

Proposal from the Nomination Committee to the Annual General Meeting in Protector Forsikring ASA 21 April 2016.

1) Mandate

The mandate of the Nomination Committee is regulated in the Company's articles of association § 2-10 which state:

"The Company shall have a Nomination Committee consisting of a chairman and two members elected by the shareholders at the General Meeting. The election period is two years, unless a shorter period has been decided by the General Meeting. The members of the Committee can be re-elected.

A majority of the members of the Committee shall be independent of the Board of Directors and the management of the Company. The CEO and other members of the management of the Company cannot be members of the Committee. However, the Chairman of the Board of Directors and the CEO shall be at least annually invited to attend the meeting of the Committee. Sections 6-7, 6-8 and 6-27 of the Public Companies Act apply correspondingly in relation to the members of the Committee.

The Nomination Committee shall make recommendations to the General Meeting on the following matters:

- the election of a chairman, members and deputy members to the Board of Directors
- remuneration of the Board of Directors
- the election of a chairman and members to the Nomination Committee as well as deputy members as necessary
- remuneration of the Nomination Committee

The Nomination Committee must give reasons for their recommendations.

The Nomination Committee shall operate in accordance with the Norwegian Code of Practice for Corporate Governance.

The General Meeting can set out further guidelines for the work of the Nomination Committee."

In the process of making recommendations to the General Meeting, the committee has taken contact with the company's senior management, representatives of governing bodies as well as the largest shareholders.

2) Changes in laws which affect the composition of the Company's governing bodies

As a consequence of Financial Activities Act (finansieringsvirksomhetsloven) being replaced by Financial Undertakings Act (finansforetaksloven) from and including 1 January 2016 the Company's Board of Representatives and Control Committee are liquidated. Risk Committee is established in the company. A chairman and members of the Board of Directors are elected by the General Meeting. The General Meeting determines remuneration of the members of the Board of Directors.

3) Proposal to the composition of the Board of Directors and election of a chairman of the Board of Directors

According to the Company's articles of association, the Board of Directors shall consist of at minimum 5 and maximum 9 members and a number of deputy members decided by the General Meeting. The

members of the Board are elected for a 2-year term by the General Meeting. The chairman and the deputy chairman of the Board of Directors are elected from the members of the Board of Directors for a 1-year term.

In 2014 the number of the members of the Board of Directors was reduced from nine to seven, whereof five members are elected by the shareholders. The Nomination Committee observes that the Board of Directors functioned better after the reduction in the total number of the members and does not want to increase the total number of the members of the Board of Directors. The Nomination Committee has also weighted the fact that the members of the Board of Directors together have to have a wide professional experience, different background and tasks in the Board. It is also important that the members of the Board of Directors have the necessary competence in order to be included into the Boards subcommittees, i.e. the Audit Committee, the Risk Committee and the Compensation Committee. The Nomination Committee wants to maintain the continuity in the Board of Directors and to carry forward a well-functioning collegium with a broad professional background and good grounding among the Company's biggest shareholders.

The members elected by the shareholders standing for election in 2016 are Jostein Sørvoll, Jørgen Stenshagen and Randi Helene Røed, while Erik G. Braathen and Else Bugge Fougner stand for election in 2017.

The shareholder-elected members Jostein Sørvoll, Jørgen Stenshagen and Randi Helene Røed have all said that they want to continue as members of the Board of Directors, and the Nomination Committee proposes re-election of them in such a way Jostein Sørvoll, Jørgen Stenshagen and Randi Helene Røed are elected for further 2 years.

The chairman and the deputy chairman of the Board of Directors are elected for a 1-year term by the General Meeting. The Nomination Committee proposes that Jostein Sørvoll is re-elected as the chairman and Erik G. Braathen is re-elected as a deputy chairman of the Board of Directors.

Following the proposal of the Nomination Committee, the shareholder-elected members of the Board for the service year 2016/2017 will be:

- Jostein Sørvoll (chairman) on election 2018
- Erik G. Braathen (deputy chairman) on election 2017
- Else Bugge Fougner on election 2017
- Jørgen Stenshagen on election 2018
- Randi Helene Røed on election 2018

In order to give a proposition for the composition of the Board the Nomination Committee has taken contact with the company's largest shareholders, all of the shareholder-elected members of the Board, and CEO and has reviewed the Board's self-evaluation.

Proposal for the resolution:

i) Establishment of the total number of the members of the Board of Directors:

It was concluded that the Board of Directors shall constitute of seven members, whereof five shareholder-elected members and two employee-elected members. No deputy members are elected for the shareholder-elected members of the Board of Directors. Two deputy members of the Board are elected for the employee-elected members.

ii) Election of the shareholder-elected members of the Board of Directors:

Jostein Sjørvoll, Jørgen Stenshagen and Randi Helene Røed are elected as the members of the Board of Directors for 2 years, i.e. until spring 2018.

iii) Election of the chairman and deputy chairman of the Board of Directors:

Jostein Sjørvoll is elected as the chairman of the Board of Directors for 1 year, i.e. until spring 2017. Erik Braathen is elected as the deputy chairman of the Board of Directors for 1 year, i.e. until spring 2017.

4) Proposal for the composition of the Nomination Committee

The Nomination Committee has when considering candidates to the Nomination Committee consulted with the representatives of the company's governing bodies and the major shareholders and put emphasis on the continuity of the Committee. The members of the committee are elected for a term of 2 years. The members standing for election in 2016 are Nils Petter Hollekim and Anders J. Lenborg.

The Nomination Committee proposes that Nils Petter Hollekim and Anders J. Lenborg are re-elected as the members of the Nomination Committee.

Following the proposal, the Nomination Committee will have the following composition:

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| 1. Per Ottar Skaaret (leader) | on election 2017 |
| 2. Nils Petter Hollekim | on election 2018 |
| 3. Anders J. Lenborg | on election 2018 |

Proposal for the resolution:

i) Election of the members of the Nomination Committee:

Nils Petter Hollekim and Anders J. Lenborg are elected as the members of the Nomination Committee for 2 years, i.e. until spring 2018.

5) Proposal for remuneration

Remuneration of the Board of Directors is determined by the General Meeting.

The remuneration of the Board of Directors shall reflect the Board of Directors' responsibilities, competence, use of time and the complexity of businesses. The Nomination Committee aims the Board of Directors to have remuneration at market terms. Experience shows that work extent in the Board of Directors' subcommittees, the Audit Committee, and the Compensation Committee is relatively large. It is expected that work extent in the Risk Committee will be similar to that in the Compensation Committee. It is the opinion of the Nomination Committee that the company having to comply with the laws and regulation of the Norwegian Financial Authority will have greater need for documentation and control than other businesses.

For the service year 2015/2016, the remuneration to the Board of Directors was:

Chairman of the Board of Directors	NOK 450.000
Deputy chairman of the Board of Directors	NOK 280.000
Shareholder-elected members	NOK 250.000
Employee-elected members	NOK 125.000

In addition, there was a fixed remuneration for the chairman of the Audit Committee of NOK 40.000,- and for the chairman of the Compensation Committee of NOK 25.000,-. The remuneration of the members of the Audit Committee was NOK 25.000,- and the remuneration of the members of the Compensation Committee was NOK 15.000,-. In addition the members of these committees received a compensation of NOK 5.000,- per attended meeting. The reason was that the meeting activities in the subcommittees of the Board of Directors are somewhat different and therefore a fixed remuneration combined with remuneration per meeting was proposed.

The Nomination Committee wants that the General Meeting shall continue establishing the remuneration to the Board of Directors in advance, so that the members of the Board of Directors know what remuneration they can expect when they are elected.

The Nomination Committee has gathered information about remuneration for the Board of Directors in other listed comparable companies and, in the opinion of the Nomination Committee, the current remuneration is somewhat below the market terms. At the same time the workload and responsibility of the Board of Directors are increasing due to continued strong growth in the Company (the Company operates in 5 countries as of today) as well as due to liquidation of the Board of Representatives and Control Committee as a result of the changes in the legal framework. Therefore the Nomination Committee wants to raise the remuneration of the Board of Directors.

The Nomination Committee has thus concluded to propose an increase of remuneration to the chairman of the Board of Directors and deputy chairman of the Board of Directors by NOK 50.000,- and NOK 30.000,- respectively; further the Nomination Committee proposes an increase of NOK 25.000,- for the remuneration of the shareholder-elected members of the Board of Directors and NOK 15.000,- increase in the remuneration of the employee-elected members of the Board of Directors.

The Nomination Committee evaluated additional remuneration of the subcommittees of the Board of Directors in relation to other listed companies and based on the actual work scope during service year 2015/2016. The Nomination Committee concluded that the total remuneration of the Audit Committee and the Compensation Committee was somewhat too low given the continued growth in the Company which leads to increased work load and responsibility in the subcommittees of the Board of Directors (the Nomination Committee notes that work load in the Audit Committee is higher than in the Compensation Committee). Therefore it is proposed to increase the remuneration for the meeting attendance by NOK 2.500,- for the members of the Audit Committee and the Compensation Committee. Compensation structure for the Risk Committee is proposed to be the same as for the Compensation Committee.

Therefore, the Nomination Committee has concluded the following proposal for the remuneration of the Board of Directors for the service year 2016/2017.

Proposal for the resolution:

i) The following remuneration for the Board of Directors for the service year 2016/2017 was resolved:

<i>Chairman of the Board of Directors</i>	<i>NOK 500.000</i>
<i>Deputy chairman of the Board of Directors</i>	<i>NOK 310.000</i>
<i>Shareholder-elected members</i>	<i>NOK 275.000</i>
<i>Employee-elected members</i>	<i>NOK 140.000</i>

ii) Additional remuneration of the Audit Committee:

Chairman NOK 40.000 + attendance fee of NOK 7.500 pr. meeting
Member NOK 25.000 + attendance fee of NOK 7.500 pr. meeting

iii) Additional remuneration of the Risk Committee:

Chairman NOK 25.000 + attendance fee of NOK 7.500 pr. meeting
Member NOK 15.000 + attendance fee of NOK 7.500 pr. meeting

iv) Additional remuneration of the Compensation Committee:

Chairman NOK 25.000 + attendance fee of NOK 7.500 pr. meeting
Member NOK 15.000 + attendance fee of NOK 7.500 pr. meeting

The Nomination Committee proposes, due to continued strong growth in the Company which increases work load and responsibility for the representatives of the company's governing bodies, that the meeting attendance fee is increased by NOK 2.500,- for the members of the Nomination Committee.

Proposal for the resolution:

i) The following remuneration for the Nomination Committee for the service year 2016/2017 was resolved:

Chairman NOK 10.000 + attendance fee of NOK 7.500 pr. meeting
Member Attendance fee of NOK 7.500 pr. meeting

Oslo, 29 March 2016.

Per Ottar Skaaret Nils Petter Hollekim Anders J. Lenborg