

# MINUTES OF THE ANNUAL GENERAL MEETING 2014

OF

## GJENSIDIGE FORSIKRING ASA

The annual general meeting of Gjensidige Forsikring ASA was held at 17.00 on 24 April 2014 at the Felix Conference Centre in Oslo. The annual general meeting was chaired by the Chair of the Supervisory Board Bjørn Iversen, in accordance with the Public Limited Liability Companies Act Section 5-12 (3) final sentence, cf. the Articles of Association Article 2-2 second paragraph.

### 1. OPENING OF THE GENERAL MEETING BY THE CHAIR OF THE SUPERVISORY BOARD

The general meeting was opened by the Chair of the Supervisory Board, who gave a welcome address.

### 2. PRESENTATION OF THE LIST OF SHAREHOLDERS AND PROXIES PRESENT

A list of attending shareholders and proxies approved by the auditor was presented to the general meeting. The list showed the following:

Present:	46
Representing the following number of own shares:	339 149 081
Plus the number of shares represented by proxies:	37 654 375
Total number of voting shares represented:	376 803 456

corresponding to 75,37 % of the total number of voting shares in the Company.

The list is enclosed with the minutes.

### 3. APPROVAL OF THE NOTICE OF THE MEETING AND THE AGENDA

The chair of the meeting referred to the notice of the meeting and stated that it had been sent to all shareholders with a known address. In accordance with Article 2-2 sixth paragraph of the Articles of Association, case documents were not distributed with the notice of meeting, but were made available to the shareholders on the Company's website. There were no objections to the notice of the meeting and/or the proposed agenda. The chair of the meeting declared the meeting to be duly convened and the proposed agenda approved.

### 4. ELECTION OF TWO PERSONS TO SIGN THE MINUTES TOGETHER WITH THE CHAIR OF THE MEETING

The following persons were elected to sign the minutes together with the chair of the meeting:

1. Per Engebretth Askilsrud
2. Joakim Gjersøe

### 5. APPROVAL OF THE BOARD'S REPORT AND ANNUAL ACCOUNTS FOR 2013 – INCLUDING ALLOCATION OF THE PROFIT OF THE YEAR

The annual report and accounts for 2013, the auditor's report and the statement from the Supervisory Board had been made available on the Company's website, together with a statement on corporate social responsibility and the Board of Directors' statement on corporate governance.

CEO Helge Leiro Baastad informed the meeting about the development and status of the Group's activities in 2013.

Chairman of the Board Inge K. Hansen informed the meeting about the statement on corporate governance, the statement on corporate social responsibility and the proposal for the allocation of the profit in Gjensidige Forsikring ASA for 2013.

The company's auditor, KPMG AS, represented by state authorised public accountant Arne Frogner, read out the auditor's report for 2013, dated 12 March 2014, and informed the meeting about the auditor's fees.

Chair of the Control Committee Sven Iver Steen read out the Control Committee's statement for 2013, dated 13 March 2014.

Chair of the Supervisory Board Bjørn Iversen read out the Supervisory Board's statement for 2013, dated 27 March 2014.

The general meeting asked questions and commented on these statements.

Chair of the Supervisory Board Bjørn Iversen then read out the proposed resolution:

*'The general meeting approves the submitted accounts as Gjensidige Forsikring ASA's annual accounts for 2013.*

*The general meeting approves the allocation of the parent company's profit before other components of income and expense of NOK 3,160.7 million, as recommended by the Board of Directors:*

- *Dividend (minus dividend on own shares) NOK (6,399.5) million*
- *Transferred from undistributable reserves NOK 207.8 million*
- *Transferred from other distributable equity NOK 3,030.9 million*

*'The general meeting approves the submitted consolidated financial statements as the Gjensidige Forsikring Group's accounts for 2013.*

*The annual meeting approves the annual report for Gjensidige Forsikring ASA for 2013.'*

**Resolution:** The proposal was adopted; see page 7 where the voting figures are presented.

## **6. THE BOARD'S STATEMENT ON THE STIPULATION OF PAY AND OTHER REMUNERATION TO EXECUTIVE PERSONNEL**

Chairman of the Board Inge K. Hansen informed the meeting about the Board of Directors' statement on the stipulation of pay and other remuneration of executive personnel, cf. the Public Limited Liability Companies Act Section 6-16a. The Board of Directors' statement is included in Note 18 to Gjensidige Forsikring ASA's accounts for 2013.

The general meeting asked questions and expressed points of view on the matter.

Chair of the Supervisory Board Bjørn Iversen presented the proposed resolution:

*'a) The general meeting takes note of the Board of Directors' statement on the stipulation of pay and other remuneration.*

*b) The general meeting endorses the Board of Directors' guidelines for the stipulation of pay for executive personnel for the coming financial year.*

*c) The general meeting approves the Board of Directors' proposal for new guidelines for the allocation of shares, subscription rights etc. for the coming financial year.'*

**Resolution:** The proposal was adopted; see page 7, where the voting figures are presented.

## **7. AUTHORISATION FOR ACQUISITION OF OWN SHARES FOR THE SHARE SAVINGS SCHEME AND REMUNERATION SCHEME FOR EXECUTIVE PERSONNEL.**

At the ordinary general meeting on 25 April 2013, the Board of Directors was authorised to acquire Gjensidige shares in the market for sale and transfer to employees of the Gjensidige Group as part of the Group's share savings programme.

In accordance with the Regulations relating to remuneration systems in financial institutions, securities firms and management companies for securities funds, a promise has also been made that half of the variable remuneration in 2014 for persons defined in the Regulations will be paid in the form of shares in Gjensidige Forsikring ASA, 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.

Chairman of the Board Inge K. Hansen explained the Board of Directors' proposal to renew its authorisation to acquire own shares in the market for these purposes.

The general meeting asked questions and commented on the proposal.

The Chair of the Supervisory Board presented the proposed resolution:

*'The Board of Directors is hereby authorised to acquire Gjensidige shares in the market on behalf of the Company. The authorisation can be used to purchase own shares with a total nominal value of up to NOK 1,000,000.*

*Shares purchased in accordance with the authorisation may only be used for sale and transfer to employees of the Gjensidige Group as part of the Group's share savings programme as approved by the Board or to executive personnel in accordance with the remuneration regulations and the pay policy adopted by the Board. The minimum and maximum amounts that can be paid per share are NOK 20 and NOK 200, respectively.*

*The authorisation is valid until the next annual general meeting, no longer, however, than until 30 June 2015.'*

**Resolution:** The proposal was adopted; see page 7, where the voting figures are presented.

## **8. AUTHORISATION OF THE BOARD TO DETERMINE DISTRIBUTION OF DIVIDEND**

Chairman of the Board Inge K. Hansen informed the meeting about the Board of Directors' proposal for authorisation to decide the distribution of dividend. Such an authorisation will give the Company flexibility and will mean that the Company can distribute additional dividends without having to call an extraordinary general meeting.

The general meeting asked questions and commented on the proposal.

The Chair of the Supervisory Board presented the proposed resolution:

- 1. 'The Board of Directors is hereby authorised to make decisions about the distribution of dividend on the basis of the Company's annual accounts for 2013, cf. the Public Limited Liability Companies Act Section 8-2 (2), in line with the adopted capital strategy and dividend policy.*
- 2. The authorisation is valid until the annual general meeting in 2015, no longer, however, than until 30 June 2015.'*

**Resolution:** The proposal was adopted; see page 7, where the voting figures are presented.

## **9. ELECTION**

### **Election of members and deputy members of the Supervisory Board**

The Chair of the Supervisory Board, who is also Chair of the Nomination Committee, informed the meeting about the Nomination Committee's work and the committee's recommendation for the election of members and deputy members of the Supervisory Board. All the members are now up for election and will be elected for a term of one year, cf. the Articles of Association Article 2-6 third paragraph. All of the proposed candidates have been approached and are willing to accept office.

*'The Nomination Committee proposes the following permanent members of the Supervisory Board:*

*Benedikte Bettina Bjørn  
Knud Peder Daugaard  
Randi Dille  
Marit Frogner  
Hanne Solheim Hansen (new – previously deputy member)  
Geir Holtet  
Bjørn Iversen*

*Pål Olimb (new)*  
*John Ove Ottestad*  
*Stephan Adler Petersen*  
*Lilly Tønnevold Stakkeland*  
*Christina Stray*  
*Even Søfteland*  
*Terje Wold*

*The following are proposed as deputy members of the Supervisory Board:*

*Ivar Kvinlaug*  
*Nils-Ragnar Myhra (new)*  
*Hanne Rønneberg (new)*  
*Bjørnar Kleiven (new)*

In accordance with the provisions of the Financial Institutions Act Section 2d-3 subsection (4), the first and second deputy members will only be called on to attend meetings if persons elected in accordance with a recommendation from the Gjensidige Foundation have given notice that they will be unable to attend. In other cases where members are unable to attend, the third and fourth deputy members will be called on to attend.

#### **The Chair and Deputy Chair of the Supervisory Board**

The Supervisory Board elects its chair and deputy chair from among its members, cf. the Articles of Association Article 2-6 final paragraph. Pursuant, however, to Article 2-2 fourth paragraph (e) of the Articles of Association, the general meeting shall 'submit proposals for the election of the chair and deputy chair'.

The Nomination Committee recommends the general meeting to propose the re-election of Bjørn Iversen as Chair, and election of Christina Stray as Deputy Chair of the Supervisory Board.

#### **Election of members of the Control Committee**

The Chair of the Supervisory Board presented the Nomination Committee's recommendation for the election of the Control Committee: All the members of the Control Committee are now up for election and will be elected for a term of one year, cf. the Articles of Association Article 2-5 first paragraph. The Chair of the Supervisory Board informed the meeting that all of the proposed candidates had been approached and were willing to accept office.

*'It is proposed that the following members be re-elected as members of the Control Committee:*

*Sven Iver Steen, chair*  
*Liselotte Aune Lee*  
*Hallvard Strømme*  
*Vigdís Myhre Næsseth (deputy member)*

#### **Election of members of the Nomination Committee**

The Chair of the Supervisory Board presented the Nomination Committee's recommendation for the election of the Nomination Committee: All the members are now up for election and will be elected for a term of one year, cf. the Articles of Association Article 2-4 first paragraph. All of the proposed candidates have been approached and are willing to accept office.

*'The following are proposed as members of the Nomination Committee:*

*Bjørn Iversen, chair*  
*Benedikte Bettina Bjørn*  
*Mai-Lill Ibsen (new)*  
*Ivar Kvinlaug*  
*John Ove Ottestad*

*Bjørn Iversen to be re-elected as Chair of the Nomination Committee'*

**Resolution:** The proposal was adopted; see page 7, where the voting figures are presented.

## 10. STIPULATION OF REMUNERATION OF OFFICERS OF THE COMPANY

The Nomination Committee proposed a general increase of NOK 200 in meeting fees, while an increase in the fixed fees has been subject to a concrete assessment.

On this basis, the Nomination Committee proposed the following meeting fees and additional fees:

### The Supervisory Board:

Office	Fixed fee	Additional fee per meeting
Chair	NOK 92,000	-
Deputy Chair	NOK 23,000	NOK 6,000
Member	NOK 11,500	NOK 6,000
Deputy member	-	NOK 6,000 per meeting he/she has attended

### Control Committee:

Office	Fixed fee	Additional fee
Chair	NOK 170,000	NOK 8,000*
Member	NOK 106,000	NOK 7,000*
Deputy member – attending all meetings	NOK 96,000	NOK 7,000*

\*Fee per meeting for meetings in excess of eight meetings.

### Nomination Committee:

Office	Fixed fee	Additional fee
Chair	NOK 45,000	NOK 8,000*
Member	NOK 28,000	NOK 7,000*

\*Fee per meeting for meetings in excess of four meetings.

The fee structure adopted last year is otherwise continued. Meetings that last two days are deemed to be one meeting. A per diem allowance is paid if the combined meeting and travel time is at least 30 hours.

Participation in meetings of other bodies, such as the general meeting, as well as telephone meetings, is included in the annual fee.

Fees are paid quarterly in arrears, for the first time on 20 July 2014.

A proportional part of the annual fee is paid for periods of less than a year.

**Resolution:** The proposal was adopted; see page 7, where the voting figures are presented.

## 11. CONCLUSION OF THE GENERAL MEETING

There were no more items for consideration on the agenda.

The chair of the meeting thanked the shareholders for their attendance and the meeting was adjourned at 18.30.

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Oslo, 24 April 2014

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Bjørn Iversen

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Per Engebretth Askilsrud

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Joakim Gjersøe

## Protocol for general meeting GJENSIDIGE FORSIKRING ASA

ISIN: N00010582521 GJENSIDIGE FORSIKRING ASA  
 General meeting date: 24/04/2014 17.00  
 Today: 24.04.2014

Shares class	FOR	Against	Poll in	Abstain	Poll not registered	Represented shares with voting rights
<b>Agenda item 3. 3. Approval of the notice of the meeting and the agenda</b>						
Ordinær	376,781,813	0	376,781,813	21,643	0	376,803,456
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	99.99 %	0.00 %	99.99 %	0.01 %	0.00 %	
total sc in %	75.36 %	0.00 %	75.36 %	0.00 %	0.00 %	
<b>Total</b>	<b>376,781,813</b>	<b>0</b>	<b>376,781,813</b>	<b>21,643</b>	<b>0</b>	<b>376,803,456</b>
<b>Agenda item 5. 5. Approval of the Annual Report and Annual accounts for 2013 including allocation of dividend</b>						
Ordinær	376,780,376	338	376,780,714	22,742	0	376,803,456
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	99.99 %	0.00 %	99.99 %	0.01 %	0.00 %	
total sc in %	75.36 %	0.00 %	75.36 %	0.01 %	0.00 %	
<b>Total</b>	<b>376,780,376</b>	<b>338</b>	<b>376,780,714</b>	<b>22,742</b>	<b>0</b>	<b>376,803,456</b>
<b>Agenda item 6. 6. Declaration of the Board of Directors on determining pay and other remuneration to the executive management</b>						
Ordinær	376,654,146	122,127	376,776,273	27,183	0	376,803,456
votes cast in %	99.97 %	0.03 %		0.00 %		
representation of sc in %	99.96 %	0.03 %	99.99 %	0.01 %	0.00 %	
total sc in %	75.33 %	0.02 %	75.36 %	0.01 %	0.00 %	
<b>Total</b>	<b>376,654,146</b>	<b>122,127</b>	<b>376,776,273</b>	<b>27,183</b>	<b>0</b>	<b>376,803,456</b>
<b>Agenda item 6.a) Declaration of the Board determining pay and other remuneration</b>						
Ordinær	376,440,709	335,564	376,776,273	27,183	0	376,803,456
votes cast in %	99.91 %	0.09 %		0.00 %		
representation of sc in %	99.90 %	0.09 %	99.99 %	0.01 %	0.00 %	
total sc in %	75.29 %	0.07 %	75.36 %	0.01 %	0.00 %	
<b>Total</b>	<b>376,440,709</b>	<b>335,564</b>	<b>376,776,273</b>	<b>27,183</b>	<b>0</b>	<b>376,803,456</b>
<b>Agenda item 6.b) The Boards guidelines regarding determination of the executive management`s pay and other remuneration</b>						
Ordinær	376,312,793	134,749	376,447,542	355,914	0	376,803,456
votes cast in %	99.96 %	0.04 %		0.00 %		
representation of sc in %	99.87 %	0.04 %	99.91 %	0.09 %	0.00 %	
total sc in %	75.26 %	0.03 %	75.29 %	0.07 %	0.00 %	
<b>Total</b>	<b>376,312,793</b>	<b>134,749</b>	<b>376,447,542</b>	<b>355,914</b>	<b>0</b>	<b>376,803,456</b>
<b>Agenda item 6.c) New guidelines for shares; allotment, subscription rights etc</b>						
Ordinær	361,366,865	15,409,671	376,776,536	26,920	0	376,803,456
votes cast in %	95.91 %	4.09 %		0.00 %		
representation of sc in %	95.90 %	4.09 %	99.99 %	0.01 %	0.00 %	
total sc in %	72.27 %	3.08 %	75.36 %	0.01 %	0.00 %	
<b>Total</b>	<b>361,366,865</b>	<b>15,409,671</b>	<b>376,776,536</b>	<b>26,920</b>	<b>0</b>	<b>376,803,456</b>
<b>Agenda item 7. 7. Authority for the acquisition of treasury shares for the share savings programme and remuneration scheme for senior e</b>						
Ordinær	368,473,312	8,304,161	376,777,473	25,983	0	376,803,456
votes cast in %	97.80 %	2.20 %		0.00 %		
representation of sc in %	97.79 %	2.20 %	99.99 %	0.01 %	0.00 %	
total sc in %	73.70 %	1.66 %	75.36 %	0.01 %	0.00 %	
<b>Total</b>	<b>368,473,312</b>	<b>8,304,161</b>	<b>376,777,473</b>	<b>25,983</b>	<b>0</b>	<b>376,803,456</b>
<b>Agenda item 8. 8. Authority for the Board to allocate dividend to the owners</b>						
Ordinær	375,734,538	718,768	376,453,306	350,150	0	376,803,456
votes cast in %	99.81 %	0.19 %		0.00 %		
representation of sc in %	99.72 %	0.19 %	99.91 %	0.09 %	0.00 %	
total sc in %	75.15 %	0.14 %	75.29 %	0.07 %	0.00 %	
<b>Total</b>	<b>375,734,538</b>	<b>718,768</b>	<b>376,453,306</b>	<b>350,150</b>	<b>0</b>	<b>376,803,456</b>
<b>Agenda item 9.a) Member of the Supervisory Board:</b>						



Shares class	FOR	Against	Poll in	Abstain	Poll not registered	Represented shares with voting rights
Ordinær	376,443,635	334,150	376,777,785	25,671	0	376,803,456
votes cast in %	99.91 %	0.09 %		0.00 %		
representation of sc in %	99.91 %	0.09 %	99.99 %	0.01 %	0.00 %	
total sc in %	75.29 %	0.07 %	75.36 %	0.01 %	0.00 %	
<b>Total</b>	<b>376,443,635</b>	<b>334,150</b>	<b>376,777,785</b>	<b>25,671</b>	<b>0</b>	<b>376,803,456</b>
<b>Agenda item 9.aa Bjørn, Benedikte Bettina (member)</b>						
Ordinær	376,777,674	111	376,777,785	25,671	0	376,803,456
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	99.99 %	0.00 %	99.99 %	0.01 %	0.00 %	
total sc in %	75.36 %	0.00 %	75.36 %	0.01 %	0.00 %	
<b>Total</b>	<b>376,777,674</b>	<b>111</b>	<b>376,777,785</b>	<b>25,671</b>	<b>0</b>	<b>376,803,456</b>
<b>Agenda item 9.ab Daugaard, Knud Peder (member)</b>						
Ordinær	376,777,674	111	376,777,785	25,671	0	376,803,456
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	99.99 %	0.00 %	99.99 %	0.01 %	0.00 %	
total sc in %	75.36 %	0.00 %	75.36 %	0.01 %	0.00 %	
<b>Total</b>	<b>376,777,674</b>	<b>111</b>	<b>376,777,785</b>	<b>25,671</b>	<b>0</b>	<b>376,803,456</b>
<b>Agenda item 9.ac Dille, Randi (member)</b>						
Ordinær	376,777,674	111	376,777,785	25,671	0	376,803,456
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	99.99 %	0.00 %	99.99 %	0.01 %	0.00 %	
total sc in %	75.36 %	0.00 %	75.36 %	0.01 %	0.00 %	
<b>Total</b>	<b>376,777,674</b>	<b>111</b>	<b>376,777,785</b>	<b>25,671</b>	<b>0</b>	<b>376,803,456</b>
<b>Agenda item 9.ad Frogner, Marit (member)</b>						
Ordinær	376,777,674	111	376,777,785	25,671	0	376,803,456
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	99.99 %	0.00 %	99.99 %	0.01 %	0.00 %	
total sc in %	75.36 %	0.00 %	75.36 %	0.01 %	0.00 %	
<b>Total</b>	<b>376,777,674</b>	<b>111</b>	<b>376,777,785</b>	<b>25,671</b>	<b>0</b>	<b>376,803,456</b>
<b>Agenda item 9.ae Hansen, Hanne Solheim (member)</b>						
Ordinær	376,777,674	111	376,777,785	25,671	0	376,803,456
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	99.99 %	0.00 %	99.99 %	0.01 %	0.00 %	
total sc in %	75.36 %	0.00 %	75.36 %	0.01 %	0.00 %	
<b>Total</b>	<b>376,777,674</b>	<b>111</b>	<b>376,777,785</b>	<b>25,671</b>	<b>0</b>	<b>376,803,456</b>
<b>Agenda item 9.af Holtet, Geir (member)</b>						
Ordinær	376,443,859	333,926	376,777,785	25,671	0	376,803,456
votes cast in %	99.91 %	0.09 %		0.00 %		
representation of sc in %	99.91 %	0.09 %	99.99 %	0.01 %	0.00 %	
total sc in %	75.29 %	0.07 %	75.36 %	0.01 %	0.00 %	
<b>Total</b>	<b>376,443,859</b>	<b>333,926</b>	<b>376,777,785</b>	<b>25,671</b>	<b>0</b>	<b>376,803,456</b>
<b>Agenda item 9.ag Iversen, Bjørn (member)</b>						
Ordinær	376,443,859	333,926	376,777,785	25,671	0	376,803,456
votes cast in %	99.91 %	0.09 %		0.00 %		
representation of sc in %	99.91 %	0.09 %	99.99 %	0.01 %	0.00 %	
total sc in %	75.29 %	0.07 %	75.36 %	0.01 %	0.00 %	
<b>Total</b>	<b>376,443,859</b>	<b>333,926</b>	<b>376,777,785</b>	<b>25,671</b>	<b>0</b>	<b>376,803,456</b>
<b>Agenda item 9.ah Olimb, Pål (member)</b>						
Ordinær	376,443,635	334,150	376,777,785	25,671	0	376,803,456
votes cast in %	99.91 %	0.09 %		0.00 %		
representation of sc in %	99.91 %	0.09 %	99.99 %	0.01 %	0.00 %	
total sc in %	75.29 %	0.07 %	75.36 %	0.01 %	0.00 %	
<b>Total</b>	<b>376,443,635</b>	<b>334,150</b>	<b>376,777,785</b>	<b>25,671</b>	<b>0</b>	<b>376,803,456</b>
<b>Agenda item 9.ai Ottestad, John Ove (member)</b>						
Ordinær	376,777,674	111	376,777,785	25,671	0	376,803,456
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	99.99 %	0.00 %	99.99 %	0.01 %	0.00 %	
total sc in %	75.36 %	0.00 %	75.36 %	0.01 %	0.00 %	



Shares class	FOR	Against	Poll in	Abstain	Poll not registered	Represented shares with voting rights
<b>Total</b>	<b>376,777,674</b>	<b>111</b>	<b>376,777,785</b>	<b>25,671</b>	<b>0</b>	<b>376,803,456</b>
<b>Agenda item 9.aj Petersen, Stephen Adler (member)</b>						
Ordinær	376,777,674	111	376,777,785	25,671	0	376,803,456
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	99.99 %	0.00 %	99.99 %	0.01 %	0.00 %	
total sc in %	75.36 %	0.00 %	75.36 %	0.01 %	0.00 %	
<b>Total</b>	<b>376,777,674</b>	<b>111</b>	<b>376,777,785</b>	<b>25,671</b>	<b>0</b>	<b>376,803,456</b>
<b>Agenda item 9.ak Stakkeland, Lilly Tønnevoild (member)</b>						
Ordinær	376,777,674	111	376,777,785	25,671	0	376,803,456
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	99.99 %	0.00 %	99.99 %	0.01 %	0.00 %	
total sc in %	75.36 %	0.00 %	75.36 %	0.01 %	0.00 %	
<b>Total</b>	<b>376,777,674</b>	<b>111</b>	<b>376,777,785</b>	<b>25,671</b>	<b>0</b>	<b>376,803,456</b>
<b>Agenda item 9.al Stray, Christina (member)</b>						
Ordinær	376,443,859	333,926	376,777,785	25,671	0	376,803,456
votes cast in %	99.91 %	0.09 %		0.00 %		
representation of sc in %	99.91 %	0.09 %	99.99 %	0.01 %	0.00 %	
total sc in %	75.29 %	0.07 %	75.36 %	0.01 %	0.00 %	
<b>Total</b>	<b>376,443,859</b>	<b>333,926</b>	<b>376,777,785</b>	<b>25,671</b>	<b>0</b>	<b>376,803,456</b>
<b>Agenda item 9.am Søfteland, Even (member)</b>						
Ordinær	376,777,674	111	376,777,785	25,671	0	376,803,456
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	99.99 %	0.00 %	99.99 %	0.01 %	0.00 %	
total sc in %	75.36 %	0.00 %	75.36 %	0.01 %	0.00 %	
<b>Total</b>	<b>376,777,674</b>	<b>111</b>	<b>376,777,785</b>	<b>25,671</b>	<b>0</b>	<b>376,803,456</b>
<b>Agenda item 9.an Wold, Terje (member)</b>						
Ordinær	376,777,674	111	376,777,785	25,671	0	376,803,456
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	99.99 %	0.00 %	99.99 %	0.01 %	0.00 %	
total sc in %	75.36 %	0.00 %	75.36 %	0.01 %	0.00 %	
<b>Total</b>	<b>376,777,674</b>	<b>111</b>	<b>376,777,785</b>	<b>25,671</b>	<b>0</b>	<b>376,803,456</b>
<b>Agenda item 9.ao Kvinlaug, Ivar (1. deputy member)</b>						
Ordinær	376,777,674	111	376,777,785	25,671	0	376,803,456
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	99.99 %	0.00 %	99.99 %	0.01 %	0.00 %	
total sc in %	75.36 %	0.00 %	75.36 %	0.01 %	0.00 %	
<b>Total</b>	<b>376,777,674</b>	<b>111</b>	<b>376,777,785</b>	<b>25,671</b>	<b>0</b>	<b>376,803,456</b>
<b>Agenda item 9.ap Myhra, Nils-Ragnar (2.deputy member)</b>						
Ordinær	376,443,859	333,926	376,777,785	25,671	0	376,803,456
votes cast in %	99.91 %	0.09 %		0.00 %		
representation of sc in %	99.91 %	0.09 %	99.99 %	0.01 %	0.00 %	
total sc in %	75.29 %	0.07 %	75.36 %	0.01 %	0.00 %	
<b>Total</b>	<b>376,443,859</b>	<b>333,926</b>	<b>376,777,785</b>	<b>25,671</b>	<b>0</b>	<b>376,803,456</b>
<b>Agenda item 9.aq Rønneberg, Hanne (3. deputy member)</b>						
Ordinær	376,777,674	111	376,777,785	25,671	0	376,803,456
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	99.99 %	0.00 %	99.99 %	0.01 %	0.00 %	
total sc in %	75.36 %	0.00 %	75.36 %	0.01 %	0.00 %	
<b>Total</b>	<b>376,777,674</b>	<b>111</b>	<b>376,777,785</b>	<b>25,671</b>	<b>0</b>	<b>376,803,456</b>
<b>Agenda item 9.ar Kleiven, Bjørnar (4.deputy member)</b>						
Ordinær	376,777,674	111	376,777,785	25,671	0	376,803,456
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	99.99 %	0.00 %	99.99 %	0.01 %	0.00 %	
total sc in %	75.36 %	0.00 %	75.36 %	0.01 %	0.00 %	
<b>Total</b>	<b>376,777,674</b>	<b>111</b>	<b>376,777,785</b>	<b>25,671</b>	<b>0</b>	<b>376,803,456</b>
<b>Agenda item 9.b b) The general meeting`s proposal for the Supervisory Board`s election of Chair:</b>						
Ordinær	376,443,859	333,926	376,777,785	25,671	0	376,803,456
votes cast in %	99.91 %	0.09 %		0.00 %		

Shares class	FOR	Against	Poll in	Abstain	Poll not registered	Represented shares with voting rights
representation of sc in %	99.91 %	0.09 %	99.99 %	0.01 %	0.00 %	
total sc in %	75.29 %	0.07 %	75.36 %	0.01 %	0.00 %	
<b>Total</b>	<b>376,443,859</b>	<b>333,926</b>	<b>376,777,785</b>	<b>25,671</b>	<b>0</b>	<b>376,803,456</b>
<b>Agenda item 9.ba Iversen, Bjørn</b>						
Ordinær	376,443,859	333,926	376,777,785	25,671	0	376,803,456
votes cast in %	99.91 %	0.09 %		0.00 %		
representation of sc in %	99.91 %	0.09 %	99.99 %	0.01 %	0.00 %	
total sc in %	75.29 %	0.07 %	75.36 %	0.01 %	0.00 %	
<b>Total</b>	<b>376,443,859</b>	<b>333,926</b>	<b>376,777,785</b>	<b>25,671</b>	<b>0</b>	<b>376,803,456</b>
<b>Agenda item 9.c c) The General meeting`s proposal for the Supervisory Board`s election of Deputy Chair:</b>						
Ordinær	376,443,859	333,926	376,777,785	25,671	0	376,803,456
votes cast in %	99.91 %	0.09 %		0.00 %		
representation of sc in %	99.91 %	0.09 %	99.99 %	0.01 %	0.00 %	
total sc in %	75.29 %	0.07 %	75.36 %	0.01 %	0.00 %	
<b>Total</b>	<b>376,443,859</b>	<b>333,926</b>	<b>376,777,785</b>	<b>25,671</b>	<b>0</b>	<b>376,803,456</b>
<b>Agenda item 9.ca Stray, Christina</b>						
Ordinær	376,443,859	333,926	376,777,785	25,671	0	376,803,456
votes cast in %	99.91 %	0.09 %		0.00 %		
representation of sc in %	99.91 %	0.09 %	99.99 %	0.01 %	0.00 %	
total sc in %	75.29 %	0.07 %	75.36 %	0.01 %	0.00 %	
<b>Total</b>	<b>376,443,859</b>	<b>333,926</b>	<b>376,777,785</b>	<b>25,671</b>	<b>0</b>	<b>376,803,456</b>
<b>Agenda item 9.d d) The Control Committee:</b>						
Ordinær	376,443,859	333,926	376,777,785	25,671	0	376,803,456
votes cast in %	99.91 %	0.09 %		0.00 %		
representation of sc in %	99.91 %	0.09 %	99.99 %	0.01 %	0.00 %	
total sc in %	75.29 %	0.07 %	75.36 %	0.01 %	0.00 %	
<b>Total</b>	<b>376,443,859</b>	<b>333,926</b>	<b>376,777,785</b>	<b>25,671</b>	<b>0</b>	<b>376,803,456</b>
<b>Agenda item 9.da Steen, Sven Iver (chair)</b>						
Ordinær	376,777,674	111	376,777,785	25,671	0	376,803,456
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	99.99 %	0.00 %	99.99 %	0.01 %	0.00 %	
total sc in %	75.36 %	0.00 %	75.36 %	0.01 %	0.00 %	
<b>Total</b>	<b>376,777,674</b>	<b>111</b>	<b>376,777,785</b>	<b>25,671</b>	<b>0</b>	<b>376,803,456</b>
<b>Agenda item 9.db Lee, Liselotte Aune (member)</b>						
Ordinær	376,443,859	333,926	376,777,785	25,671	0	376,803,456
votes cast in %	99.91 %	0.09 %		0.00 %		
representation of sc in %	99.91 %	0.09 %	99.99 %	0.01 %	0.00 %	
total sc in %	75.29 %	0.07 %	75.36 %	0.01 %	0.00 %	
<b>Total</b>	<b>376,443,859</b>	<b>333,926</b>	<b>376,777,785</b>	<b>25,671</b>	<b>0</b>	<b>376,803,456</b>
<b>Agenda item 9.dc Strømme, Hallvard (member)</b>						
Ordinær	376,443,859	333,926	376,777,785	25,671	0	376,803,456
votes cast in %	99.91 %	0.09 %		0.00 %		
representation of sc in %	99.91 %	0.09 %	99.99 %	0.01 %	0.00 %	
total sc in %	75.29 %	0.07 %	75.36 %	0.01 %	0.00 %	
<b>Total</b>	<b>376,443,859</b>	<b>333,926</b>	<b>376,777,785</b>	<b>25,671</b>	<b>0</b>	<b>376,803,456</b>
<b>Agenda item 9de Næsseth, Vigdis Myhre (deputy member)</b>						
Ordinær	376,777,674	111	376,777,785	25,671	0	376,803,456
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	99.99 %	0.00 %	99.99 %	0.01 %	0.00 %	
total sc in %	75.36 %	0.00 %	75.36 %	0.01 %	0.00 %	
<b>Total</b>	<b>376,777,674</b>	<b>111</b>	<b>376,777,785</b>	<b>25,671</b>	<b>0</b>	<b>376,803,456</b>
<b>Agenda item 9.e e) The Nomination Committee:</b>						
Ordinær	376,443,859	333,815	376,777,674	25,782	0	376,803,456
votes cast in %	99.91 %	0.09 %		0.00 %		
representation of sc in %	99.91 %	0.09 %	99.99 %	0.01 %	0.00 %	
total sc in %	75.29 %	0.07 %	75.36 %	0.01 %	0.00 %	
<b>Total</b>	<b>376,443,859</b>	<b>333,815</b>	<b>376,777,674</b>	<b>25,782</b>	<b>0</b>	<b>376,803,456</b>
<b>Agenda item 9.ea Iversen, Bjørn (chair)</b>						

Shares class	FOR	Against	Poll in	Abstain	Poll not registered	Represented shares with voting rights
Ordinær	376,443,859	333,815	376,777,674	25,782	0	376,803,456
votes cast in %	99.91 %	0.09 %		0.00 %		
representation of sc in %	99.91 %	0.09 %	99.99 %	0.01 %	0.00 %	
total sc in %	75.29 %	0.07 %	75.36 %	0.01 %	0.00 %	
<b>Total</b>	<b>376,443,859</b>	<b>333,815</b>	<b>376,777,674</b>	<b>25,782</b>	<b>0</b>	<b>376,803,456</b>
<b>Agenda item 9.eb Bjørn, Benedikte Bettina (member)</b>						
Ordinær	376,777,674	0	376,777,674	25,782	0	376,803,456
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	99.99 %	0.00 %	99.99 %	0.01 %	0.00 %	
total sc in %	75.36 %	0.00 %	75.36 %	0.01 %	0.00 %	
<b>Total</b>	<b>376,777,674</b>	<b>0</b>	<b>376,777,674</b>	<b>25,782</b>	<b>0</b>	<b>376,803,456</b>
<b>Agenda item 9.ec Ibsen, Mai-Lill (member)</b>						
Ordinær	376,449,167	328,507	376,777,674	25,782	0	376,803,456
votes cast in %	99.91 %	0.09 %		0.00 %		
representation of sc in %	99.91 %	0.09 %	99.99 %	0.01 %	0.00 %	
total sc in %	75.29 %	0.07 %	75.36 %	0.01 %	0.00 %	
<b>Total</b>	<b>376,449,167</b>	<b>328,507</b>	<b>376,777,674</b>	<b>25,782</b>	<b>0</b>	<b>376,803,456</b>
<b>Agenda item 9.ed Kvinlaug, Ivar (member)</b>						
Ordinær	376,443,859	333,815	376,777,674	25,782	0	376,803,456
votes cast in %	99.91 %	0.09 %		0.00 %		
representation of sc in %	99.91 %	0.09 %	99.99 %	0.01 %	0.00 %	
total sc in %	75.29 %	0.07 %	75.36 %	0.01 %	0.00 %	
<b>Total</b>	<b>376,443,859</b>	<b>333,815</b>	<b>376,777,674</b>	<b>25,782</b>	<b>0</b>	<b>376,803,456</b>
<b>Agenda item 9.ee Ottestad, John Ove (member)</b>						
Ordinær	376,777,674	0	376,777,674	25,782	0	376,803,456
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	99.99 %	0.00 %	99.99 %	0.01 %	0.00 %	
total sc in %	75.36 %	0.00 %	75.36 %	0.01 %	0.00 %	
<b>Total</b>	<b>376,777,674</b>	<b>0</b>	<b>376,777,674</b>	<b>25,782</b>	<b>0</b>	<b>376,803,456</b>
<b>Agenda item 10. 10. Determination of remuneration to representatives</b>						
Ordinær	376,443,573	5,993	376,449,566	353,890	0	376,803,456
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	99.90 %	0.00 %	99.91 %	0.09 %	0.00 %	
total sc in %	75.29 %	0.00 %	75.29 %	0.07 %	0.00 %	
<b>Total</b>	<b>376,443,573</b>	<b>5,993</b>	<b>376,449,566</b>	<b>353,890</b>	<b>0</b>	<b>376,803,456</b>

Registrar for the company:

DNB Bank ASA

Signature company:

GJENSIDIGE FORSIKRING ASA

**Share information**

Name	Total number of shares	Nominal value	Share capital	Voting rights
Ordinær	500,000,000	2.00	1,000,000,000.00	Yes
<b>Sum:</b>				

**§ 5-17 Generally majority requirement**

requires majority of the given votes

**§ 5-18 Amendment to resolution**

Requires two-thirds majority of the given votes

like the issued share capital represented/attended on the general meeting