in deferred tax. Deferred taxes are computed at a tax rate of 28 percent. Deferred taxes are computed on temporary differences between the carrying amount of the company's assets and liabilities in the financial statements and the carrying amount of the company's assets and liabilities for tax purposes and any tax losses which can be carried forward at the end of the financial year. Tax-reducing temporary differences and losses to be carried forward are set off against tax-increasing temporary differences reversed during the same period. Capitalisation of net deferred tax asset presupposes that future application can be rendered possible.

Cash flow statement
The cash flow statement is prepared according to the indirect method.

Reclassification
With the reclassification of profit and loss and balance sheet items, the comparative figures are revised accordingly.

Note 2 – Shares in subsidiaries and jointly owned companies

Subsidiary	Year of acquisition	Main office	Core business	Voting and ownership	Acquisition cost	Book value
Wilson Eurocarriers AS	2000	Bergen	Freight contracting	100,00 %	1 000	1 000
Bergen Shipping Chartering AS	2000	Bergen	Freight contracting	100,00 %	1 000	1 000
Wilson Management AS	2000	Bergen	Administration	100,00 %	207 029	207 029
Wilson Ship AS	2000	Bergen	Chartering	100,00 %	6 299	6 299
Wilson Shipowning AS	2000	Bergen	Shipowning	100,00 %	95 351	95 351
Wilson Shipowning II AS (previously Multi Bulk AS)	2005	Bergen	Shipowning	100,00 %	13 005	13 005
Jebsens Thun Beltships BV (under liquidation)	2000	Delfzijl		100,00 %	45 208	10 950
Altnacraig Shipping Plc	2000	London	Chartering	100,00 %	38 109	0
Total					**407 001**	**334 634**

Jointly controlled companies	Ownership	Acquisition cost	Balance sheet value
Fixed assets			
Euro Container Line AS	50%	2 250	0
Total	**50%**	**2 250**	**0**

Below is a summary of Euro Container Line AS's accounts on a 100% basis:

NOK 000s	2005	2004
Assets		
Current assets	18 694	26 242
Fixed assets	268	135
Liabilities		
Current liabilities	15 971	23 404
Non-current liabilities	5 000	5 000
Equity	**-2 009**	**-2 027**
Income	59 230	38 009
Costs	59 212	30 892
Profit/(loss) for the Year	**18**	**7 117**

Note 3 – Loans to jointly controlled companies

	2005		2004	
	Cost	Book value	Cost	Book value
Euro Container Line	2 500	1 400	2 500	1 250
Total	**2 500**	**1 400**	**2 500**	**1 250**

Note 4 – Payroll costs, number of employees, fees, loans to employees, etc.

The company has no employees, but hires in management services from Wilson Management AS. Management fees charged against income amount to NOK 1,442,000. The following payments are reported under payroll costs in Wilson Management AS:

Payments to senior executives 2005	MD	Finance director	Chairman	Board
Salaries and other payments*)	1 388	633		
Bonuses	453			
Pension costs payment plans	65	65		
Fees			150	450
Total	1 906	698	150	450

*) If Wilson wishes to terminate the contract of employment, the MD is entitled to 18 months pay after termination of employment. In addition, the MD has a variable compensation scheme which is annually approved by the board of directors.

Shares owned by the Chairman and Board members	
Kristian Eidesvik	68,85%
Bernt Daniel Odfjell	0,38%
Ellen Solstad	0,78%
Eivind Eidesvik	0,55%
Geir Bredo Larsen	0,65%
Pål Magne Hisdal	0,12%

Shares owned by senior executives	
Finance director	0,05%

Auditors renumenration	2005	2004
Statutory audit	157	130
Other professional services	1 088	11
Tax advice	78	54
Total	1 323	195

Note 5 – Tax

Tax for the year comprises:	**2005**	**2004**
Changes in deferred tax	21 048	465
Tax	21 048	465

Specification of basis for deferred tax asset:		
Tax loss carry forward	-49 418	-124 587
Basis for calculating deferred tax	-49 418	-124 587
Nominal tax rate	28 %	28 %
Deferred tax liability (+) Deferred tax asset (-)*	-13 837	-34 885

Temporary differences for which deferred tax is not recognised:		
Receivables	-4 734	-4 884
Shares in subsidiaries	-242 955	-242 955
Total	-247 690	-247 839

Reconciling of effective tax rate:		
Profit before tax	74 848	83 185
Nominal tax rate	28 %	28 %
Expected income tax at nominal tax rate	20 958	23 292

Tax effect of the following items:		
Non-deductible expenses	132	330
Write-down of receivables and shares, reversed	0	-23 157
Other items	-42	0
Tax	21 048	465
Effective tax rate	28,1 %	0,6 %

Note 6 – Intercompany accounts

	Receivables		**Liabilities**	
	2005	**2004**	**2005**	**2004**
Wilson Ship AS	0	39 956	0	0
Bergen Shipping Chartering	0	2 661	0	0
Total non-current items	0	42 617	0	0
InShip AS	0	1 500	0	0
Altnacraig Shipping Plc	134	0	0	0
Wilson AS	0	0	0	0
Wilson EuroCarriers AS	15 671	0	0	0
Wilson Ship Management AS	893	518	0	0
Wilson Management AS	49 476	0	58 218	54 501
Wilson Industrial Shipping Services AS	0	1 704	0	0
Wilson Ship AS	29 020	16 214	0	0
Bergen Shipping Chartering AS	1 923	0	4 450	1 165
Wilson Shipowning AS	0	0	0	28 310
Wilson Shipowning II AS	9 203	0	0	0
Jebsens Thun Beltships - under liquidation	0	0	10 974	10 963
Total current items	106 320	19 936	73 642	94 940

Inter-company receivables and liabilities are interest-bearing with 3 months NIBOR + a margin of 1.5% calculated retrospectively.

No current receivables or liabilities fall due later than one year after the end of the accounting year.

Loans are repaid following earnings of the group companies.

Note 7 – Share capital and shareholders

The share capital in the company at 31.12.2005 comprises 42,216,000 shares at NOK 5, amounting to NOK 211,080,000.

Name	Shares	Ownership	Voting share
InShip AS	27 440 400	65,00 %	65,00 %
AG Holding AS	1 812 000	4,29 %	4,29 %
Nesskip H/F	1 520 000	3,60 %	3,60 %
Pareto Aksje Norge	1 140 000	2,70 %	2,70 %
Credit Suisse First(Europe) Prime Broke	1 026 500	2,43 %	2,43 %
Caiano AS	988 000	2,34 %	2,34 %
Bear Sterns Securit A/C Customer Safe KE	880 200	2,08 %	2,08 %
Pareto Aktiv	558 000	1,32 %	1,32 %
Total > 1% ownership share	35 365 100	83,76 %	83,76 %
Total others	6 850 900	16,24 %	16,24 %
Total shares	42 216 000	100,00 %	100,00 %

The shares were split in January 2005. The new number of shares is 42,216,000. The nominal value of each share following the split is NOK 5 per share.

Wilson ASA was quoted on the stock exchange on 17 March 2005.

See note 6 for information about shares owned by the company's chairman.

Note 8 – Equity

	Share capital	Other equity	Total
Equity at 31.12.04	**211 080**	**116 961**	**328 041**
Change in equity for the year			
Proposed dividend		-42 216	-42 216
Profit/(loss) for the year		53 800	53 800
Equity at 31.12.05	**211 080**	**128 545**	**339 625**

Note 9 – Guarantees

The company has furnished a parent company guarantee for bunkers between Wilson Eurocarriers AS and Barclays Bank PLC, London. The amount is maximised to USD 1.500.000. The duration is 3 years from 23.12.03.

The company has also furnished a parent company guarantee for mortgages in Wilson Shipowning AS (NOK 459,610,000 – duration 3.5-5 years) and Wilson Shipowning II AS (NOK 38,938,000 – duration 5 years.

Note 10 – Joint and several liability

The company's bank accounts are part of the Group's account system together with other companies in the Wilson Group.

The group companies are jointly and severally responsible for charges to the individual sub-accounts.

The company has an overdraft limit of NOK 50 million. As at 31.12.05 the overdraft facility was unused.

The company is included in the Group's joint registration for VAT. All group companies registered for VAT are jointly and severally responsible for any outstanding VAT claims.

Note 11 – Financial market risk

The company is a holding company in which financial risk is managed locally by the subsidiaries.

Currency risk
Company transactions are mainly in Norwegian kroner.

Credit risk
The company's receivables are against its subsidiaries where the credit risk is regarded as minimal.

Interest risk
Selskapet er eksponert for renterisiko knyttet til fordringer og gjeldsposter. Alle fordringer og gjeldsposter i selskapet er mot
The company is exposed to interest risk linked to receivables and liabilities. All receivables and liabilities in the company are against the group companies.

Deloitte.

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Translation from the original Norwegian version

To the Annual Shareholders' Meeting of Wilson ASA

AUDITOR'S REPORT FOR 2005

We have audited the annual financial statements of Wilson ASA as of 31 December 2005, showing a profit of TNOK 53.800 for the parent company and a profit of TNOK 158.785 for the group. We have also audited the information in the Board of Directors' report concerning the financial statements, the going concern assumption, and the proposal for the allocation of the profit. The annual financial statements comprise the parent company's financial statements and the group accounts. The parent company's financial statements comprise the balance sheet, the statements of income and cash flows and the accompanying notes. The group accounts comprise the balance sheet, the statements of income and cash flows, the statement of changes in equity and the accompanying notes. The rules of the Norwegian accounting act and good accounting practice in Norway have been applied to produce the parent company's financial statements. The rules of the International Financial Reporting Standards as adopted by the EU have been applied to produce the group accounts. These financial statements are the responsibility of the Company's Board of Directors and Managing Director. Our responsibility is to express an opinion on these financial statements and on the other information according to the requirements of the Norwegian Act on Auditing and Auditors.

We conducted our audit in accordance with the Norwegian Act on Auditing and Auditors and good auditing practice in Norway, including standards on auditing adopted by Den norske Revisorforening. These auditing standard require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. To the extent required by law and good auditing practice an audit also comprises a review of the management of the Company's financial affairs and its accounting and internal control systems. We believe that our audit provides a reasonable basis for our opinion.

In our opinion,

- the parent company's financial statements are prepared in accordance with the law and regulations and give a true and fair view of the financial position of the Company as of 31 December 2005, and the results of its operations and its cash flows for the year then ended, in accordance with good accounting practice in Norway
- the group accounts are prepared in accordance with the law and regulations and give a true and fair view of the financial position of the Group as of 31 December 2005, and the results of its operations and its cash flows and the changes in equity for the year then ended, in accordance with the International Financial Reporting Standards as adopted by the EU
- the Company's management has fulfilled its duty to produce a proper and clearly set out registration and documentation of accounting information in accordance with the law and good bookkeeping practice in Norway
- the information in the Board of Directors' report 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.

Bergen, 8 February 2006
Deloitte

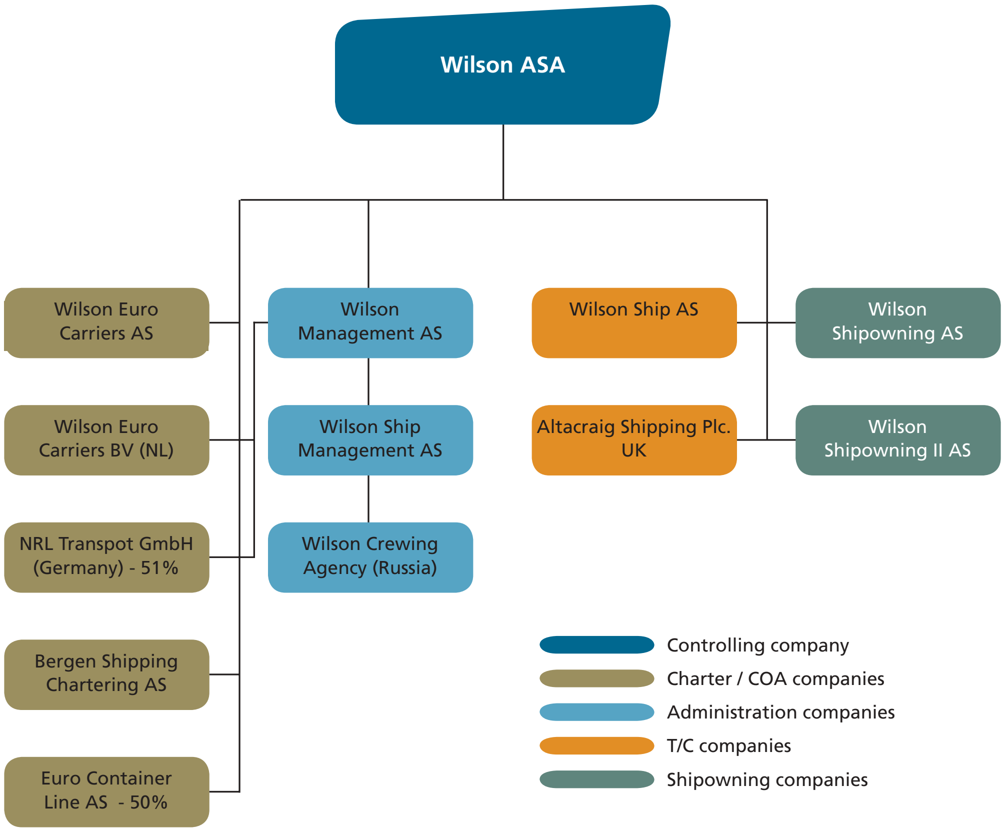
Helge-Roald Johnsen (signed)
State Authorised Public Accountant (Norway)

Audit. Tax & Legal. Consulting. Financial Advisory.

Member of
Deloitte Touche Tohmatsu

Medlemmer av Den norske Revisorforening
Org.nr.: 980 211 282

Company structure



Wilson has its main office in Bergen and an office in Duisburg. The Wilson Group has about 1100 employees, of whom about 1000 are mariners.

Wilson EuroCarriers AS is the Wilson Group's chartering and operation company, and holds all the Wilson Groups's freight contracts with Norwegian and European industrial clients. The company operates freight contracts ranging from one month up to several years. Wilson EuroCarriers AS is amongst the largest shipping operators within the European short sea segment.

Wilson Management AS provides administration services for the whole Wilson group.

Wilson Ship Management AS is responsible for the technical management for approx. 55 vessels including the vessels owned by Wilson.

Wilson Ship AS hires ships on charter. The charterparties have a duration from six months to several years, some with Wilson's options on extensions.

Wilson Shipowning AS and Wilson Shipowning II AS are the vessel owning companies as well as the chartering companies for bareboat charterparties entered into with related parties.

Bergen Shipping Chartering AS provides a brokering service on behalf of owners of self-discharging bulk vessels of 1.000 – 5.000 dwt in European short sea trade.

Euro Container Line AS operates a container line between Hamburg and ports in Western Norway with chartered in tonnage.

Business concept

• Offer Norwegian and European industry competitive, secure, reliable, flexible and long-term maritime transport services.

• With large transport volumes and long-term transport portfolios, Wilson can optimise sailing patterns and achieve efficient operations and thus secure long-term stable earnings.

WILSON
· THE PREFERRED CARRIER ·

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