

Valgkomiteens innstilling til Generalforsamlingen i Insr Insurance Group ASA 20. mai 2020

Med utgangspunkt i valgkomiteens mandat og instruks legger komiteen frem følgende forslag for beslutning av Insr Insurance Group ASAs generalforsamling 20. mai 2020.

Etter selskapets ordinære generalforsamling 22. mai 2019 bestod styret av følgende aksjonærvalgte styremedlemmer:

Åge Korsvold	Styreleder
Ulf Spång	Styremedlem
Ragnhild Wiborg	Styremedlem
Stephanie Kleipass	Styremedlem
Kari Olrud Moen	Styremedlem
Øystein Engebretsen	Styremedlem

Åge Korsvold har vært styreleder siden 2011. Han har gitt beskjed at han ikke ønsker gjenvalg. Ulf Spång har også meldt fra at han ikke ønsker gjenvalg. Kari Olrud Moen trakk seg fra Insr Insurance Group ASAs styre i slutten av 2019, grunnet interessekonflikt knyttet til ny stilling.

Valgkomiteens forslag til nytt styre

Styreleder, styremedlem Øystein Engebretsen og Ulf Spång er på valg. Valgkomiteen har gjort en totalvurdering av hele styret med bakgrunn i intervjuer med administrasjonen, styret og de største eiergrupperingene. Med bakgrunn i disse samtalene og egne vurderinger fremmes følgende forslag:

Øystein Engebretsen	Styreleder – velges for 1 år
Ragnhild Wiborg	Styremedlem – ikke på valg
Stephanie Kleipaß	Styremedlem – ikke på valg
Immo Querner	Styremedlem – velges for 2 år
Niclas Ward	Styremedlem – velges for 2 år

Valgkomiteens begrunnelse for dette forslaget kan oppsummeres i følgende punkter:

- ✓ God representasjon i styret med hensyn til kompetanse og eierstyring
- ✓ Kontinuiteten sikres samtidig som en viss fornyelse oppnås
- ✓ Styrking av forsikringskompetanse, slik at kontinuitet i fremtidig generasjonsskifte blir ivaretatt
- ✓ Internasjonal kompetanse og nettverk
- ✓ Et styre på 5 medlemmer er hensiktsmessig for selskapet i tiden fremover.

Valgkomiteen

Valgkomiteen består i dag av Hans Iwarsson (leder), Nicklas Paulson og Karl Høie. Medlemmene i valgkomiteen er valgt frem til ordinær generalforsamling i 2020.

Hans Iwarsson og Nicklas Paulson ønsker ikke nyvalg. Valgkomiteen foreslår følgende medlemmer av valgkomiteen:

Andreas Hofmann	leder av valgkomiteen - velges for 2 år
Karl Høie	valgkomiteemedlem - velges for 2 år

Forslag til honorarer

I lys av den rådende markedssituasjonen foreslår ikke valgkomiteen honorarendringer. Komiteens forslag for virksomhetsåret 2019/2020 blir derfor følgende:

Styret	NOK 400.000 - styrets leder
	NOK 250.000 – øvrige medlemmer
	NOK 115.000 – ansatte representanter
Valgkomiteen	NOK 30.000 - leder
	NOK 20.000 – medlem

Oslo den 20. april 2020

Hans Iwarsson	Nicklas Paulson	Karl Høie
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Recommendation from the Nomination Committee to the Annual General Meeting (AGM) of Insr Insurance Group ASA May 20th, 2020

Based on the mandate for and instructions to the Nomination Committee, the Nomination Committee recommends the following to Insr Insurance Group ASA's Annual General Meeting May 20th, 2020.

After the AGM May 22nd, 2019, the Board was composed of:

Åge Korsvold	Chairman
Ulf Spång	Member
Ragnhild Wiborg	Member
Stephanie Kleipaß	Member
Kari Olrud Moen	Member
Øystein Engebretsen	Member

Åge Korsvold has been chairman since 2011. Both he and Ulf Spång do not want a re-election. Kari Olrud Moen withdrew from the Board of Insr Insurance Group ASA at the end of 2019, due to conflicts of interest in a new position.

Recommendation for Board election:

The positions of Chairman and members Øystein Engebretsen and Ulf Spång are up for election. The Nomination Committee, based on a total evaluation after interviewing the Administration, the Board and the largest investors, recommends the following:

Øystein Engebretsen	Chairman – elected for 1 year
Ragnhild Wiborg	Member – not up for election
Stephanie Kleipaß	Member – not up for election
Dr. Immo Querner	Member – elected for 2 years
Niklas Ward	Member – elected for 2 years

The Nomination Committee recommendation is based on:

- Ensuring competence and owner representation
- Both continuity and renewal
- Strengthened insurance competence
- Strengthened international experience and network
- A board of 5 members is a good size for the company going forward.

Nomination Committee

The current Nomination Committee consists of Hans Iwarsson (chairman), Nicklas Paulson and Karl Høie. The Nomination Committee has been elected until the AGM of 2020.

Hans Iwarsson and Nicklas Paulson do not stand for re-election. The Nomination Committee proposes the following Nomination Committee

Andreas Hofmann	Committee chairman elected for 2 years
Karl Høie	Member elected for 2 years

Recommended compensation

Given the current market situation, the recommendation is unchanged remuneration. The recommended remuneration from AGM 2019 to AGM 2020 is then:

Board	NOK 400 000 – chairman
	NOK 250 000 – other members
	NOK 115 000 – employee representative
Nomination Committee	NOK 30 000 – chairman
	NOK 20 000 – member

Oslo, April 20th, 2020

Hans Georg Iwarsson

Nicklas Paulson

Karl Høie

CVs for new members of Board of Directors

Dr Immo Querner, born in 1963.

Dr. Querner has served as a Member of the Management Board of Talanx AG and HDI V.a.G. (CFO) since the operating primary business of Gerling was acquired by Talanx AG in May 2006. Dr. Querner also chairs the ECOFIN committee of the German Insurance Association (GDV).

After more than four years with McKinsey & Company Inc., Dr. Querner joined the credit insurance division of Gerling Group in 1996, before moving to the Group holding company. There he was appointed as a Member of the Management Board (CFO) in 2002.

Dr. Querner is Diplom-Ingenieur from Berlin Technical University and holds a Master of Philosophy from the University of St Andrews in Scotland, and a doctoral thesis in economics.

Niclas Ward, born in 1971, is currently running his own business in NW Advisory AB, where he advises on insurance and leadership related questions. He is currently acting CEO for Söderberg & Partners Life & Pension in Denmark and Senior Advisor to the Boston Consulting Group.

Prior to starting his own business, Ward has more than 15 years of experience in the Scandinavian P&C industry where he, among other positions, has been CEO of Trygg-Hansa and Executive Vice President, Head of BA Industrial at If P&C Insurance. Before joining If, he gained experience both as a management consultant and as an internet entrepreneur.

Ward holds a M.Sc. (Civilekonom) from the Stockholm School of Economics.