

To: The general meeting of Gjensidige Forsikring ASA  
From: The Nomination Committee  
Date: 9 March 2015

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

The Nomination Committee proposes applying the same principles concerning fees as have formed the basis for previous decisions by the general meeting. An increase in the fixed fees has been assessed on the basis of the responsibility and scope of the different offices concerned, as well as the size of the fees paid to officers of comparable companies.

The Nomination Committee also proposes a general increase of NOK 300 in meeting fees.

Based on the above, the Nomination Committee proposes the following changes to fees with effect from 23 April 2015:

### **The Supervisory Board:**

<b>Office</b>	<b>Fixed fee</b>	<b>Additional fee per meeting</b>
Chair	92,000 -> 95,000	
Deputy Chair	23,000 -> 24,000	6,000 -> 6,300
Member	11,500 -> 12,000	6,000 -> 6,300
Deputy member	-	NOK 6,000 -> 6,300 per meeting attended

### **The Control Committee:**

<b>Office</b>	<b>Fixed fee</b>	<b>Additional fee per meeting</b>
Chair	170,000 -> 175,000**	8,000 -> 8,300 *
Member	106,000 ->110,000 **	7,000 -> 7,300*
Deputy member – attending all meetings	96,000 -> 99,000**	7,000 -> 7,300*

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

\*\*The Group has the same Control Committee for Gjensidige Forsikring ASA, Gjensidige Pensjon og Sparing and Gjensidige Bank. The total fixed fee in 2014 was NOK 338,900 for the Chair, NOK 211,800 for members and NOK 191,700 for deputy members attending all meetings.

### **The Nomination Committee:**

<b>Office</b>	<b>Fixed fee</b>	<b>Additional fee per meeting</b>
Chair	45,000 -> 46,500	8,000 -> 8,300*
Member	28,000 -> 29,000	7,000 -> 7,300*

\*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.

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.

**Recommendation:**

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

Bjørn Iversen  
Chair of the Nomination Committee