

To: The general meeting of Gjensidige Forsikring ASA  
 From: The Nomination Committee  
 Date: 8 March 2012

## **Fees for members of the Supervisory Board, the Control Committee and the Nomination Committee**

A year ago, the Nomination Committee carried out an extensive review of the fee structure and disbursement dates for fees. The stipulation of fees builds on the work done in that connection.

The Nomination Committee has found it expedient to propose a general increase of NOK 500 in meeting fees, while an increase in the fixed fees has been assessed on the basis of the size of the fees paid to officers of comparable companies.

Based on the above, the Nomination Committee proposes the following changes to fees with effect from 19 April 2012:

### The Supervisory Board:

<b>Office</b>	<b>Fixed fee</b>	<b>Additional fee per meeting</b>
Chair	80,000 -> 85,000	-
Deputy Chair/Member	10,000 -> 10,500	5,000 ->5,500
Deputy member	-	5,000 -> 5,500 per meeting he/she has attended

### The Control Committee:

<b>Office</b>	<b>Fixed fee</b>	<b>Additional fee</b>
Chair	160,000 -> unchanged (in total 320,000 for all CC offices in the Group)	7,000 -> 7,500*
Member	100,000 -> unchanged (in total 200,000 for all CC offices in the Group)	6,000 -> 6,500*
Deputy member – attending all meetings	90,000 -> unchanged (in total 180,000 for all CC offices in the Group)	6,000 -> 6,500*

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

### The Nomination Committee:

<b>Office</b>	<b>Fixed fee</b>	<b>Additional fee</b>
Chair	40,000 -> unchanged	7,000 -> 7,500*

Member	25,000 -> unchanged	6,000 -> 6,500.*
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\*Fee per meeting for meetings in excess of four meetings.

**Applies to all bodies**

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, are included in the annual fee.

Fees are paid quarterly in arrears, for the first time on 20 July 2012.

For periods of less than a year, a proportionate part of the annual fee is paid.

**Recommendation:**

That fees for the Supervisory Board, Control Committee and Nomination Committee shall be in accordance with the changes proposed by the Nomination Committee.

Bjørn Iversen  
Chair of the Nomination Committee.