

To the shareholders of Gjensidige Forsikring ASA

**NOTICE OF GENERAL MEETING**

at 17.00 on 24 March 2022

The meeting will be held electronically.

Login and registration from 16.00

<https://web.lumiagm.com/121118191>

**AGENDA**

- Item 1 Opening of the general meeting by the Chair of the Board**
- Item 2 Election of chair of the meeting**
- Item 3 Presentation of list of attending shareholders and proxies**
- Item 4 Approval of the notice of the meeting and the agenda**
- Item 5 Election of two representatives to co-sign the minutes together with the chair of the meeting**
- Item 6 Approval of the annual report and accounts for 2021 – including allocation of the profit for the year**

The Board proposes that a dividend of NOK 7.70 per share be distributed for the 2021 financial year on the basis of the profit for the year after tax expense. Dividend will be distributed to shareholders who own shares on 24 March 2022, the ex-dividend date is 25 March 2022, the record date will be 28 March 2022 and the dividend will be disbursed on 6 April 2022.

In addition, a dividend of NOK 4.00 per share in excess capital was paid on 11 November 2021, based on the profit for 2020 and the authorisation granted to the Board by the General Meeting.

The allocation of profit includes a dividend distribution of NOK 5,850.0 million. This corresponds to the sum of the proposed dividend of NOK 7.70 per share based on the 2021 profit and the dividend of NOK 4.00 per share based on the 2020 profit that was paid in November 2021.

The annual accounts and directors' report for 2021 are available at

<https://www.gjensidige.no/group/investor-relations/reports>

***Proposed resolution:***

*The General Meeting approves the submitted consolidated financial statements as the Gjensidige Forsikring Group's accounts for 2021.*

*The General Meeting approves the submitted accounts as Gjensidige Forsikring ASA's annual accounts for 2021.*

*It is proposed that the parent company's profit before other components of income and expense of NOK 5,674.4 million be allocated as follows:*

<i>NOK million:</i>	
<i>Paid dividend:</i>	<i>2,000.0</i>
<i>Proposed dividend:</i>	<i>3,850.0</i>
<i>Transferred to undistributable reserves:</i>	<i>279.8</i>
<i>Transferred from other retained earnings:</i>	<i>455.4</i>
<i>Allocated:</i>	<i>5,674.4</i>

*Other components of income and expense as presented in the income statement are not included in the allocation of profit.*

*The General Meeting approves the submitted integrated annual report for Gjensidige Forsikring, which meets the requirements of the Directors' report.*

#### Item 7 Consideration of remuneration report for executive personnel for 2021

Under Section 6-16 b of the Public Limited Liability Companies Act, the Board of Gjensidige Forsikring ASA is required to draw up an annual report that provides a complete overview of pay and remuneration disbursed and due to executive personnel covered by the guidelines defined in Section 6-16 a. The report meets the requirements set out in the regulations on guidelines for and reporting of remuneration of executive personnel ('Forskrift om retningslinjer og rapport om godtgjørelse for ledende personer'). The report also meets requirements of notes to the annual accounts pursuant to Sections 7-31b and 7-32 of the Accounting Act.

The object of the report is to ensure transparency in Gjensidige's pay policy and the actual remuneration of executive personnel in Gjensidige, to confirm compliance with the guidelines on remuneration of executive personnel and to help ensure that the remuneration system is in accordance with Gjensidige's results and goals.

The remuneration of executive personnel differs from Gjensidige's general remuneration policy, mainly in that it provides for the opportunity to earn variable remuneration. This is based on the responsibility assigned to executive personnel, and the complexity of the individual role. The remuneration report for executive personnel for 2021 is available at <https://www.gjensidige.no/group/investor-relations/corporate-governance>

**Proposed resolution:**

*The General Meeting takes note of the remuneration report for executive personnel for 2021.*

#### Item 8 Consideration of guidelines for stipulating the remuneration of executive personnel

Guidelines for stipulating the remuneration of executive personnel have been drawn up in accordance with Section 6-16 a of the Public Limited Liability Companies Act and the regulations on guidelines for and reporting of remuneration of executive personnel. The Board shall present the guidelines to the General Meeting for decision.

The guidelines make reference to different types of remuneration and describe fixed salary, variable pay, pension and payments in kind for executive personnel. The guidelines are available at <https://www.gjensidige.no/group/investor-relations/corporate-governance>

**Proposed resolution:**

*The General Meeting approves the Board's proposal for the guidelines for stipulating the remuneration of executive personnel.*

#### Item 9 Authorisations of the Board

**a) to decide the distribution of dividend**

The General Meeting can authorise the Board to distribute dividend. Such authorisation requires that the Company has dividend capacity pursuant to the last approved annual accounts.

Authorising the Board to distribute dividend will give the Company flexibility and will mean that the Company, based on its dividend capacity pursuant to the last approved annual accounts, can distribute additional dividends without having to call an extraordinary general meeting. Dividend relating to the operating profit for the financial year shall still be decided by the General Meeting in connection with the approval of the annual accounts for each year.

Within the limits that follow from the authorisation and the Public Limited Liability Companies Act, the Board will decide whether to make use of the authorisation, whether to use it once or several times, the size of the individual dividend payment etc.

**Proposed resolution:**

*The Board is hereby authorised to make decisions about the distribution of dividend on the basis of the Company's annual accounts for 2021, cf. the Public Limited Liability Companies Act Section 8-2(2), in line with the adopted capital strategy and dividend policy.*

*The authorisation is valid until the general meeting in 2023, no longer, however, than until 30 June 2023.*

**b) to purchase own shares in the market for the purpose of implementing the Group's share savings programme and remuneration scheme for employees**

The Company may only acquire own shares if the General Meeting, by the same majority as is required for amendments to the Articles of Association, has authorised the Board to carry out such acquisitions.

The purpose of the authorisation is to promote a good business culture and loyalty through employees becoming part-owners in the Company. All employees are invited to take part in a share savings programme, whereby those who choose to participate will save up for discounted shares through monthly deductions from salary.

In accordance with the Financial Institutions Regulations, a promise has been made that half of the variable remuneration in 2022 for persons defined in the Regulations will be paid in the form of Gjensidige shares, one-third of which will be allocated in each of the next three years. The shares will be purchased in the market before each year's allocation following publication of the accounts for the fourth quarter.

As a consequence of this, the Board requests the General Meeting's authorisation to buy back up to 1,000,000 own shares, corresponding to 0.2 per cent of the Company's share capital.

**Proposed resolution:**

*The Board is hereby authorised to acquire Gjensidige shares in the market on behalf of the Company, cf. the Public Limited Liability Companies Act Section 9.4. The authorisation can be used to purchase own shares with a total nominal value of up to NOK 2,000,000, corresponding to 1,000,000 shares with a nominal value of NOK 2.*

*The minimum and maximum amounts that can be paid per share are NOK 20 and NOK 375, respectively. Within these limits, the Board decides at what price and at what time such acquisition shall take place.*

*The acquisition of shares in accordance with the authorisation can only be used for sale and transfer to employees of the Gjensidige Group as part of the Group's share savings programme or to executive personnel in accordance with the remuneration regulations.*

*The Board is free to acquire and sell shares in the manner that the Board finds expedient, such, however, that general principles concerning equal treatment of shareholders are adhered to.*

*The authorisation is valid until 30 June 2023.*

**c) to purchase own shares in the market for investment purposes or for the purpose of optimising the Company's capital structure**

The Company may only acquire own shares if the General Meeting, by the same majority as is required for amendments to the Articles of Association, has authorised the Board to carry out such acquisitions. Such authorisation enables the Board to exploit the mechanisms provided for by the Public Limited Liability Companies Act, and can be a means of ensuring an optimal capital structure.

Shares acquired in accordance with the authorisation may, among other things, be used as consideration shares in connection with the acquisition of businesses, mergers and demergers, or for subsequent sale or cancellation.

As a consequence of this, the Board requests the General Meeting's authorisation to buy back up to 50,000,000 own shares, corresponding to 10 per cent of the Company's share capital.

It is a precondition for the purchase of own shares that the Gjensidige Foundation's percentage ownership interest in the Company is not changed as a result of the repurchase.

**Proposed resolution:**

*The Board is hereby authorised to acquire Gjensidige shares in the market on behalf of the Company, cf. the Public Limited Liability Companies Act Section 9.4. The authorisation can be used to purchase own shares with a total nominal value of up to NOK 100,000,000, corresponding to 50,000,000 shares with a nominal value of NOK 2.*

*The minimum and maximum amounts that can be paid per share are NOK 20 and NOK 375, respectively. Within these limits, the Board decides at what price and at what time such acquisition shall take place.*

*Shares acquired in accordance with the authorisation may, among other things, be used as consideration shares in connection with the acquisition of businesses, mergers and demergers, or for subsequent sale or cancellation.*

*The Board is free to acquire and sell shares in the manner that the Board finds expedient, such, however, that general principles concerning equal treatment of shareholders are adhered to.*

*The authorisation is valid until 30 June 2023.*

**d) to increase the share capital**

The General Meeting may, by the same majority as is required for amendments to the Articles of Association, authorise the Board to increase the share capital through subscription for new shares.

Such authorisation enables the Board to exploit the mechanisms provided for by the Public Limited Liability Companies Act. The purpose can, among other things, be to increase the Company's financial flexibility in connection with the acquisition of businesses, and to ensure an optimal capital structure.

As a consequence of this, the Board requests the General Meeting's authorisation to increase the Company's share capital by a total nominal amount of up to NOK 100,000,000, corresponding to 10 per cent of the Company's share capital.

It is a precondition for the share capital increase that the Gjensidige Foundation's ownership interest in the Company does not fall below the lowest ownership interest stipulated in the Articles of Association.

**Proposed resolution:**

*The Board is hereby authorised to increase the Company's share capital by a total nominal amount of up to NOK 100,000,000, corresponding to 50,000,000 shares with a nominal value of NOK 2, cf. the Public Limited Liability Companies Act Section 10-14. The subscription price and other terms and conditions for subscription are stipulated by the Board. A capital increase within these limits can take place through one or more capital increases, as decided by the Board.*

*The Board may decide that the shareholders' pre-emption right to the new shares can be waived.*

*The Board may decide that the share capital contribution can be made in the form of assets other than cash.*

*The Board is hereby authorised to implement the amendments to the Articles of Association that the share capital increase necessitates.*

*The authorisation does not apply to decisions on mergers pursuant to Section 13-5 of the Public Limited Liability Companies Act.*

*New shares are entitled to dividend from the time they are registered in the Register of Business Enterprises.*

*The authorisation is valid until the general meeting in 2023, but no longer than until 30 June 2023.*

**e) to raise subordinated loans and other external financing**

According to the Company's Articles of Association, the General Meeting may, by the same majority as is required for amendments to the Articles of Association, authorise the Board to make decisions to raise subordinated loan capital and other external financing, and specify more detailed terms in that connection.

The issuing and any buy-back of own securities that form part of the Company's solvency capital are regulated by the Financial Supervisory Authority. Market conditions may mean that the price of the Company's own funds does not adequately reflect the Company's financial situation. In order to be prepared to act quickly within the limits set by the Financial Supervisory Authority, the Board deems it expedient that the authorisation shall also apply to trading in the bonds issued at all times under the Company's subordinated bond issue. The limits set by the authorisation take account of the possibility of refinancing existing loans.

As a consequence of this, the Board requests such authorisation, limited upwards to NOK 3.0 billion.

**Proposed resolution:**

*The Board is hereby authorised to raise subordinated loans and other external financing limited upwards to NOK 3.0 billion, and to trade in the bonds issued at all times under the Company's subordinated bond issue and on the conditions stipulated by the Board.*

*The authorisation is valid until the general meeting in 2023, no longer, however, than until 30 June 2023.*

**Item 10 Merger between Gjensidige Forsikring ASA and the wholly owned subsidiary NEM Forsikring A/S**

NEM Forsikring A/S is a Danish wholly owned subsidiary of Gjensidige Forsikring ASA. In order to simplify the company structure and rationalise operations, the Board proposes that NEM Forsikring A/S be merged into Gjensidige Forsikring ASA. The Board has drawn up a merger plan in that connection together with the Board of NEM Forsikring A/S. The merger requires the approval of the General Meeting by the same majority as is required for amendments to the Articles of Association.

The merger plan is available at <https://www.gjensidige.no/group/investor-relations/corporate-governance>

**Proposed resolution:**

*The General Meeting approves the Board's merger plan.*

**Item 11 Proposal for amendment to the Company's Articles of Association**

The Board proposes that Article 2-5 of the Company's Articles of Association be adjusted to clarify the Gjensidige Foundation's possibility of proposing three candidates for the Board, which is elected by the General Meeting.

The proposal for new Articles of Associations is available at <https://www.gjensidige.no/group/investor-relations/corporate-governance>

On this basis, the Board proposes that Article 2-5 of the Articles of Association be amended from:

'The Board shall consist of ten members.

Three members in order of priority shall be elected by and from among the employees of the Company. The members shall be elected for two years at a time. At least one member is up for election each year. Both genders shall be represented.

Other board members and the Chair of the Board are elected for one year at a time.'

to read as follows:

'The Board shall consist of ten members.

As long as the Gjensidige Foundation owns more than 33.4 per cent of the shares in the Company, the General Meeting shall elect three of the board members on the proposal of the Gjensidige Foundation. If the candidates proposed by the Gjensidige Foundation are not elected by the General Meeting, the Gjensidige Foundation will propose new candidates.

Three members in order of priority shall be elected by and from among the employees of the Company. The members shall be elected for two years at a time. At least one member is up for election each year. Both genders shall be represented.

Other board members and the Chair of the Board are elected for one year at a time.'

**Proposed resolution:**

*The General Meeting adopts the amendments to Article 2-5 of the Articles of Association in line with the Board's proposal.*

**Item 12 Proposal for amendment to the Nomination Committee's rules of procedure**

The Nomination Committee's rules of procedure need to be updated to clarify the Audit Committee's responsibility in connection with preparing the election of the auditor, cf. the Auditors Act.

In addition, some minor amendments have been adopted to accommodate the Nomination Committee's work method and object.

The proposal for new rules of procedure for the Nomination Committee is available at <https://www.gjensidige.no/group/investor-relations/corporate-governance>

**Proposed resolution:**

*The General Meeting adopts the new rules of procedure for the Nomination Committee of Gjensidige Forsikring ASA.*

**Item 13 Election**

**a) Board of Directors – members and Chair**

The Nomination Committee proposes the following persons as members of the Board:

Gisele Marchand	Chair	Re-election
Vibeke Krag	Member	Re-election
Terje Seljeseth	Member	Re-election
Hilde Merete Nafstad	Member	Re-election
Eivind Elnan	Member	Re-election
Tor Magne Lønnum	Member	Re-election
Gunnar Robert Sellæg	Member	Re-election

**b) Nomination Committee – members and Chair**

The Nomination Committee proposes the following persons as members of the Nomination Committee:

Trine Riis Groven	Chair	Re-election
Iwar Arnstad	Member	Re-election
Marianne Ødegaard Ribe	Member	Re-election
Pernille Moen Masdal	Member	Re-election
Henrik Bachke Madsen	Member	Re-election

**c) External auditor**

The Nomination Committee recommends, in consultation with the Audit Committee, that Deloitte AS be re-elected as the Company's external auditor.

**Proposed resolution:**

*a) The proposed Board is elected by the General Meeting.*

*b) The proposed Nomination Committee is elected by the General Meeting.*

*c) The proposed external auditor is elected by the General Meeting.*

For more information about the candidates and the Nomination Committee's grounds, reference is made to the Nomination Committee's complete recommendation, which is available at <https://www.gjensidige.no/group/investor-relations/corporate-governance>

**Item 14 Remuneration**

The Nomination Committee proposes the following remuneration and fees in NOK (last year's amounts in brackets):

**Board of Directors:**

Office	Fixed fee	Additional fee
Chair	698,000 (665,000)	10,100* (10,100)
Member	350,000 (333,000)	8,900* (8,900)

\* Per meeting in excess of 11 meetings

**Audit Committee:**

Office	Fixed fee	Additional fee
Chair	192,000 (183,000)	-

Member	127,000 (121,000)	-
<b>Risk Committee:</b>		
Office	Fixed fee	Additional fee
Chair	135,000 (129,000)	-
Member	90,000 (86,000)	-
<b>Organisation and Remuneration Committee:</b>		
Office	Fixed fee	Additional fee
Chair	34,000 (33,000)	10,100* (10,100)
Member	25,000 (24,000)	8,900* (8,900)

\* Per meeting in excess of 4 meetings

**Nomination Committee:**

Office	Fixed fee	Additional fee
Chair	58,500 (55,500)	10,100* (10,100)
Member	36,500 (34,000)	8,900* (8,900)

\*Per meeting in excess of 4 meetings

**The external auditor:**

The Nomination Committee recommends that the Company's auditor receive a fee of NOK 4,600,000 (incl. VAT) for the statutory audit of Gjensidige Forsikring ASA in 2021 (on submission of invoice).

Reference is made to the Nomination Committee's complete recommendation, which is available at <https://www.gjensidige.no/group/investor-relations/corporate-governance>

**Proposed resolution:**

*The Nomination Committee's recommendations for remuneration and fees are adopted by the General Meeting.*

**General information**

The annual general meeting is opened by the Chair of the Board or a person appointed by the Board. The General Meeting elects the chair of the meeting. Notice of the annual general meeting with forms for authorisation and advance voting will be distributed to all shareholders registered in the Norwegian Central Securities Depository as of 1 March 2022.

Gjensidige Forsikring ASA will conduct the general meeting at 17.00 on 24 March 2022 as a digital meeting, and shareholders will be given an opportunity to attend electronically via their PC, phone or tablet computer.

Please also note that shareholders, rather than attending the electronic meeting, may exercise their shareholder rights by way of proxy or advance voting.

The technical solution is administered by DNB Bank Verdipapirservice, using licensed software from Lumi Ltd. User instructions for attending electronic meetings are enclosed with the notice of the meeting.

Electronic attendance means that the shareholders will access a direct webcast of the meeting, and that they will be given an opportunity to ask written questions about and vote on each of the items on the agenda. Shareholders will verify their identity by using the unique reference number and PIN code assigned to each shareholder and proxy by the Norwegian Securities Depository for the annual general meeting.

Shareholders who wish to attend the electronic meeting do not need to register, but the shareholder or proxy must be logged in before the meeting starts in order to attend. Shareholders who are unable to locate their reference number and PIN code or who have other technical questions can contact DNB Bank Verdipapirservice on tel. (+47) 23 26 80 20 (8.00–15.30), or send an email to [genf@dnb.no](mailto:genf@dnb.no). On the day of the annual general meeting, assistance is available until the meeting starts.

Shareholders who wish to cast an advance vote **must notify the Company's registrar** at DNB Bank ASA, Verdipapirservice, P.O. Box 1600 Sentrum, NO-0021 Oslo or by email to [genf@dnb.no](mailto:genf@dnb.no) by **16.00 on 23 March 2022**. Please use the enclosed proxy and advance voting forms, which contain further guidance. The forms can also be completed electronically on the Company's website <https://www.gjensidige.no/group/investor-relations> or via VPS Investorservice.

The date of the change of ownership of voting shares is 23 March 2022.

If shares are registered to a share manager in the Norwegian Central Securities Depository (VPS), cf. Section 4-10 of the Public Limited Liability Companies Act, and the beneficial owner wishes to vote for his/her shares, the beneficial owner must transfer the shares to a separate VPS account in his/her name before the general meeting is held.

If the owner can substantiate in this manner that he/she has a real shareholder interest in the Company, he/she can request voting rights. Decisions on voting rights for shareholders and proxies are made by the person opening the meeting.

Gjensidige Forsikring ASA is a listed Norwegian public limited company subject to Norwegian legislation, including the Public Limited Liability Companies Act, the Financial Institutions Act and the Securities Trading Act. As of the date of this notice, the Company has issued 500,000,000 shares. The shares carry equal rights. As of the date of this notice, the Company holds 27,946 own shares that do not carry voting rights. The number of voting shares is thus 499,972,054.

The shares will be traded on Oslo Børs ex-dividend from and including 25 March 2022.

In accordance with the Public Limited Liability Companies Act, a list of attendees at the annual general meeting will be published on the Company's website within 15 days of the date of the meeting.

The list will show which shareholders attend, either in person or by proxy, and how many shares and votes they represent.

The notice of the annual general meeting and pertaining case documents are posted on the Company's website at <https://www.gjensidige.no/group/investor-relations/corporate-governance>. Shareholders can request a paper copy of the documents by sending an email to [ir@gjensidige.no](mailto:ir@gjensidige.no) or by calling (+47) 915 03 100 (ask for the Investor Relations Contact).

Oslo, 1 March 2022

On behalf of the Board of Directors of Gjensidige Forsikring ASA



Gisele Marchand  
Chair of the Board

List of enclosures:

- Appendix 1: Form for proxy and advance voting at the annual general meeting (has been distributed to the shareholders)
- Appendix 2: Remuneration report for executive personnel for 2021 <https://www.gjensidige.no/group/investor-relations/corporate-governance>
- Appendix 3: Guidelines for stipulating the remuneration of executive personnel <https://www.gjensidige.no/group/investor-relations/corporate-governance>
- Appendix 4: Merger plan Gjensidige Forsikring ASA – NEM Forsikring A/S <https://www.gjensidige.no/group/investor-relations/corporate-governance>
- Appendix 5: Proposal for new Articles of Associations <https://www.gjensidige.no/group/investor-relations/corporate-governance>
- Appendix 6: Proposal for revised rules of procedure for the Nomination Committee <https://www.gjensidige.no/group/investor-relations/corporate-governance>
- Appendix 7: The Nomination Committee's complete recommendations <https://www.gjensidige.no/group/investor-relations/corporate-governance>
- Appendix 8: User instructions for attending electronic general meeting