

Valgkomiteens innstilling til ordinær generalforsamling i

Insr Insurance Group ASA den 22. mai 2019

Med utgangspunkt i valgkomiteens mandat og instruks legger komiteen frem følgende forslag for beslutning av Insr Insurance Group ASA sin ordinære generalforsamling den 22. mai 2018

Etter selskapets ordinære generalforsamling den 23. mai 2018 består styret av følgende aksjonærvalgte styremedlemmer:

Åge Korsvold	Styreleder
Ulf Spång	Styremedlem
Ragnhild Wiborg	Styremedlem
Mernosh Saatchi	Styremedlem
Øystein Engebretsen	Styremedlem

Valgkomiteens forslag til nytt styre

Styreleder og styremedlemmene Ragnhild Wiborg og Mernosh Saatchi er på valg. Valgkomiteen har gjort en totalvurdering av hele styret med bakgrunn i intervjuer med administrasjonen, styret og de største eiergrupperingene. Valgkomiteen har ikke mottatt forslag fra andre enn de komiteen selv kontaktet. Med bakgrunn i disse samtaler og egne vurderinger fremmes følgende forslag:

Åge Korsvold	Styreleder –	velges for 1 år
Ulf Spång	Styremedlem –	ikke på valg
Ragnhild Wiborg	Styremedlem –	velges for 2 år
Øystein Engebretsen	Styremedlem –	ikke på valg
Kari Olrud Moen	Styremedlem –	velges for 2 år
Stephanie Kleipaß	Styremedlem –	velges for 2 år

Dersom valgkomiteens innstilling godkjennes vil styret bestå av følgende aksjonærvalgte medlemmer: Åge Korsvold, Ulf Spång, Øystein Engebretsen, Ragnhild Wiborg, Kari Olrud Moen og Stephanie Kleipaß.

Valgkomiteens begrunnelse for forslaget

- God representasjon i styret med hensyn til kompetanse og eierstyring
- Dagens styre har vært stabilt gjennom omstillingsfasen selskapet har vært i. Fremover er det behov for både en fornyelse av styret og kontinuitet
- Styrker forsikringskompetansen
- Styrker internasjonal kompetanse og nettverk
- Ytterligere en person med erfaring fra regulerende myndigheter og rammeverk
- 6 styremedlemmer er innenfor rammene. Med lik kjønnsfordeling er det enkelt å eventuelt redusere til 5 medlemmer ved en fremtidig generalforsamling

Valgkomiteen

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

Forslag til honorarer

Styrehonorarer ble endret i 2018. Valgkomiteen foreslår at det derfor ikke foretas en endring i år. Komiteens forslag for virksomhetsåret 2019/2020 er

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

Oslo, 29. april 2019

Hans Iwarsson

Nicklas Paulson

Karl Høie

Recommendation from the Nomination Committee to the Ordinary General Meeting (OGM) in Insr Insurance Group ASA May 22nd, 2019

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 22nd, 2019.

After the OGM May 23rd, 2018, the Board is composed of:

Åge Korsvold	Chairman
Ulf Spång	Member
Ragnhild Wiborg	Member
Mernosh Saatchi	Member
Øystein Engebretsen	Member

Recommendation for Board election:

The Chairman as well as members Ragnhild Wiborg and Mernosh Saatchi 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:

Åge Korsvold	Chairman – elected for 1 year
Ulf Spång	Member – not up for election
Ragnhild Wiborg	Member – elected for 2 years
Øystein Engebretsen	Member – not up for election
Kari Olrud Moen	Member – elected for 2 years
Stephanie Kleipaß	Member – elected for 2 years

If the general meeting votes according to the recommendation, the Board will consist of Åge Korsvold, Ulf Spång, Øystein Engebretsen, Ragnhild Wiborg, Kari Olrud Moen and Stephanie Kleipaß.

Nomination Committee recommendation is based on

- Ensuring competence and owner representation
- Today's Board has been stable through the company's turnaround. Going forward, both renewal and continuity are required to support the strategy
- Strengthened insurance competence
- Strengthened international experience and network
- Adding experience with regulatory authorities and governing frameworks
- 6 Board members is permitted. The even gender balance facilitates a future reduction to 5 members, if wanted

Nomination Committee

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

Recommended compensation

Board remuneration was updated in 2018 and the recommendation is no change. The recommended remuneration from OGM 2019 to OGM 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 29th, 2019

Hans Georg Iwarsson

Nicklas Paulson

Karl Høie

CVs for new members of Board of Directors

Stephanie Kleipaß, born in 1983, currently works as Regional Manager at HDI Global SE, the commercial insurer of Talanx AG. In this position, she is mainly responsible for identifying key corporate business drivers and translating these into strategic measures, as well as managing several European branch offices in alignment with the local top management. Here, focus areas include business target setting, implementing and monitoring sales, and steering growth and profitability targets.

After starting her career in strategy consulting, where she gained vast experience throughout the European insurance sector, especially in the fields of M&A, cost optimization and business development, she joined the Talanx Group in 2009.

Kleipaß holds a double degree in economics (Diplom-Betriebswirt (FH) and B.A. European Business) from ESB Reutlingen (Germany) and Dublin City University (Ireland), as well as an INSEAD MBA with distinction.

Kari Olrud Moen, born 1969, works full time on boards. She is currently Chair of the Board of the Norwegian School of Economics, NHH, the fintech company Folio, the edtech company VR Education and the Norwegian Banks' Guarantee Fund. She is also member of the Board of Summa Equity.

Olrud Moen has 20+ years of experience from DNB (2006-2017, Group EVP, and Chair of DNB Life Insurance and DNB P&C Insurance from 2013-2016), Ministry of Finance (State Secretary 2001-2005) and McKinsey & Company (1999-2001).

Olrud Moen has an MBA from UC Berkeley, HAAS School of Business (1999) and MSc (Siviløkonom) from NHH (1994).