

**MINUTES OF THE ANNUAL GENERAL MEETING 2015**  
**OF**  
**GJENSIDIGE FORSIKRING ASA**

The Annual General Meeting of Gjensidige Forsikring ASA was held at 17.00 on 23 April 2015 at Gjensidige's head office in Schweigaards gate 21 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. Article 2-2 second paragraph the Articles of Association.

**Item 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.

**Item 2 Presentation of the list of attending shareholders and proxies**

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

Present:	50
Representing the total number of own shares and shares represented by proxies:	377 046 815

corresponding to 75,42 % of the total number of shares with voting rights in the Company.

The list is enclosed with the minutes.

**Item 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, part of the case documents were only 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.

**Item 4 Election of two representatives to sign the minutes along with the Chair of the meeting**

The following persons were elected to sign the minutes along with the Chair of the meeting:

1. Tore Eugen Kvalheim
2. Joakim Gjersøe

**Item 5 Approval of Board's report and the Annual accounts for 2014 – including allocation of the profit for the year**

The annual report and accounts for 2014, 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's statement on corporate governance.

CEO Helge Leiro Baastad informed the meeting about the development and status of the Group's activities in 2014.

Chair 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 2014.

The Company's auditor, KPMG AS, represented by state authorised public accountant Arne Frogner, read out the auditor's report for 2014, dated 11 March 2015, 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 2014, dated 12 March 2015.

Chair of the Supervisory board Bjørn Iversen read out the Supervisory board's statement for 2014, dated 26 March 2015.

The Chair of the Supervisory board then read out the proposed resolution:

*'The General Meeting approves the submitted accounts as Gjensidige Forsikring ASA's annual accounts for 2014.*

*The General Meeting approves the allocation of the parent company's profit before other income and expense components of NOK 5,121.3 million, as recommended by the Board:*

- Dividend (minus dividend on own shares) NOK 4.948,9 million
- Transferred to undistributable reserves NOK 110,0 million
- Transferred to other retained earnings NOK 62,4 million
- Allocated NOK 5.121,3 million

*The General Meeting approves the submitted consolidated financial statements as the Gjensidige Forsikring Group's accounts for 2014.*

*The General Meeting approves the annual report for Gjensidige Forsikring ASA for 2014.'*

**Resolution:** The proposal was adopted; see page 9, where the voting figures are presented.

#### **Item 6 The Board's statement on the stipulation of pay and other remuneration of executive personnel**

The Chair of the Board informed the meeting about the Board's statement on the stipulation of pay and other remuneration of executive personnel; cf. Section 6-16a of the Public Limited Liability Companies Act. The Board's statement is included in Note 18 to Gjensidige Forsikring ASA's accounts for 2014.

The Chair of the Supervisory board presented the proposed resolution:

*'a) The General Meeting takes note of the Board's statement on the stipulation of pay and other remuneration.*

*b) The General Meeting endorses the Board's guidelines for the stipulation of pay for executive personnel for the coming financial year.*

*c) The General Meeting approves the Board's proposal for new guidelines for the allocation of shares, subscription rights etc. for the coming financial year.'*

**Resolution:** The proposal was adopted; see page 9, where the voting figures are presented.

#### **Item 7 Authorisations to the Board:**

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

The Chair of the Board informed the meeting about the Board's 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 Chair of the Supervisory board presented the 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 2014, 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 annual general meeting in 2016, no longer, however, than until 30 June 2016.'*

**Resolution:** The proposal was adopted; see page 9, where the voting figures are presented.

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

At the Annual General Meeting on 24 April 2014, the Board 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 2015 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.

The Chair of the Board explained the Board's proposal to renew its authorisation to acquire own shares in the market for these purposes.

The Chair of the Supervisory board presented the proposed resolution:

*'The Board 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 2016.'*

**Resolution:** The proposal was adopted; see page 9, where the voting figures are presented.

#### **c) to raise subordinated loans and other external financing**

The Chair of the Board explained the Board's proposal for the General Meeting to authorise the Board to raise subordinated loans and other external financing. Such an authorisation will give the Company flexibility by enabling it to raise subordinated loans and other external financing without having to call an extraordinary general meeting.

The Chair of the Supervisory board presented the proposed resolution:

*'The Board is hereby authorised to raise subordinated loans and other external financing limited upwards to NOK 3 billion and on the conditions stipulated by the Board.*

*The authorisation is valid until the annual general meeting in 2016, no longer, however, than until 30 June 2016.'*

**Resolution:** The proposal was adopted; see page 9, where the voting figures are presented.

#### **Item 8 Proposal for new Articles of Association**

The proposal for new Articles of Association largely reflects adjustments that comply with the new Financial Undertakings Act that will enter into force on 1 January 2016. The Board's proposed changes related to the mutual fire insurers and marine insurance associations was withdrawn due to formalities. On this basis, the Board proposed the following amendments to the Articles of Association:

Articles 2-5 to 2-8 are set aside, the current Articles 2-9 to 2-12 will become the new Articles 2-5 to 2-8. In addition, a new Article 3 is added, so that the current Article 3 becomes the new Article 4.

Article 2-1 first paragraph is amended to read as follows:

*'The Annual General Meeting shall be held each year before the end of April.'*

Article 2-2 second paragraph is amended to read as follows:

*'The General Meeting is opened and chaired by the Chair of the Board or another person designated by the Board.'*

Article 2-2 fourth paragraph is amended to read as follows:

*'The Annual General Meeting shall:*

- a) approve the annual accounts and the annual report,
- b) approve the allocation of the profit or coverage of the loss,
- c) elect the Chair of the Board,
- d) elect six board members,
- e) elect the auditor,
- f) approve the auditor's fee,
- g) elect members and the Chair of the Nomination committee and, if relevant, amend the rules of procedure for the Nomination committee,
- h) decide the remuneration of members and deputy members of the Board and the Nomination committee, and
- i) consider any other business that by law or pursuant to the Articles of Association is the business of the general meeting.'

Article 2-3 first paragraph is amended to read as follows:

'An extraordinary general meeting shall be held when the Board, the Chair of the Board or the Nomination committee finds it necessary, or when the consideration of a particular matter is required in writing by the auditor or shareholders representing one-twentieth of the share capital.'

In Article 2-4, the Norwegian name of the Nomination committee is changed to 'valgkomité', and the provision is amended in its entirety to read as follows:

'The Nomination committee has four to six members. The members and Chair are elected for one year.

Members of the Nomination committee cannot be members of the Board at the same time. The members must meet the official suitability requirements that apply to board members. The committee as a whole must be qualified to assess what qualifications the Board needs in order to satisfy the Company's strategic requirements.

One of the board members elected from among the employees shall take part in the Nomination committee's work on preparations for the election of Chair of the Board.

The committee shall propose candidates for:

- a) members of the Board and the Chair of the Board,
- b) members and the Chair of the Nomination committee,
- c) election of the auditor.

The committee shall also propose remuneration of the aforementioned elected officers and auditor.

The committee's recommendations shall be submitted in writing and grounds shall be given.'

The new Article 2-5 is amended to read as follows:

'The Board shall consist of ten members.

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

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

The new Article 2-6 will replace Article 2-10

The new Article 2-7 will replace Article 2-11

New Article 3 Subordinated loans and other external financing:

'The Company can raise subordinated loan capital and external financing. Decisions to this effect must be made by the General Meeting by the same majority as required for amendments to the Articles of Association. The Board will specify the detailed terms.

The General Meeting can, by the same majority as required for amendments to the Articles of Association, authorise the Board to make decisions to raise subordinated loan capital and external financing, and specify more detailed terms in this connection. The authorisation must be limited to a maximum amount and cannot be valid for longer than until the next annual general meeting.'

The Chair of the Supervisory board presented the proposed resolution:

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

*The amendments to the Articles of Association enter into force from the date on which the Articles of Association are approved by the authorities, though no earlier, than 1 July 2015.'*

**Resolution:** The proposal was adopted; see page 9, where the voting figures are presented.

#### **Item 9 Proposal for new rules of procedure for the Nomination committee**

In line with the new Financial Undertakings Act and the Board's proposal for new Articles of Association, the Board also proposes technical changes and amendments to the wording of the rules of procedure for the Nomination committee.

In all provisions, the Norwegian name for the Nomination committee has been changed from 'nominasjonskomité' to 'valgkomité'. In articles 3 and 4, the provisions are adjusted as a result of the Supervisory board and Control committee being dissolved.

In Articles 5, 6 and 7, the Board proposes that more criteria be taken into consideration in the Nomination committee's work on nominating candidates. These criteria correspond to the recommendation in the Norwegian Code of Practice for Corporate Governance.

This entails the following amendments:

Article 2 first paragraph is amended to read as follows:

'The Nomination committee has four to six members. The members should reflect the interests of the shareholder community.'

Article 2 second paragraph is amended to read as follows:

'One of the board members elected from among the employees attends as a regular member in connection with discussions and recommendations concerning the office of Chair of the Board. The Chair of the committee can invite other board members selected from among the employees to take part in certain important discussions relating to the election of the Chair.'

Article 5 first and second paragraph are amended to read as follows:

'The Nomination committee shall emphasise that all of the proposed candidates have the necessary experience, qualifications and capacity to satisfactorily perform the offices in question within the framework of the Board's strategy. It must be ensured that the Board as a whole has the qualifications necessary to perform the functions of its subcommittees in a satisfactory manner.

The goal is for both genders to be represented by at least 40 per cent of the members of all bodies in the Company. The Nomination committee shall cooperate with the employee organisations on this matter. Proposals for members of the Nomination committee should be in accordance with the principles of good corporate governance, with the emphasis on safeguarding the interests of the shareholder community and reflecting the composition of shareholders. Members should be independent of the Board and the Company's general management.'

Article 6 is amended to read as follows:

'The Nomination committee shall gather the information that the committee regards as relevant. The committee shall be open to contributions and base its recommendation on the major shareholders. The Nomination committee may draw on resources in the Company and obtain advice and recommendations from sources outside the Company. The committee may contact and use external advisers.

The Nomination committee shall have contact with all members of the Board on an individual basis and with the day-to-day management. The Board's self-evaluation of its operations and expertise shall be submitted to the committee. The Chair of the Board shall meet with the committee and present the evaluation.

The Nomination committee shall make the necessary assessment of the suitability of all proposed candidates prior to the nominations. The deadline for proposing candidates can be set to two months before the annual General Meeting. In addition, the Nomination committee shall ask candidates whom it is proposed be re-elected whether there are any changes in the information that previously formed the basis for the assessment of their suitability.'

Article 7 is amended to read as follows:

'The Nomination committee's recommendations shall contain information about the candidates, including the time they have available to perform their office, and their independence. The information shall also include age, education and occupational experience. Information shall be provided about how long they have been elected officers in the Company, if relevant, about any assignments for the Company, and about any significant assignments for other companies and organisations.

Recommendations to the General Meeting shall be made available to the shareholders together with the notice of the General Meeting.'

The Chair of the Supervisory Board presented the proposed resolution:

*'The general meeting adopts the new rules of procedure for the Nomination committee of Gjensidige Forsikring ASA. The rules of procedure enter into force from the date on which the amended Articles of Association enter into force.'*

**Resolution:** The proposal was adopted; see page 9, where the voting figures are presented.

## **Item 10 Election**

### **a) The Supervisory board – Members, proposal for Chair and Deputy Chair**

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. Article 2-6 third paragraph of the Articles of Association. The proposed candidates have been approached and are willing to accept office. The candidates have been made aware that the term of office may be shorter as a consequence of the new Financial Undertakings Act dispensing with both the Supervisory board and the Control committee.

*'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  
Geir Holtet  
Bjørn Iversen  
Pål Olimb  
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  
Bjørnar Kleiven*

*The Nomination Committee proposes the following new deputy member:*

*Berit Raadim'*

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. Article 2-6 final paragraph of the Articles of Association. 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 Christina Stray as Deputy Chair of the Supervisory board.

#### **b) The Control committee – Members, one deputy member and Chair**

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 up for election and will be elected for a term of one year; cf. Article 2-5 first paragraph of the Articles of Association. 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)*

*Sven Iver Steen is re-elected as Chair of the Control Committee'*

#### **c) The Nomination committee – members and Chair**

The Chair of the Supervisory board presented the Nomination committee's recommendation for the election of the Nomination committee: All the members are up for election and will be elected for a term of one year; cf. Article 2-4 first paragraph of the Articles of Association. All 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  
Mai-Lill Ibsen  
Ivar Kvinlaug  
John Ove Ottestad*

*Bjørn Iversen is re-elected as Chair of the Nomination committee'*

**Resolution:** The proposal was adopted; see page 9, where the voting figures are presented.

#### **Item 11 Remuneration**

The Nomination committee proposed a general increase of NOK 300 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:

<b>Office</b>	<b>Fixed fee</b>	<b>Additional fee per meeting</b>
Chair	95,000	-
Deputy Chair	24,000	6,300
Member	12,000	6,300
Deputy member	-	6,300 per meeting he/she has attended

Control committee:

<b>Office</b>	<b>Fixed fee</b>	<b>Additional fee</b>
Chair	175,000	8,300*
Member	110,000	7,300*
Deputy member – attending all meetings	99,000	7,300*

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

Nomination committee:

<b>Office</b>	<b>Fixed fee</b>	<b>Additional fee</b>
Chair	46,500	8,300*
Member	29,000	7,300*

\*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 2015.

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

**Resolution:** The proposal was adopted; see page 9, where the voting figures are presented.

**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, 23 April 2015

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Bjørn Iversen

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Tore Eugen Kvalheim

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Joakim Gjersøe

**Total Represented**

ISIN:	<u>NO0010582521 GJENSIDIGE FORSIKRING ASA</u>
General meeting date:	23/04/2015 17.00
Today:	23.04.2015

**Number of persons with voting rights represented/attended : 50**

	<b>Number of shares</b>	<b>% sc</b>
Total shares	500,000,000	
- own shares of the company	64,929	
Total shares with voting rights	499,935,071	
Represented by own shares	334,790,028	66.97 %
Represented by advance vote	2,375,167	0.48 %
<b>Sum own shares</b>	<b>337,165,195</b>	<b>67.44 %</b>
Represented by proxy	334,873	0.07 %
Represented by voting instruction	39,546,747	7.91 %
<b>Sum proxy shares</b>	<b>39,881,620</b>	<b>7.98 %</b>
<b>Total represented with voting rights</b>	<b>377,046,815</b>	<b>75.42 %</b>
<b>Total represented by share capital</b>	<b>377,046,815</b>	<b>75.41 %</b>

Registrar for the company:

DNB Bank ASA

Signature company:

GJENSIDIGE FORSIKRING ASA

## Protocol for general meeting GJENSIDIGE FORSIKRING ASA

ISIN:	<u>N00010582521 GJENSIDIGE FORSIKRING ASA</u>
General meeting date:	23/04/2015 17.00
Today:	28.04.2015

Shares class	FOR	Against	Poll in	Abstain	Poll not registered	Represented shares with voting rights
<b>Agenda item 3 Approval of the notice of the meeting and the agenda</b>						
Ordinær	377,046,815	0	377,046,815	0	0	377,046,815
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	75.41 %	0.00 %	75.41 %	0.00 %	0.00 %	
<b>Total</b>	<b>377,046,815</b>	<b>0</b>	<b>377,046,815</b>	<b>0</b>	<b>0</b>	<b>377,046,815</b>
<b>Agenda item 5 Approval of the Board's Report and Annual accounts for 2014 including allocation of</b>						
Ordinær	377,045,696	0	377,045,696	1,119	0	377,046,815
votes cast in %	100.00 %	0.00 %		0.00 %		
representation of sc in %	100.00 %	0.00 %	100.00 %	0.00 %	0.00 %	
total sc in %	75.41 %	0.00 %	75.41 %	0.00 %	0.00 %	
<b>Total</b>	<b>377,045,696</b>	<b>0</b>	<b>377,045,696</b>	<b>1,119</b>	<b>0</b>	<b>377,046,815</b>
<b>Agenda item 6.a The Board's statement on the stipulation of pay and other remuneration</b>						
Ordinær	376,428,962	313,002	376,741,964	304,851	0	377,046,815
votes cast in %	99.92 %	0.08 %		0.00 %		
representation of sc in %	99.84 %	0.08 %	99.92 %	0.08 %	0.00 %	
total sc in %	75.29 %	0.06 %	75.35 %	0.06 %	0.00 %	
<b>Total</b>	<b>376,428,962</b>	<b>313,002</b>	<b>376,741,964</b>	<b>304,851</b>	<b>0</b>	<b>377,046,815</b>
<b>Agenda item 6.b The Board's guidelines for the stipulation of pay for executive personnel for the</b>						
Ordinær	376,412,179	329,785	376,741,964	304,851	0	377,046,815
votes cast in %	99.91 %	0.09 %		0.00 %		
representation of sc in %	99.83 %	0.09 %	99.92 %	0.08 %	0.00 %	
total sc in %	75.28 %	0.07 %	75.35 %	0.06 %	0.00 %	
<b>Total</b>	<b>376,412,179</b>	<b>329,785</b>	<b>376,741,964</b>	<b>304,851</b>	<b>0</b>	<b>377,046,815</b>
<b>Agenda item 6.c The Board's binding guidelines for the allocation of shares, subscription rights</b>						
Ordinær	374,608,981	2,135,800	376,744,781	302,034	0	377,046,815
votes cast in %	99.43 %	0.57 %		0.00 %		
representation of sc in %	99.35 %	0.57 %	99.92 %	0.08 %	0.00 %	
total sc in %	74.92 %	0.43 %	75.35 %	0.06 %	0.00 %	
<b>Total</b>	<b>374,608,981</b>	<b>2,135,800</b>	<b>376,744,781</b>	<b>302,034</b>	<b>0</b>	<b>377,046,815</b>
<b>Agenda item 7.a Authorisations to the Board: To decide the distribution of dividend</b>						
Ordinær	376,393,662	653,153	377,046,815	0	0	377,046,815
votes cast in %	99.83 %	0.17 %		0.00 %		
representation of sc in %	99.83 %	0.17 %	100.00 %	0.00 %	0.00 %	
total sc in %	75.28 %	0.13 %	75.41 %	0.00 %	0.00 %	
<b>Total</b>	<b>376,393,662</b>	<b>653,153</b>	<b>377,046,815</b>	<b>0</b>	<b>0</b>	<b>377,046,815</b>
<b>Agenda item 7.b Authorisations to the Board: To purchase own shares in the marked for the purpose of implementing the</b>						
Ordinær	355,633,213	21,391,953	377,025,166	21,649	0	377,046,815
votes cast in %	94.33 %	5.67 %		0.00 %		
representation of sc in %	94.32 %	5.67 %	99.99 %	0.01 %	0.00 %	
total sc in %	71.13 %	4.28 %	75.41 %	0.00 %	0.00 %	
<b>Total</b>	<b>355,633,213</b>	<b>21,391,953</b>	<b>377,025,166</b>	<b>21,649</b>	<b>0</b>	<b>377,046,815</b>
<b>Agenda item 7.c Authorisations to the Board: To raise subordinated loans and other external financing</b>						
Ordinær	376,734,427	311,973	377,046,400	415	0	377,046,815
votes cast in %	99.92 %	0.08 %		0.00 %		
representation of sc in %	99.92 %	0.08 %	100.00 %	0.00 %	0.00 %	
total sc in %	75.35 %	0.06 %	75.41 %	0.00 %	0.00 %	
<b>Total</b>	<b>376,734,427</b>	<b>311,973</b>	<b>377,046,400</b>	<b>415</b>	<b>0</b>	<b>377,046,815</b>
<b>Agenda item 8 Proposal for new Articles of Association</b>						
Ordinær	377,009,883	36,275	377,046,158	657	0	377,046,815
votes cast in %	99.99 %	0.01 %		0.00 %		
representation of sc in %	99.99 %	0.01 %	100.00 %	0.00 %	0.00 %	
total sc in %	75.40 %	0.01 %	75.41 %	0.00 %	0.00 %	
<b>Total</b>	<b>377,009,883</b>	<b>36,275</b>	<b>377,046,158</b>	<b>657</b>	<b>0</b>	<b>377,046,815</b>
<b>Agenda item 9 Proposal for new rules of procedure for the Nomination committee</b>						
Ordinær	377,017,280	28,878	377,046,158	657	0	377,046,815
votes cast in %	99.99 %	0.01 %		0.00 %		
representation of sc in %	99.99 %	0.01 %	100.00 %	0.00 %	0.00 %	

Shares class	FOR	Against	Poll in	Abstain	Poll not registered	Represented shares with voting rights
total sc in %	75.40 %	0.01 %	75.41 %	0.00 %	0.00 %	
<b>Total</b>	<b>377,017,280</b>	<b>28,878</b>	<b>377,046,158</b>	<b>657</b>	<b>0</b>	<b>377,046,815</b>
<b>Agenda item 10.a Election: Proposal of members of the Supervisory board:</b>						
Ordinær	376,645,927	400,072	377,045,999	816	0	377,046,815
votes cast in %	99.89 %	0.11 %		0.00 %		
representation of sc in %	99.89 %	0.11 %	100.00 %	0.00 %	0.00 %	
total sc in %	75.33 %	0.08 %	75.41 %	0.00 %	0.00 %	
<b>Total</b>	<b>376,645,927</b>	<b>400,072</b>	<b>377,045,999</b>	<b>816</b>	<b>0</b>	<b>377,046,815</b>
<b>Agenda item 10.b Bjørn, Benedikte Bettina (member)</b>						
Ordinær	376,954,594	91,405	377,045,999	816	0	377,046,815
votes cast in %	99.98 %	0.02 %		0.00 %		
representation of sc in %	99.98 %	0.02 %	100.00 %	0.00 %	0.00 %	
total sc in %	75.39 %	0.02 %	75.41 %	0.00 %	0.00 %	
<b>Total</b>	<b>376,954,594</b>	<b>91,405</b>	<b>377,045,999</b>	<b>816</b>	<b>0</b>	<b>377,046,815</b>
<b>Agenda item 10.c Daugaard, Knud Peder (member)</b>						
Ordinær	376,960,060	85,939	377,045,999	816	0	377,046,815
votes cast in %	99.98 %	0.02 %		0.00 %		
representation of sc in %	99.98 %	0.02 %	100.00 %	0.00 %	0.00 %	
total sc in %	75.39 %	0.02 %	75.41 %	0.00 %	0.00 %	
<b>Total</b>	<b>376,960,060</b>	<b>85,939</b>	<b>377,045,999</b>	<b>816</b>	<b>0</b>	<b>377,046,815</b>
<b>Agenda item 10.d Dille, Randi (member)</b>						
Ordinær	376,650,933	93,518	376,744,451	302,364	0	377,046,815
votes cast in %	99.98 %	0.03 %		0.00 %		
representation of sc in %	99.90 %	0.03 %	99.92 %	0.08 %	0.00 %	
total sc in %	75.33 %	0.02 %	75.35 %	0.06 %	0.00 %	
<b>Total</b>	<b>376,650,933</b>	<b>93,518</b>	<b>376,744,451</b>	<b>302,364</b>	<b>0</b>	<b>377,046,815</b>
<b>Agenda item 10.e Frogner, Marit (member)</b>						
Ordinær	376,961,138	84,861	377,045,999	816	0	377,046,815
votes cast in %	99.98 %	0.02 %		0.00 %		
representation of sc in %	99.98 %	0.02 %	100.00 %	0.00 %	0.00 %	
total sc in %	75.39 %	0.02 %	75.41 %	0.00 %	0.00 %	
<b>Total</b>	<b>376,961,138</b>	<b>84,861</b>	<b>377,045,999</b>	<b>816</b>	<b>0</b>	<b>377,046,815</b>
<b>Agenda item 10.f Hansen, Hanne Solheim (member)</b>						
Ordinær	376,958,086	87,913	377,045,999	816	0	377,046,815
votes cast in %	99.98 %	0.02 %		0.00 %		
representation of sc in %	99.98 %	0.02 %	100.00 %	0.00 %	0.00 %	
total sc in %	75.39 %	0.02 %	75.41 %	0.00 %	0.00 %	
<b>Total</b>	<b>376,958,086</b>	<b>87,913</b>	<b>377,045,999</b>	<b>816</b>	<b>0</b>	<b>377,046,815</b>
<b>Agenda item 10.g Holtet, Geir (member)</b>						
Ordinær	376,954,179	91,820	377,045,999	816	0	377,046,815
votes cast in %	99.98 %	0.02 %		0.00 %		
representation of sc in %	99.98 %	0.02 %	100.00 %	0.00 %	0.00 %	
total sc in %	75.39 %	0.02 %	75.41 %	0.00 %	0.00 %	
<b>Total</b>	<b>376,954,179</b>	<b>91,820</b>	<b>377,045,999</b>	<b>816</b>	<b>0</b>	<b>377,046,815</b>
<b>Agenda item 10.h Iversen, Bjørn (member)</b>						
Ordinær	376,957,027	88,972	377,045,999	816	0	377,046,815
votes cast in %	99.98 %	0.02 %		0.00 %		
representation of sc in %	99.98 %	0.02 %	100.00 %	0.00 %	0.00 %	
total sc in %	75.39 %	0.02 %	75.41 %	0.00 %	0.00 %	
<b>Total</b>	<b>376,957,027</b>	<b>88,972</b>	<b>377,045,999</b>	<b>816</b>	<b>0</b>	<b>377,046,815</b>
<b>Agenda item 10.i Olimb, Pål (member)</b>						
Ordinær	376,960,079	85,920	377,045,999	816	0	377,046,815
votes cast in %	99.98 %	0.02 %		0.00 %		
representation of sc in %	99.98 %	0.02 %	100.00 %	0.00 %	0.00 %	
total sc in %	75.39 %	0.02 %	75.41 %	0.00 %	0.00 %	
<b>Total</b>	<b>376,960,079</b>	<b>85,920</b>	<b>377,045,999</b>	<b>816</b>	<b>0</b>	<b>377,046,815</b>
<b>Agenda item 10.j Ottestad, John Ove (member)</b>						
Ordinær	376,653,867	90,584	376,744,451	302,364	0	377,046,815
votes cast in %	99.98 %	0.02 %		0.00 %		
representation of sc in %	99.90 %	0.02 %	99.92 %	0.08 %	0.00 %	
total sc in %	75.33 %	0.02 %	75.35 %	0.06 %	0.00 %	
<b>Total</b>	<b>376,653,867</b>	<b>90,584</b>	<b>376,744,451</b>	<b>302,364</b>	<b>0</b>	<b>377,046,815</b>
<b>Agenda item 10.k Petersen, Stephen Adler (member)</b>						
Ordinær	376,953,910	92,089	377,045,999	816	0	377,046,815
votes cast in %	99.98 %	0.02 %		0.00 %		
representation of sc in %	99.98 %	0.02 %	100.00 %	0.00 %	0.00 %	

Shares class	FOR	Against	Poll in	Abstain	Poll not registered	Represented shares with voting rights
total sc in %	75.39 %	0.02 %	75.41 %	0.00 %	0.00 %	
<b>Total</b>	<b>376,953,910</b>	<b>92,089</b>	<b>377,045,999</b>	<b>816</b>	<b>0</b>	<b>377,046,815</b>
<b>Agenda item 10.l Stakkeland, Lilly Tønnevoed (member)</b>						
Ordinær	376,654,272	90,179	376,744,451	302,364	0	377,046,815
votes cast in %	99.98 %	0.02 %		0.00 %		
representation of sc in %	99.90 %	0.02 %	99.92 %	0.08 %	0.00 %	
total sc in %	75.33 %	0.02 %	75.35 %	0.06 %	0.00 %	
<b>Total</b>	<b>376,654,272</b>	<b>90,179</b>	<b>376,744,451</b>	<b>302,364</b>	<b>0</b>	<b>377,046,815</b>
<b>Agenda item 10.m Stray, Christina (member)</b>						
Ordinær	376,957,578	88,421	377,045,999	816	0	377,046,815
votes cast in %	99.98 %	0.02 %		0.00 %		
representation of sc in %	99.98 %	0.02 %	100.00 %	0.00 %	0.00 %	
total sc in %	75.39 %	0.02 %	75.41 %	0.00 %	0.00 %	
<b>Total</b>	<b>376,957,578</b>	<b>88,421</b>	<b>377,045,999</b>	<b>816</b>	<b>0</b>	<b>377,046,815</b>
<b>Agenda item 10.n Søfteland, Even (member)</b>						
Ordinær	376,960,982	85,017	377,045,999	816	0	377,046,815
votes cast in %	99.98 %	0.02 %		0.00 %		
representation of sc in %	99.98 %	0.02 %	100.00 %	0.00 %	0.00 %	
total sc in %	75.39 %	0.02 %	75.41 %	0.00 %	0.00 %	
<b>Total</b>	<b>376,960,982</b>	<b>85,017</b>	<b>377,045,999</b>	<b>816</b>	<b>0</b>	<b>377,046,815</b>
<b>Agenda item 10.o Wold, Terje (member)</b>						
Ordinær	376,953,910	92,089	377,045,999	816	0	377,046,815
votes cast in %	99.98 %	0.02 %		0.00 %		
representation of sc in %	99.98 %	0.02 %	100.00 %	0.00 %	0.00 %	
total sc in %	75.39 %	0.02 %	75.41 %	0.00 %	0.00 %	
<b>Total</b>	<b>376,953,910</b>	<b>92,089</b>	<b>377,045,999</b>	<b>816</b>	<b>0</b>	<b>377,046,815</b>
<b>Agenda item 10.p Kvinlaug, Ivar (First deputy member)</b>						
Ordinær	376,957,729	88,270	377,045,999	816	0	377,046,815
votes cast in %	99.98 %	0.02 %		0.00 %		
representation of sc in %	99.98 %	0.02 %	100.00 %	0.00 %	0.00 %	
total sc in %	75.39 %	0.02 %	75.41 %	0.00 %	0.00 %	
<b>Total</b>	<b>376,957,729</b>	<b>88,270</b>	<b>377,045,999</b>	<b>816</b>	<b>0</b>	<b>377,046,815</b>
<b>Agenda item 10.q Myhra, Nils-Ragnar (Second deputy member)</b>						
Ordinær	376,953,910	92,089	377,045,999	816	0	377,046,815
votes cast in %	99.98 %	0.02 %		0.00 %		
representation of sc in %	99.98 %	0.02 %	100.00 %	0.00 %	0.00 %	
total sc in %	75.39 %	0.02 %	75.41 %	0.00 %	0.00 %	
<b>Total</b>	<b>376,953,910</b>	<b>92,089</b>	<b>377,045,999</b>	<b>816</b>	<b>0</b>	<b>377,046,815</b>
<b>Agenda item 10.r Kleiven, Bjørnar (Third deputy member)</b>						
Ordinær	376,957,163	88,836	377,045,999	816	0	377,046,815
votes cast in %	99.98 %	0.02 %		0.00 %		
representation of sc in %	99.98 %	0.02 %	100.00 %	0.00 %	0.00 %	
total sc in %	75.39 %	0.02 %	75.41 %	0.00 %	0.00 %	
<b>Total</b>	<b>376,957,163</b>	<b>88,836</b>	<b>377,045,999</b>	<b>816</b>	<b>0</b>	<b>377,046,815</b>
<b>Agenda item 10.s Raadim, Berit (Fourth deputy member)</b>						
Ordinær	376,957,875	88,124	377,045,999	816	0	377,046,815
votes cast in %	99.98 %	0.02 %		0.00 %		
representation of sc in %	99.98 %	0.02 %	100.00 %	0.00 %	0.00 %	
total sc in %	75.39 %	0.02 %	75.41 %	0.00 %	0.00 %	
<b>Total</b>	<b>376,957,875</b>	<b>88,124</b>	<b>377,045,999</b>	<b>816</b>	<b>0</b>	<b>377,046,815</b>
<b>Agenda item 10.t The General Meeting's proposal for the Supervisory board's election of Chair: Iversen, Bjørn</b>						
Ordinær	376,626,211	420,148	377,046,359	456	0	377,046,815
votes cast in %	99.89 %	0.11 %		0.00 %		
representation of sc in %	99.89 %	0.11 %	100.00 %	0.00 %	0.00 %	
total sc in %	75.33 %	0.08 %	75.41 %	0.00 %	0.00 %	
<b>Total</b>	<b>376,626,211</b>	<b>420,148</b>	<b>377,046,359</b>	<b>456</b>	<b>0</b>	<b>377,046,815</b>
<b>Agenda item 10.u The General Meeting's proposal for the Supervisory board's election of deputy Stray, Christina</b>						
Ordinær	376,647,859	398,500	377,046,359	456	0	377,046,815
votes cast in %	99.89 %	0.11 %		0.00 %		
representation of sc in %	99.89 %	0.11 %	100.00 %	0.00 %	0.00 %	
total sc in %	75.33 %	0.08 %	75.41 %	0.00 %	0.00 %	
<b>Total</b>	<b>376,647,859</b>	<b>398,500</b>	<b>377,046,359</b>	<b>456</b>	<b>0</b>	<b>377,046,815</b>
<b>Agenda item 10.ab Proposal of members to the Control committee</b>						
Ordinær	376,859,953	182,496	377,042,449	4,366	0	377,046,815
votes cast in %	99.95 %	0.05 %		0.00 %		
representation of sc in %	99.95 %	0.05 %	100.00 %	0.00 %	0.00 %	

Shares class	FOR	Against	Poll in	Abstain	Poll not registered	Represented shares with voting rights
total sc in %	75.37 %	0.04 %	75.41 %	0.00 %	0.00 %	
<b>Total</b>	<b>376,859,953</b>	<b>182,496</b>	<b>377,042,449</b>	<b>4,366</b>	<b>0</b>	<b>377,046,815</b>
<b>Agenda item 10.ac Steen, Sven Iver (chair)</b>						
Ordinær	376,954,390	88,059	377,042,449	4,366	0	377,046,815
votes cast in %	99.98 %	0.02 %		0.00 %		
representation of sc in %	99.98 %	0.02 %	100.00 %	0.00 %	0.00 %	
total sc in %	75.39 %	0.02 %	75.41 %	0.00 %	0.00 %	
<b>Total</b>	<b>376,954,390</b>	<b>88,059</b>	<b>377,042,449</b>	<b>4,366</b>	<b>0</b>	<b>377,046,815</b>
<b>Agenda item 10.ad Lee, Liselotte Aune (member)</b>						
Ordinær	376,958,058	84,391	377,042,449	4,366	0	377,046,815
votes cast in %	99.98 %	0.02 %		0.00 %		
representation of sc in %	99.98 %	0.02 %	100.00 %	0.00 %	0.00 %	
total sc in %	75.39 %	0.02 %	75.41 %	0.00 %	0.00 %	
<b>Total</b>	<b>376,958,058</b>	<b>84,391</b>	<b>377,042,449</b>	<b>4,366</b>	<b>0</b>	<b>377,046,815</b>
<b>Agenda item 10.ae Strømme, Hallvard (member)</b>						
Ordinær	376,954,380	88,069	377,042,449	4,366	0	377,046,815
votes cast in %	99.98 %	0.02 %		0.00 %		
representation of sc in %	99.98 %	0.02 %	100.00 %	0.00 %	0.00 %	
total sc in %	75.39 %	0.02 %	75.41 %	0.00 %	0.00 %	
<b>Total</b>	<b>376,954,380</b>	<b>88,069</b>	<b>377,042,449</b>	<b>4,366</b>	<b>0</b>	<b>377,046,815</b>
<b>Agenda item 10.af Næsseth, Vigdis Myhre (deputy member)</b>						
Ordinær	376,958,048	84,401	377,042,449	4,366	0	377,046,815
votes cast in %	99.98 %	0.02 %		0.00 %		
representation of sc in %	99.98 %	0.02 %	100.00 %	0.00 %	0.00 %	
total sc in %	75.39 %	0.02 %	75.41 %	0.00 %	0.00 %	
<b>Total</b>	<b>376,958,048</b>	<b>84,401</b>	<b>377,042,449</b>	<b>4,366</b>	<b>0</b>	<b>377,046,815</b>
<b>Agenda item 10.ca Proposal of members to the Nomination committee:</b>						
Ordinær	376,624,993	417,456	377,042,449	4,366	0	377,046,815
votes cast in %	99.89 %	0.11 %		0.00 %		
representation of sc in %	99.89 %	0.11 %	100.00 %	0.00 %	0.00 %	
total sc in %	75.33 %	0.08 %	75.41 %	0.00 %	0.00 %	
<b>Total</b>	<b>376,624,993</b>	<b>417,456</b>	<b>377,042,449</b>	<b>4,366</b>	<b>0</b>	<b>377,046,815</b>
<b>Agenda item 10.cb Iversen, Bjørn (chair)</b>						
Ordinær	376,625,418	417,031	377,042,449	4,366	0	377,046,815
votes cast in %	99.89 %	0.11 %		0.00 %		
representation of sc in %	99.89 %	0.11 %	100.00 %	0.00 %	0.00 %	
total sc in %	75.33 %	0.08 %	75.41 %	0.00 %	0.00 %	
<b>Total</b>	<b>376,625,418</b>	<b>417,031</b>	<b>377,042,449</b>	<b>4,366</b>	<b>0</b>	<b>377,046,815</b>
<b>Agenda item 10.cc Ibsen, Mai-Lill (member)</b>						
Ordinær	376,936,644	105,805	377,042,449	4,366	0	377,046,815
votes cast in %	99.97 %	0.03 %		0.00 %		
representation of sc in %	99.97 %	0.03 %	100.00 %	0.00 %	0.00 %	
total sc in %	75.39 %	0.02 %	75.41 %	0.00 %	0.00 %	
<b>Total</b>	<b>376,936,644</b>	<b>105,805</b>	<b>377,042,449</b>	<b>4,366</b>	<b>0</b>	<b>377,046,815</b>
<b>Agenda item 10.cd Kvinlaug, Ivar (member)</b>						
Ordinær	376,933,391	109,058	377,042,449	4,366	0	377,046,815
votes cast in %	99.97 %	0.03 %		0.00 %		
representation of sc in %	99.97 %	0.03 %	100.00 %	0.00 %	0.00 %	
total sc in %	75.39 %	0.02 %	75.41 %	0.00 %	0.00 %	
<b>Total</b>	<b>376,933,391</b>	<b>109,058</b>	<b>377,042,449</b>	<b>4,366</b>	<b>0</b>	<b>377,046,815</b>
<b>Agenda item 10.ce Ottestad, John Ove (member)</b>						
Ordinær	376,936,229	106,220	377,042,449	4,366	0	377,046,815
votes cast in %	99.97 %	0.03 %		0.00 %		
representation of sc in %	99.97 %	0.03 %	100.00 %	0.00 %	0.00 %	
total sc in %	75.39 %	0.02 %	75.41 %	0.00 %	0.00 %	
<b>Total</b>	<b>376,936,229</b>	<b>106,220</b>	<b>377,042,449</b>	<b>4,366</b>	<b>0</b>	<b>377,046,815</b>
<b>Agenda item 11 Remuneration</b>						
Ordinær	377,008,200	37,877	377,046,077	738	0	377,046,815
votes cast in %	99.99 %	0.01 %		0.00 %		
representation of sc in %	99.99 %	0.01 %	100.00 %	0.00 %	0.00 %	
total sc in %	75.40 %	0.01 %	75.41 %	0.00 %	0.00 %	
<b>Total</b>	<b>377,008,200</b>	<b>37,877</b>	<b>377,046,077</b>	<b>738</b>	<b>0</b>	<b>377,046,815</b>

Registrar for the company:  
DNB Bank ASA

Signature company:  
GJENSIDIGE FORSIKRING ASA

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**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