

To the shareholders of Gjensidige Forsikring ASA

## NOTICE OF GENERAL MEETING

26 March 2026 at 17:00

The meeting will be held as a hybrid meeting with the possibility of attending electronically or in person.

Login and registration from 16:00.

<https://dnb.lumiconnect.com/100-349-366-682>

Place for physical attendance: The company's head office, Schweigaardsgate 21 in Oslo

### AGENDA

- Item 1 Opening of the general meeting by the Chair of the Board Dag Mejdell**
- Item 2 Election of chair of the meeting**
- Item 3 Presentation of the list of attending shareholders and proxies**
- Item 4 Approval of the notice of the meeting and the agenda**
- Item 5 Election of two representatives to co-sign the minutes together with the chair of the meeting**
- Item 6 Approval of the annual report and accounts for 2025 – including allocation of the profit for the year**

The parent company's profit before other income and expenditure is NOK 6,280.4 million.

The Board proposes that a dividend of NOK 10.00 per share be distributed for the 2025 financial year on the basis of the profit for the year after tax. The Board also proposes a payment of NOK 4.50 per share from the company's excess capital. This constitutes a total dividend distribution of NOK 7,250.0 million, as shown in the allocation of profit. Dividend will be distributed to shareholders who own shares on

26 March 2026, the ex-dividend date is 27 March 2026, the record date will be 30 March 2026 and the dividend will be disbursed on 10 April 2026.

As a result of the proposed dividend exceeding 100 per cent of the profit of Gjensidige Forsikring ASA, the company has applied for and received approval of the proposed dividend from the Financial Supervisory Authority.

The annual report, including the Board of Directors' report, sustainability report and annual accounts with notes for 2025 have been prepared in accordance with legal requirements. The documents that together form the company's annual report and directors' report are available on the company's website: <https://www.gjensidige.com/investor-relations/reports-and-presentations>.

#### **Proposed resolution:**

*The General Meeting approves the submitted consolidated financial statements as the Gjensidige Forsikring Group's accounts for 2025.*

*The General Meeting approves the submitted accounts as Gjensidige Forsikring ASA's annual accounts for 2025.*

*It is proposed that the parent company's profit before other income and expenditure of NOK 6,280.4 million be allocated as follows:*

|  |         |
|--|---------|
| <i>NOK million:</i>                                    |         |
| <i>Proposed dividend:</i>                              | 7,250.0 |
| <i>Transferred to/(from) undistributable reserves:</i> | -21.8   |
| <i>Transferred to/(from) other retained earnings:</i>  | -947.9  |
| <i>Allocated:</i>                                      | 6,280.4 |

*Other income and expenditure as presented in the income statement are not included in the allocation of profit.*

*The General Meeting approves the submitted annual report for Gjensidige Forsikring, which meets the requirements of the directors' report.*

### **Item 7 The Board of Directors' statement on corporate governance**

The Board's statement on corporate governance is part of the annual report. The statement fulfils reporting requirements pursuant to Section 2-9 of the Accounting Act. The Board's statement on corporate governance shall not be subject to a vote.

**Proposed resolution:**

*The General Meeting takes note of the Board's report on corporate governance.*

**Item 8 Consideration of remuneration report for executive personnel for 2025**

Under Section 6-16 b of the Public Limited Liability Companies Act and associated regulations, the Board of Directors has drawn up a report that provides a complete overview of pay and remuneration disbursed and due to executive personnel. The report has been verified by the Company's auditor in accordance with the Public Limited Liability Companies Act Section 6-16 b fourth paragraph.

The object of the report is to ensure transparency in Gjensidige's pay policy and the actual remuneration of executive personnel in Gjensidige, to confirm compliance with the guidelines on remuneration of executive personnel and to help ensure that the remuneration system is in accordance with Gjensidige's results and goals.

The report is available on the Company's website:

<https://www.gjensidige.com/investor-relations/corporate-governance#general-meeting>.

Pursuant to Section 5-6(4) of the Public Limited Liability Companies Act, the General Meeting shall consider and hold an advisory vote on the report.

**Proposed resolution:**

*The General Meeting takes note of the remuneration report for executive personnel for 2025.*

**Item 9 Revised guidelines for stipulating pay and remuneration of individual members of the Board of Directors, the CEO and other executive personnel**

Guidelines for stipulating pay and remuneration of executive personnel have been prepared in accordance with Section 6-16a of the Public Limited Liability Companies Act, and are considered by the General Meeting at least every four years or when amendments are proposed.

The Board proposes amendments to section 4 of the guidelines to adjust the retirement age, and regulation of pension saving for the CEO. It also proposes simplifying the description of variable remuneration in section 4 and section 5.

Proposed new guidelines are available on the Company's website: <https://www.gjensidige.com/investor-relations/corporate-governance#general-meeting>

**Proposed resolution:**

*The General Meeting adopts the Board's revised guidelines for stipulating pay and remuneration of executive personnel, cf. the Public Limited Liability Companies Act Section 6-16a.*

**Item 10 Proposal from shareholders to amend Article 2-5 of the Articles of Association**

The shareholder Folketrygdfondet has submitted the following **proposed resolution**:

*'Article 2-5 (Board of Directors) of the Articles of Association be amended to read as follows:*

*The Board shall consist of 10 members.*

*Shareholder-elected Board members shall be elected by the General Meeting, based on the recommendations of the Company's Nomination Committee.*

*Three members in order of priority shall be elected by and from among the employees of the Company. The members shall be elected for two years at a time. At least one member is up for election each year. Both genders shall be represented.*

*Other board members and the Chair of the Board shall be elected for one year at a time.'*

The shareholders' grounds for the proposal are available on the Company's website: <https://www.gjensidige.com/investor-relations/corporate-governance#general-meeting>.

**Item 11 Authorisations of the Board**

**a) to decide the distribution of dividend**

Dividend relating to the operating profit for the financial year shall be decided by the General Meeting in connection with the approval of the annual accounts. The General Meeting may nonetheless authorise the Board to distribute dividend between annual general meetings. The Board's use of such authorisation requires that the Company has dividend capacity pursuant to the last approved annual accounts. The Company may not distribute dividends based on interim balances. Authorising the Board in this way provides the Company flexibility and the opportunity to distribute additional dividends without having to call an extraordinary general meeting.

Within the limits that follow from the authorisation and the Public Limited Liability Companies Act, the Board will decide whether to make use of the authorisation, whether to use it once or several times, the size of the individual dividend payment etc.

**Proposed resolution:**

*The Board is hereby authorised to make decisions about the distribution of dividend on the basis of the Company's annual accounts for 2025, cf. the Public Limited Liability Companies Act Section 8-2(2), in line with the adopted capital strategy and dividend policy.*

*The authorisation is valid until the annual general meeting in 2027, no longer, however, than until 30 June 2027.*

**b) to purchase own shares in the market for the purpose of implementing the Group's share savings programme and remuneration scheme for employees**

The Company may only acquire own shares if the General Meeting, by the same majority as is required for amendments to the Articles of Association, has authorised the Board to carry out such acquisitions.

The purpose of the authorisation is to promote a good business culture and loyalty through employees becoming part-owners in the Company. All employees are invited to take part in a share savings programme, whereby those who choose to participate will save up for discounted shares through monthly deductions from salary.

In accordance with the Financial Institutions Regulations, an undertaking has been given that half of the variable remuneration in 2026 for persons defined in the Regulations will be paid in the form of Gjensidige shares, one-third of which will be allocated in each of the next three years. The shares will be purchased in the market before each year's allocation following publication of the accounts for the fourth quarter.

As a consequence of this, the Board requests the General Meeting's authorisation to buy back up to 1,000,000 own shares, corresponding to 0.2% of the Company's share capital.

**Proposed resolution:**

*The Board is hereby authorised to acquire Gjensidige shares in the market on behalf of the Company, cf. the Public Limited Liability Companies Act Section 9-4. The authorisation can be used to purchase own shares with a total nominal value of up to NOK 2,000,000, corresponding to 1,000,000 shares with a nominal value of NOK 2.*

*The minimum and maximum amounts that can be paid per share are NOK 20 and NOK 600, respectively. Within these limits, the Board decides at what price and at what times such acquisition shall take place.*

*The acquisition of shares in accordance with the authorisation can only be used for sale and transfer to employees of the Gjensidige Group as part of the Group's share savings programme or to executive personnel in accordance with the remuneration regulations.*

*The Board is free to acquire and sell shares in the manner that the Board finds expedient, such, however, that general principles concerning equal treatment of shareholders are adhered to.*

*The authorisation is valid until 30 June 2027.*

**c) to purchase own shares in the market for investment purposes or for the purpose of optimising the Company's capital structure**

The Company may only acquire own shares if the General Meeting, by the same majority as is required for amendments to the Articles of Association, has authorised the Board to carry out such acquisitions. Such authorisation enables the Board to utilize the mechanisms provided for by the Public Limited Liability Companies Act, and can be a means of ensuring an optimal capital structure.

Shares acquired in accordance with the authorisation may, among other things, be used as consideration shares in connection with the acquisition of businesses, mergers and demergers, or for subsequent sale or cancellation.

As a consequence of this, the Board requests the General Meeting's authorisation to buy back up to 50,000,000 own shares, corresponding to 10% of the Company's share capital.

It is a precondition for the purchase of own shares that the Gjensidige Foundation's percentage ownership interest in the Company is not changed as a result of the repurchase.

**Proposed resolution:**

*The Board is hereby authorised to acquire Gjensidige shares in the market on behalf of the Company, cf. the Public Limited Liability Companies Act Section 9.4. The authorisation can be used to purchase own shares with a total nominal value of up to NOK 100,000,000, corresponding to 50,000,000 shares with a nominal value of NOK 2.*

*The minimum and maximum amounts that can be paid per share are NOK 20 and NOK 600, respectively. Within these limits, the Board decides at what price and at what times such acquisition shall take place.*

*Shares acquired in accordance with the authorisation may, among other things, be used as consideration shares in connection with the acquisition of businesses, mergers and demergers, or for subsequent sale or cancellation.*

*The Board is free to acquire and sell shares in the manner that the Board finds expedient, such, however, that general principles concerning equal treatment of shareholders are adhered to.*

*The authorisation is valid until 30 June 2027.*

**d) to increase the share capital**

The General Meeting may, by the same majority as is required for amendments to the Articles of Association, authorise the Board to increase the share capital through subscription for new shares.

Such authorisation enables the Board to exploit the mechanisms provided for by the Public Limited Liability Companies Act. The purpose can, among other things, be to increase the Company's financial flexibility in connection with the acquisition of businesses, and to ensure an optimal capital structure.

As a consequence of this, the Board requests the General Meeting's authorisation to increase the Company's share capital by a total nominal amount of up to NOK 100,000,000, corresponding to 10% of the Company's share capital.

It is a precondition for the share capital increase that Gjensidigestiftelsen's ownership interest in the Company does not fall below the lowest ownership interest stipulated in the Articles of Association.

**Proposed resolution:**

*The Board is authorised to increase the Company's share capital by a total nominal amount of up to NOK 100,000,000, corresponding to 50,000,000 shares with a nominal value of NOK 2, cf. the Public Limited Liability Companies Act*

*Section 10-14. The subscription price and other terms and conditions for subscription are stipulated by the Board. A capital increase within these limits can take place through one or more capital increases, as decided by the Board.*

*The Board may decide that the shareholders' pre-emption right to the new shares can be waived.*

*The Board may decide that the share capital contribution can be made in the form of assets other than cash.*

*The Board is hereby authorised to implement the amendments of the Articles of Association that the share capital increase necessitates.*

*The authorisation does not apply to decisions on mergers pursuant to Section 13-5 of the Public Limited Liability Companies Act.*

*New shares are entitled to dividend from the time they are registered in the Register of Business Enterprises.*

*The authorisation is valid until the annual general meeting in 2027, no longer, however, than until 30 June 2027.*

**e) to raise subordinated loans and other external financing**

According to the Company's Articles of Association, the General Meeting may, by the same majority as is required for amendments to the Articles of Association, authorise the Board to make decisions to raise subordinated loan capital and other external financing, and specify more detailed terms in that connection.

The issuing and any buy-back of own securities that form part of the Company's solvency capital are regulated by the Financial Supervisory Authority. Market conditions may mean that the price of the Company's own funds does not adequately reflect the Company's financial situation. In order to be prepared to act quickly within the limits set by the Financial Supervisory Authority, the Board deems it expedient that the authorisation shall also apply to trading in the bonds issued at all times under the Company's subordinated bond issue. The limits set by the authorisation take account of the possibility of refinancing existing loans.

As a consequence of this, the Board requests such authorisation, limited upwards to NOK 3.5 billion.

**Proposed resolution:**

The Board is hereby authorised to raise subordinated loans and other external financing limited upwards to NOK 3.5 billion, and to trade in the bonds issued at all times under the Company's subordinated bond issue and on the conditions stipulated by the Board.

The authorisation is valid until the annual general meeting in 2027, no longer, however, than until 30 June 2027.

**Item 12 Elections**

**a) Board of Directors – members and Chair**

The Nomination Committee proposes the following persons as shareholder-elected members of the Board:

|                         |        |             |
|-------------------------|--------|-------------|
| Dag Mejdell             | Chair  | Re-election |
| Nils-Jakob Røsholt      | Member | New         |
| Gunnar Robert Sellæg    | Member | Re-election |
| Gyrid Skalleberg Ingerø | Member | Re-election |
| Mari Thjømmøe           | Member | Re-election |
| Simona Trombetta        | Member | Re-election |
| Tor Magne Lønnum        | Member | Re-election |

**b) Nomination Committee – members and Chair**

The Nomination Committee proposes the following persons as members of the Nomination Committee:

|                          |        |             |
|--------------------------|--------|-------------|
| Anne Skuterud            | Chair  | New         |
| Alfred Øverland          | Member | New         |
| Henrik Bachke Madsen     | Member | Re-election |
| Inger Grøgaard Stensaker | Member | Re-election |
| Pernille Moen Masdal     | Member | Re-election |

**c) External auditor**

The Nomination Committee recommends, in consultation with the Audit Committee, that Deloitte AS, with responsible partner and State Authorised Public Accountant Eivind Skaug, be re-elected as the Company's external auditor.

Deloitte AS was appointed as auditor for the first time in 2017.

**Proposed resolution:**

a) The proposed Board is elected by the General Meeting.

b) The proposed Nomination Committee is elected by the General Meeting.

c) The proposed external auditor was elected by the General Meeting.

For more information about the candidates and the Nomination Committee's grounds, reference is made to the Nomination Committee's complete recommendation, which is available at <https://www.gjensidige.com/investor-relations/corporate-governance>

**Item 13 Remuneration**

The Nomination Committee proposes the following remuneration and fees in NOK (last year's amounts in parenthesis):

**a) Board of Directors:**

| Office             | Fixed fee         | Additional fee    |
|--------------------|-------------------|-------------------|
| Chair of the Board | 990,000 (950,000) | 12,400 * (11,900) |
| Board member       | 470,000 (450,000) | 10,800 * (10,400) |

\* Per meeting in excess of 11 meetings

**b) Audit Committee:**

| Office | Fixed fee         | Additional fee |
|--------|-------------------|----------------|
| Chair  | 235,000 (225,000) | -              |
| Member | 155,000 (149,000) | -              |

**c) Risk Committee:**

| Office | Fixed fee         | Additional fee |
|--------|-------------------|----------------|
| Chair  | 191,000 (159,000) | -              |
| Member | 126,000 (105,000) | -              |

**d) Organisation and Remuneration Committee:**

| Office | Fixed fee       | Additional fee  |
|--------|-----------------|-----------------|
| Chair  | 77,000 (51,500) | 12,400 (11,900) |
| Member | 60,000 (40,000) | 10,800 (10,400) |

\* Per meeting in excess of 5 meetings

**e) Nomination Committee:**

| Office | Fixed fee       | Additional fee  |
|--------|-----------------|-----------------|
| Chair  | 85,000 (81,000) | 12,400 (11,900) |
| Member | 55,500 (53,000) | 10,800 (10,400) |

\* Per meeting in excess of 5 meetings

**f) External auditor:**

The Nomination Committee recommends that the Company's auditor receive a fee of NOK 12,100,000 (incl. VAT) for the statutory audit and sustainability assurance services of Gjensidige Forsikring ASA in 2025 (on submission of invoice).

Reference is made to the Nomination Committee's complete recommendation, which is available at <https://www.gjensidige.no/group/investor-relations/corporate-governance>

**Proposed resolution:**

*The Nomination Committee's recommendations for remuneration and fees are adopted by the General Meeting.*

## General information

The annual general meeting is opened by the Chair of the Board or a person appointed by the Board. The General Meeting elects the chair of the meeting. Notice of the annual general meeting with forms for authorisation and advance voting will be distributed to all shareholders registered in the Norwegian Central Securities Depository as of 4 March 2026.

Gjensidige Forsikring ASA will conduct the general meeting at 17:00 on 26 March 2026 as a hybrid meeting, where shareholders will be given an opportunity to attend the meeting in person at the Company's main office in Schweigaardsgate 21 in Oslo, or remotely via their PC, phone or tablet computer. Those who attend in person must bring a smartphone to be able to cast their vote.

Please also note that shareholders, rather than attending the meeting in person or remotely, may exercise their shareholder rights by way of proxy or advance voting before the meeting.

The technical solution is administered by DNB Bank Verdipapirservice, using licensed software from Lumi Ltd. User instructions for attending hybrid meetings are enclosed with the notice of the meeting.

Remote attendance means that the shareholders will access a direct webcast of the meeting, and that they will be given an opportunity to ask questions about and vote on each of the items on the agenda. Shareholders will verify their identity by using the unique reference number and PIN code assigned to each shareholder and proxy by Euronext Securities Oslo (ESO) for the annual general meeting.

Shareholders who wish to attend the electronic meeting do not need to notify their attendance, but the shareholder or proxy must be logged in before the meeting starts in order to attend (*however, see information below regarding the notification requirement for owners of custodian-registered shares*). Shareholders who are unable to locate their reference number and PIN code or who have other technical questions can contact DNB Bank Verdipapirservice on tel. (+47) 23 26 80 20 (8.00–15.30), or send an email to [genf@dnb.no](mailto:genf@dnb.no). On the day of the meeting, assistance is available until the meeting starts.

Shareholders who wish to cast an advance vote **must notify the Company's registrar** at DNB Bank ASA, Verdipapirservice, P.O. Box 1600 Sentrum, NO-0021 Oslo or by email [genf@dnb.no](mailto:genf@dnb.no) by **16:00 on 24 March 2026**. Please use the enclosed proxy and advance voting forms, which contain further guidance. The forms can also be completed electronically on the Company's website <https://www.gjensidige.no/group/investor-relations> or via VPS Investorservice.

The date of the change of ownership of voting shares is 19 March 2026.

According to the Public Limited Liability Companies Act Section 1-8, as well as regulations on intermediaries covered by the Central Securities Act Section 4-5 and related implementing regulations, notice is sent to custodians who pass on to shareholders for whom they hold shares. Shareholders must communicate with their custodian, who is responsible for conveying votes, proxies or notification of attendance. **Custodians must according to Section 5-3 of the Public Limited Liability Companies Act register this with the company no later than 2 working days before the general meeting.**

Companies that have custodian-registered shares must, at least once a year, provide an overview of who owns custodian-registered shares in the company and how many shares each individual owns. In accordance with Norwegian regulations, anyone may request an updated overview of owners of custodian-registered shares. More information about this can be found on the Company's website: <https://www.gjensidige.com/investor-relations/share-owners>.

Gjensidige Forsikring ASA is a listed Norwegian public limited company subject to Norwegian legislation, including the Public Limited Liability Companies Act, the Financial Institutions Act and the Securities Trading Act. As of the date of this notice, the Company has issued 500,000,000 shares. The shares carry equal rights. As of 2 March 2026, the Company holds 35,871 own shares that do not carry voting rights. The number of voting shares is thus 499,964,129.

The shares will be traded on Euronext Oslo Børs ex-dividend from 27 March 2026 onward.

In accordance with the Public Limited Liability Companies Act, a list of attendees at the annual general meeting will be published on the Company's website within 15 days of the date of the meeting. The list will show which shareholders attend, either in person or by proxy, and how many shares and votes they represent.

The notice of the annual general meeting and pertaining case documents are posted on the Company's website at [www.gjensidige.no/group/investor-relations/corporate-governance](http://www.gjensidige.no/group/investor-relations/corporate-governance). Shareholders can request a paper copy of the documents by sending an email to [ir@gjensidige.no](mailto:ir@gjensidige.no) or by calling (+47) 915 03100 (ask for the Investor Relations Contact).

Shareholders who receive the paper version of this notice are encouraged to make a 'green choice' by accepting electronic communication in future in Euronext Securities Oslo (ESO) Investor Portal.

Oslo, 4 March 2026

On behalf of the Board of Gjensidige Forsikring ASA



Dag Mejdell  
Chair of the Board

List of enclosures, where appendices 2-9 are available at [www.gjensidige.no/group/investor-relations/corporate-governance](http://www.gjensidige.no/group/investor-relations/corporate-governance):

- Appendix 1: Form for proxy and advance voting at the annual general meeting (distributed to the shareholders)
- Appendix 2: Annual report, including annual accounts and directors' report for 2025
- Appendix 3: The Board of Directors' statement on corporate governance
- Appendix 4: Remuneration report for executive personnel for 2025
- Appendix 5: Revised guidelines for stipulating pay and remuneration of individual members of the Board of Directors, the CEO and other executive personnel
- Appendix 6: Proposal by shareholders
- Appendix 7: Articles of Association
- Appendix 8: The Nomination Committee's complete recommendations
- Appendix 9: User instructions for attending electronic general meeting