

**Ref no:****PIN code:****Notice of ordinary General Meeting**

An ordinary General Meeting of Gjensidige Forsikring ASA will be held on 24 April 2014 at 17:00 CET at Felix Conference Centre, Bryggetorget 3, 0250 Oslo, Norway

If the above mentioned shareholder is an enterprise, it will be represented by:

\_\_\_\_\_  
Name of enterprise's representative  
(To grant a proxy, use the proxy form below)

**Notice of attendance/voting prior to the meeting**

The undersigned will attend the ordinary General Meeting on 24 April 2014 and vote for:

A total of \_\_\_\_\_  
own shares  
other shares in accordance with enclosed Power of Attorney  
shares

This notice of attendance must be received by DNB Bank ASA no later than 12:00 CET on 22 April 2014. **Notice of attendance may be sent electronically through the Company's website [www.gjensidige.no/ir](http://www.gjensidige.no/ir) or through VPS Investor Services. Advance votes may only be cast electronically, through the Company's website [www.gjensidige.no/ir](http://www.gjensidige.no/ir) or through VPS Investor Services.** To access the electronic system for notification of attendance and advance voting through the Company's website, the above-mentioned reference number and PIN code must be stated. It may also be sent by e-mail: [genf@dnb.no](mailto:genf@dnb.no). Regular mail to DNB Bank ASA, Registrar's Department, P.O.Box 1600 Sentrum, 0021 Oslo, Norway.

Place	Date	Shareholder's signature (If attending personally. To grant a proxy, use the form below)
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**Proxy (without voting instructions)****Ref no:****PIN code:**

This proxy form is to be used for a proxy without voting instructions. To grant a proxy with voting instructions, please go to page 2.

If you are unable to attend the ordinary General Meeting in person, this proxy may be used by a person authorised by you, or you may send the proxy without naming the proxy holder, in such case, the proxy will be deemed to be given to the Chair of the Board or a person authorised by him. The proxy must be dated and signed.

The proxy form should be received by DNB Bank ASA, Registrar's Department, no later than 12:00 CET on 22 April 2014. **The proxy may be sent electronically through the Company's website [www.gjensidige.no/ir](http://www.gjensidige.no/ir) or through VPS Investor Services.** Alternatively it may be sent by e-mail: [genf@dnb.no](mailto:genf@dnb.no) or by regular mail to DnB Bank ASA, Registrar's Department, P.O.Box 1600 Sentrum, 0021 Oslo, Norway.

The undersigned \_\_\_\_\_  
hereby grants (tick one of the two):

the Chair of the Board (or a person authorised by him), or

\_\_\_\_\_  
(Name of proxy holder in capital letters)

a proxy to attend and vote for my/our shares at the ordinary General Meeting of Gjensidige Forsikring ASA on 24 April 2014.

Place	Date	Shareholder's signature (Signature only when granting a proxy)
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With regard to rights of attendance and voting, reference is made to the Norwegian Public Limited Liability Companies Act, in particular Chapter 5. Note in particular that, if the beneficial owner of a shareholding is to be represented by proxy, a written, dated authorisation must be presented. If the shareholder is an enterprise, the company's certificate of registration must be attached to the proxy.

**Proxy (with voting instructions)**
**Ref no:**
**PIN code:**

This proxy form is to be used for a proxy with voting instructions. If you are unable to attend the ordinary General Meeting in person, you may use this proxy form to give voting instructions. You may grant a proxy with voting instructions to a person authorised by you, or you may send the proxy without naming the proxy holder, in which case the proxy will be deemed to be given to the Chair of the Board or a person authorised by him. The proxy form must be dated and signed.

The proxy form must be received by DNB Bank ASA, Registrar's Department, no later than 12:00 CET on 22 April 2014. It may be **sent by e-mail: [genf@dnb.no](mailto:genf@dnb.no)** (proxy form to be scanned) or by regular mail to DNB Bank ASA, Registrar's Department, P.O.Box 1600 Sentrum, 0021 Oslo, Norway.

The undersigned: \_\_\_\_\_  
hereby grants (tick one of the two):

the Chair of the Board (or a person authorised by him), or

\_\_\_\_\_  
Name of proxy holder (in capital letters)

a proxy to attend and vote for my/our shares at the ordinary General Meeting of Gjensidige Forsikring ASA on 24 April 2014.

The votes shall be exercised in accordance with the instructions below. Please note that if any items below are not voted on (not ticked off); this will be deemed to be an instruction to vote "for" the proposals in the notice. However, if any motions are made from the floor in addition to or in replacement of the proposals in the notice, the proxy holder may vote or abstain from voting at his discretion. In such case, the proxy holder will vote on the basis of his reasonable understanding of the motion. The same applies if there is any doubt as to how the instructions should be understood. Where no such reasonable interpretation is possible, the proxy holder may abstain from voting.

Agenda ordinary General Meeting 2014	For	Against	Abstention
1. Opening of the General Meeting by the Chair of the Supervisory board			
2. Presentation of the list of shareholders and proxies present			
3. Approval of the notice of the meeting and the agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Election of two representatives to sign the minutes along with the Chair of the meeting			
5. Approval of the Board's Report and Annual Accounts for 2013 including allocation of the profit for the year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. The Board's statement on the stipulation of pay and other remuneration to executive personnel			
a) The Board's statement on the stipulation of pay and other remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) The Board's guidelines for the stipulation of remuneration to the executive personnel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c) New guidelines for the allotment of shares, share subscription rights etc	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Authorisation for acquisition of own shares for the share savings scheme and remuneration scheme for executive personnel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Authorisation of the Board to determine distribution of dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Election			
Proposal of members of the Supervisory board:			
Bjørn, Benedikte Bettina (member)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Daugaard, Knud Peder (member)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Dille, Randi (member)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Frogner, Marit (member)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Hansen, Hanne Solheim (member)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Holtet, Geir (member)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Iversen, Bjørn (member)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Olimb, Pål (member)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ottestad, John Ove (member)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Petersen, Stephen Adler (member)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Stakkeland, Lilly Tønnevold (member)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Stray, Christina (member)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Søfteland, Even (member)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Wold, Terje (member)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Kvinlaug, Ivar (First deputy member)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Myhra, Nils-Ragnar (Second deputy member)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Rønneberg, Hanne (Third deputy member)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Kleiven, Bjørnar (Fourth deputy member)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The General Meeting's proposal for the Supervisory board's election of Chair:			
Iversen, Bjørn	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The General Meeting's proposal for the Supervisory board's election of deputy Chair:			
Stray, Christina	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Proposal of members to the Control committee:			
Steen, Sven Iver (chair)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Lee, Liselotte Aune (member)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Strømme, Hallvard (member)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Næsseth, Vigdis Myhre (deputy member)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Proposal of members to the Nomination committee:			
Iversen, Bjørn (chair)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Bjørn, Benedikte Bettina (member)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ibsen, Mai-Lill (member)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Kvinlaug, Ivar (member)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ottestad, John Ove (member)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Stipulation of remuneration of officers of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Place

Date

Shareholder's signature  
(Only for granting proxy with voting instructions)

With regard to rights of attendance and voting, reference is made to the Norwegian Public Limited Liability Companies Act, in particular Chapter 5. Note in particular that, if the beneficial owner of a shareholding is to be represented by proxy, a written, dated authorisation must be presented. If the shareholder is a company, the company's certificate of registration must be attached to the proxy.