

# Notice of the Annual General Meeting of Tryg A/S



The Annual General Meeting of Tryg A/S will be held on

**Friday 15 March 2019 at 15.00 CET at the company address,  
Klausdalsbrovej 601, 2750 Ballerup.**

The doors will be open from 14:00 CET. Refreshments will be served after the Annual General Meeting.

A bus will drive from Malmparken Station to Tryg, free of charge. The bus will leave the parking lot at Malmparken Station at 14.15 CET and 14.40 CET and return 30 minutes after the end of the Annual General Meeting.

## The agenda:

- 1) Report by the Supervisory Board on business activities in 2018
- 2) Approval of audited Annual Report for 2018
- 3) Resolution on appropriation of profits according to the adopted Annual Report
- 4) Resolution to grant discharge to the Supervisory Board and Executive Management
- 5) Approval of the remuneration of the Supervisory Board for 2019
- 6) Proposals from the Supervisory Board:
  - a) Proposal for renewal and extension of the existing authorisation to increase the share capital, cf. Articles 8 and 9 of the Articles of Association
  - b) Proposal for renewal and extension of the existing authorisation for buying own shares
  - c) Proposal for adjustment of Remuneration Policy with guidelines for incentive pay
- 7) Election of members to the Supervisory Board
- 8) Appointment of auditor
- 9) Authorisation to the chair
- 10) Miscellaneous

### *Re. item 3 of the agenda:*

**Resolution on appropriation of profits according to the adopted Annual Report**

The Supervisory Board proposes that the profit for the year DKKm 1,731 is transferred to retained earnings after adjustment for net revaluation according to the equity method.

The total dividend in 2018, which was paid immediately after the quarterly results, amounted to DKKm 1,996, corresponding to DKK 6.60 per share.

### *Re. item 5 of the agenda:*

**Approval of the Supervisory Board's remuneration for 2019**

The Supervisory Board proposes that the remuneration to the members of the Supervisory Board, effective as per 1 April 2019, is set at DKK 390,000 annually (basic fee). The Chairman receives a triple basic fee and the Deputy Chairman receives a double basic fee.

Furthermore, it is proposed that effective as per 1 April 2019 the fee to the members of the following committees are set at:

- The Audit Committee: DKK 160,000
- The Risk Committee: DKK 160,000
- The Remuneration Committee: DKK 110,000

Also it is proposed that the members of the Nomination Committee will receive a remuneration equivalent to that of the other permanent committees and that the remuneration is set at DKK 100,000 as per 1 April 2019, and it is proposed to set a remuneration for the members of the IT-Data Committee, which will now be a permanent committee, at the amount of DKK 140,000 as per 1 April 2019.

The chairman of the committees, respectively, shall receive a basic fee of 1 ½ times the remuneration set for the remaining members of the committee in question.

Also, it is proposed that the members of the IT-Data Committee shall receive a one-off remuneration of DKK 140,000 (until 1 April 2019) for the work during the period 2018/2019.

### *Re. item 6 of the agenda:*

**Proposals by the Supervisory Board**

**a) The Supervisory Board's proposal for renewal and extension of the existing the authorisation to increase the share capital, cf. Articles 8 and 9 of the Articles of Association**

The Supervisory Board proposes for the Annual General Meeting to extend the existing authorisation of Article 8, sub-article 1 and Article 8, sub-article 2 as well as Article 9 until 15 March 2024.

- (i) In consequence hereof, the Supervisory Board proposes the following wording of Article 8 of the Articles of Association:

*"The Supervisory Board is authorised to increase the company share capital by one or more issues with pre-emption rights to the company's existing shareholders at a total nominal value of DKK 151,000,000, cf. however sub-article 3. The authorisation shall be valid until 15 March 2024.*

The Supervisory Board is authorised to increase the company share capital by one or more issues without pre-emption rights to the company's existing shareholders at a nominal value of DKK 151,000,000, cf. however sub-article 3. The increase can be carried out without pre-emption rights to the company's existing shareholders, provided the increase is made at market price or as a remuneration for the company's purchase of an existing business or certain capital assets corresponding to the value of the shares issued. The authorisation shall be valid during the period until 15 March 2024.

Pursuant to sub-articles 1 and 2 the authorisations to the Supervisory Board may not be used to issue new shares exceeding an aggregate nominal value of DKK 151,000,000. An increase of the company share capital may be executed by a cash payment, or otherwise."

(ii) The Supervisory Board proposes the following wording of Article 9 of the Articles of Association:

"Until 15 March 2024, the Supervisory Board is authorised to one or more times increase the share capital by up to a total of DKK 15,100,000. The new shares are offered to the employees of the company and as decided by the Supervisory Board also to all or individual subsidiaries with no pre-emption rights to the other shareholders. The new shares are issued at an issue price fixed by the Supervisory Board, which may be lower than the market price."

#### **b) The Supervisory Board's proposal for renewal and extension of the existing authorisation for buying own shares**

The Supervisory Board proposes an extension of the existing authorisation by the Annual General Meeting, until 31 December 2020, to let the company acquire own shares within a total nominal value of DKK 151,000,000 (corresponding to 10 per cent of the company's share capital at the time of authorisation). After the acquiring of shares, the company's holding of own shares may not exceed 10 per cent of the share capital, at any time. The purchase price may not deviate more than 10 per cent from the price for the shares on Nasdaq Copenhagen at the time of acquisition.

#### **c) The Supervisory Board's proposal for adjustment of Remuneration Policy and guidelines for incentive pay**

In March 2018, the Annual General Meeting adopted "Lønpolitik for Tryg" (Remuneration Policy for Tryg), which, among other things, stipulates overall guidelines for incentive pay to the Management of the Company, cf. Section 139 of the Danish Companies Act.

The Supervisory Board proposes the following amendments:

- 1) It is added that the members of the Nomination Committee will now receive a remuneration and that the members of the IT-Data Committee, which going forward is a permanent committee, will also be remunerated.
- 2) It is specified that the incentive programme of the Executive Board does not include a Tryg factor.
- 3) The structure of the incentive programme of the Executive Board is amended from a payment structure with Matching Shares to qualified shares. The amendment will apply as per the eligibility year (the financial year) 2020.

4) The conditions of the structure of payment for one-off remunerations and retention bonus are standardised according to the following in order to increase flexibility in the use of these types of allotments:

- Possibility of reduction or lapse of requirement for continued employment during the deferment period.
- It is specified that payment of the deferred share may also be made by an equal division during the whole of the deferment period or with a growing share at the end of the deferment period.
- With regard to retention bonus, it is specified that allotment can be reduced on the basis of concrete performance requirements during the period of deferment.

5) It is added that a defined group of employees who are to be transferred from Forsikrings-Aktieselskabet Alka to Tryg Forsikring A/S may keep the conditions specified in their original contracts of employment with regard to severance pay and notice of termination.

Furthermore, a number of small editorial changes and additions have been made.

Consequently, the Supervisory Board proposes for the Annual General Meeting to adopt "Lønpolitik for Tryg" (Remuneration Policy for Tryg).

#### **Re. item 7 of the agenda:**

##### **Election of members to the Supervisory Board**

Article 19 of the Articles of Association stipulates that the Supervisory Board must consist of 6-9 members who are elected by the Annual General Meeting. At least half of the members must be independent from TryghedsGruppen smba, cf. Article 19, sub-article 2:

1. Jukka Pertola
2. Torben Nielsen
3. Lene Skole
4. Mari Thjørmøe
5. Carl-Viggo Östlund

For a more detailed description of the candidates, see Tryg A/S website tryg.com.

In addition to these candidates, TryghedsGruppen smba will propose candidates for election. As the committee of shareholders in TryghedsGruppen smba meets on 14 March 2019, it is not possible at the time of this notice to mention who TryghedsGruppen smba will nominate as candidates under this item. The candidates will be announced on tryg.com as soon as they become known.

When selecting candidates the Supervisory Board especially emphasises the following criteria: intellectual approach, self-independence and independence, interpersonal competences, integrity, commitment, business sense and judgment, problem solving abilities, networking abilities, understanding of risk management, ability to assess succession scenarios, overall top management experience, experience within finance and/or audit, HR/management/talent/organisation, business development, the financial sector, risk management and regulatory requirements,

insurance – technical knowledge (underwriting, provisions, reinsurance), insurance – commercial & product, digital experience, experience with new business models and customer relations and interaction, and at the selecting of the candidates it is sought to achieve an appropriate diversity in relation to gender, age etc.

It is the assessment of the Supervisory Board that these criteria have been observed with relation to the suggested candidates.

The Chairman is elected among the members appointed by the Annual General Meeting, cf. Article 19 of the Articles of Association.

**Re. item 8 of the agenda:  
Appointment of auditor**

The Supervisory Board proposes to re-appoint Deloitte Statsautoriseret Revisionspartnerselskab in pursuance of the recommendation from the Audit Committee. The Audit Committee has informed the Supervisory Board of the fact that the committee in no way has been influenced by third parties or been subjected to any agreement with a third party, which would limit the appointment by the Annual General Meeting of certain auditors or accountancy firms.

**Re. item 9 of the agenda:  
Authorisation to the chair**

The Supervisory Board proposes to authorise the chair to (with power of delegation) report adopted issues at the Annual General Meeting to the Danish Business Authority and the Danish Financial Supervisory Authority and to make such amendments and additions as may be required by the authorities as a condition for registration or approval.

**Majority requirements**

In order to adopt the proposals of the agenda item 6a approval from at least 2/3 of the votes cast and the share capital represented at the Annual General Meeting is required. The remaining proposals of the agenda may be adopted with a simple voting majority.

**Share capital and voting right**

The company's share capital amounts to a nominal value of DKK 1,510,739,955 distributed between 302,147,991 shares at DKK 5. Each share amount equals 500 votes.

Entitled to participate and vote are shareholders who are registered in the register of shareholders at the date of registration, or who no later than at the date of registration have reported and documented their acquisition of shares in the company with a view to registration in the register of shareholders. Date of registration is **Friday 8 March 2019**. Also, participation shall be conditional upon the shareholder having obtained the admission card in due time.

**Admission cards**

Shareholders, who wish to attend the Annual General Meeting, need an admission card in order to attend.

Admission cards can be ordered:

- electronically via the investorportal at the company website, tryg.com or via the website of VP Investor Services, vp.dk/gf, or
- by contacting VP Investor Services on telephone 43 58 88 66 or by email to vpinvestor@vp.dk.

The company or VP Investor Services shall have received the request no later than **Monday 11 March 2019 at 23:59 CET**.

A shareholder or an agent may bring an advisor to the Annual General Meeting, provided an admission card has been ordered for the advisor in due time.

Tryg A/S offers to send admission cards by email to shareholders. This requires that the shareholder's email is already registered in the Investor Portal. After registration, the shareholder will receive an electronic admission card, which must be brought to the Annual General Meeting on e.g. smartphone, tablet or in print. If the admission card is not brought to the Annual General Meeting, access to the Annual General Meeting can be gained by presenting identification. Voting papers will be handed out at the access registration at the Annual General Meeting.

**Proxy**

A shareholder who is not able to attend the Annual General Meeting may choose to submit a proxy to the Supervisory Board or another named third party.

Proxy may be submitted:

- electronically via the investorportal at the company website, tryg.com, or the website of VP Investor Services, vp.dk/gf, or
- by filling in, signing and sending the proxy form to VP Investor Services, Weidekampsgade 14, DK-2300 København S by mail or by email to vpinvestor@vp.dk. The proxy form can be downloaded from the company website, tryg.com.

Proxies shall have been received by VP Investor Services no later than **Monday 11 March 2019 at 23:59 CET**.

**Written vote**

A shareholder who is not able to attend the Annual General Meeting may submit a written vote. This vote cannot be recalled.

A written vote may be submitted:

- electronically via the investor portal at the company website, tryg.com or the website of VP Investor Services, vp.dk/gf, or
- by filling in, signing and sending the vote to VP Investor Services, Weidekampsgade 14, DK-2300 København S by mail or by email to vpinvestor@vp.dk. The written vote form may be downloaded from the company website, tryg.com.

VP Investor Services shall have received all written votes no later than **Thursday 14 March 2019 at 16:00 CET**.

Please note that it is not possible to submit both proxy and a written vote.

**Further information**

Until the day of the Annual General Meeting the following information about the Annual General Meeting will be available on the company website:

- convening with agenda and complete proposals, including CVs of the candidates up for election for the Supervisory Board
- documents which are presented at the Annual General Meeting, including the Annual Report for 2018 and the proposed Remuneration Policy
- proxy and written vote form
- the aggregate number of shares and voting rights at the date of convening.

**Questions from the shareholders**

Shareholders may, prior to the Annual General Meeting, submit questions to agenda or documents presented at the Annual General Meeting in writing to the company by mail to Tryg A/S, att.: Koncernjura, Klausdalsbrovej 601, DK-2750, Ballerup.

The questions must be received by Tryg no later than Monday 11 March 2019.

Ballerup, February 2019

The Supervisory Board