

Notice of the Annual General Meeting of Tryg A/S



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

Wednesday 16 March 2016 at 14.00 CET at Radisson Blu Falconer Hotel and Conference Center, Falkoner Allé 9, 2000 Frederiksberg, Denmark.

Radisson Blu Falconer Hotel and Conference Center will be open from 13:00 CET. Refreshments will be served after the Annual General Meeting.

The agenda:

- 1 Report by the Supervisory Board on business activities in 2015
- 2 Approval of revised Annual Report for 2015
- 3 Resolution on appropriation of profits or cover of losses according to the adopted annual report
- 4 Resolution to grant discharge to the Supervisory Board and Executive Management
- 5 Approval of the Supervisory Board's remuneration for 2016
- 6 Proposals by the Supervisory Board:
 - a) Proposal for reduction of the share capital
 - b) Proposal for amendments to Articles 8 and 9 of the Articles of Association on authorisation to increase the share capital
 - c) Proposal for authorisation for buying own shares
 - d) Proposal for approval of new remuneration policy and 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 or cover of losses according to the adopted annual report

The Supervisory Board proposes that the profit for the year DKKm 1,981 be distributed as follows: DKK 3.5 per share of DKK 5 is paid as cash dividend and the balance is transferred to retained earnings after adjustment for net revaluation according to the equity method.

Re. item 5 of the agenda:

Approval of the Supervisory Board's remuneration for 2016

The Supervisory Board proposes that the remuneration to the members of the Supervisory Board for 2016 is increased to DKK 360,000 (basic fee). The Chairman receives a triple basic fee and the Deputy Chairman receives a double basic fee. Furthermore, it is proposed that the members of the Audit Committee maintain a fee of DKK 150,000, however, the Chairman of the Committee a fee of DKK 225,000. It is proposed that the members of the Risk Committee receive an increased fee of DKK 140,000, however, the Chairman of the Committee an increased fee of DKK 210,000. Moreover, it is proposed that the members of the Remuneration Committee receive an increased fee of DKK 100,000, however, the Chairman of the Committee an increased fee of DKK 150,000.

Re. item 6 of the agenda:

Proposals by the Supervisory Board

a) The Supervisory Board's proposal for reduction of the share capital

The Supervisory Board proposes to reduce the company share capital of a nominal value of DKK 1,447,797,750 to a nominal value of DKK 1,412,706,020 by annulment of a part of the company share holdings, in total a nominal value of DKK 35,091,730 distributed between 7,018,346 shares at DKK 5.

The purpose of the reduction in the company share capital is payment to the shareholders as the own shares, which are annulled, have been bought back by the company in accordance with the authorisation from the Annual General Meeting.

Where the proposal is approved, the company's holding of own shares is reduced by 7,018,346 shares at DKK 5. These shares are bought back for a total amount of DKK 999,988,913, which means that in addition to the nominal reduction in capital an amount of DKK 964,897,183 has been paid to the shareholders in connection with the buy back.

b) The Supervisory Board's proposal for amendments to Articles 8 and 9 of the Articles of Association

In 2015, the Annual General Meeting adjusted the amount of the Supervisory Board's authorisation to issue new shares to DKK 145,000,000. Due to the buy back programme, it is proposed to reduce the company's share capital under item a). This means that the percentage of the authorisation has been increased compared to the reduced share capital. In order to maintain the proportionate size, it is proposed to reduce the amount in Article 8 of the Articles of Association to DKK 141,000,000, corresponding to approx. 10% of the nominal share capital, and that the amount in Article 9 of the Articles of Association is reduced to DKK 14,100,000, corresponding to approx. 1% of the nominal share capital. Also, it is proposed to extend the authorisations.

(i) The Supervisory Board proposes the following wording in Article 8 of the Articles of Association:

“The Supervisory Board is authorised to increase the share capital by issuing new shares by means of one or several issues with pre-emption rights to existing shareholders up to a nominal amount of DKK 141,000,000; however, cf. sub-clause 3. The authorisation will be valid until 16 March 2021.”

The Supervisory Board is authorised to increase the share capital by issuing new shares by means of one or several issues without pre-emption rights to existing shareholders up to a nominal amount of DKK 141,000,000; cf. sub-clause 3. The increase may be effected without pre-emption rights to the existing shareholders provided that this is made at market price or as consideration for the company's acquisition of an existing undertaking or certain assets at a value which off-sets the value of the issued shares. The authorisation will be valid until 16 March 2021.

The Supervisory Board's authorisation under sub-clauses 1 and 2 may together maximum be used for issuing new shares up to a total nominal value of DKK 141,000,000. The increase of the share capital may be effected for cash or other consideration.”

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

“The Supervisory Board is authorised to increase the share capital by one or more issues of new shares up to a total nominal amount of DKK 14,100,000. This authorisation is valid until 16 March 2021. The new shares shall be offered to employees of the company and, as resolved by the Supervisory Board, employees of all or some subsidiaries without pre-emption rights to existing shareholders. The new shares shall be issued at a price to be determined by the Supervisory Board, which may be below market price.”

c) The Supervisory Board's proposal for authorisation for buying own shares

The Supervisory Board proposes to be authorised by the Annual General Meeting, until 31 December 2017, to let the company acquire own shares within a total nominal value of DKK 141,000,000 (corresponding to 10% 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% of the share capital, at any time. The purchase price may not deviate more than 10% from the price for the shares on Nasdaq Copenhagen at the time of acquisition.

d) The Supervisory Board's proposal for approval of remuneration policy and guidelines for incentive pay

In March 2015, the Annual General Meeting adopted “Lønpolitik for Tryg A/S” (Remuneration Policy for Tryg A/S), which, among other things, stipulates overall guidelines for incentive pay to the Supervisory Board and the Executive Management, cf. Section 139 of the Danish Companies Act.

The Supervisory Board proposes the following amendments:

- The ceiling of allotment of variable salary (Matching Shares) to the Executive Management is 12.5% of the fixed basic fee, including pension. The ceiling for the Executive Management is proposed increased to 25% of the fixed basic fee including pension.

- Risk Takers are included by the same model for variable salary as the Executive Management, including the same ceiling of 12.5% of the fixed basic fee including pension. The ceiling for Risk Takers is proposed increased to 50% of the fixed basic fee including pension. Also, it is proposed that the Executive Management may decide the concrete model for variable salary to Risk Takers within the framework of the remuneration rules and Remuneration Policy. In this connection it is proposed that the incentive pay programme may enforced, not only in the form of Matching Shares but also other elements such as cash payment, shares and shares subject to conditions.

- Where the Supervisory Board so decides, variable salary may be allotted to the Executive Management and Risk Takers in extraordinary situations by up to 40 % of the fixed basic fee including pension – the total variable salary may, however, not exceed 50% of the fixed basic fee including pension. It is proposed that the framework for an extraordinary allotment is fixed to 50 % of the fixed basic fee including pension, however still with a ceiling of 50% of the fixed basic fee including pension. Furthermore, it is proposed to make a clarification of the fact that the extraordinary bonus, should the Supervisory Board so decide, may consist of a Matching Shares programme, shares, shares subject to conditions or cash payments.

- In the current Remuneration Policy, authorisation to a sign-on bonus is part of variable salary (bonus) in extraordinary situations. It is proposed to move the authorisation to sign-on bonus to a separate paragraph. Furthermore, it is proposed that the sign-on bonus may not exceed 50 % of the Executive General Manager's or the Risk Taker's fixed basic fee including pension, and that the bonus is limited to the first year, and that the bonus may consist of Matching Shares, shares, shares subject to conditions or cash payments, and that the bonus, should the Supervisory Board or the Executive Management so decide, may be made conditional upon – depending on local legislation – that the Executive General Manager or the Risk Taker does not hold a terminated position for up to one year after the starting date. Finally, it is proposed that the Executive Management may pay a sign-on bonus to Risk Takers within the framework of the remuneration rules and the Remuneration Policy.

- The Head of Compliance and the Head of Internal Audit do not receive variable salary. It is proposed that the Head of Risk Management and the Head of the Actuarial function may not receive variable salary either. Furthermore, it is proposed to insert a provision about the fact that the Remuneration Committee performs a control of remuneration to the Head of Compliance, the Head of Internal Audit, the Head of Risk Management and the Head of the Actuarial function.

Consequently, the Supervisory Board proposes for the Annual General Meeting to approve “Lønpolitik for Tryg A/S” and to change the date of the latest approval in Article 21 in the Articles of Association to “16 March 2016”.

Re. item 7 of the agenda:

Election of members to the Supervisory Board

According to Article 19(2) of the Articles of Association, the following are elected:

- 1 4 members among the members of the Supervisory Board of TryghedsGruppen smba, including the Chairman of the Supervisory Board of TryghedsGruppen smba.

Due to the fact that TryghedsGruppen smba's meeting for the committee of shareholders is held on 14 March 2016, it is not possible at the time of calling the Annual General Meeting to say who the Supervisory Board will nominate as candidates under this item. The candidates will be made public at tryg.com, as soon as they are known.

Subject to Article 19 subarticle 7, the Chairman of the Supervisory Board of TryghedsGruppen smba will be the Chairman of the Supervisory Board.

- 2 4 members among candidates, who are not also a member of the committee of shareholders, the Supervisory Board or the Executive Management of TryghedsGruppen smba, who do not have any type of commercial or professional relation to TryghedsGruppen smba or any kind of family relations to the beforementioned persons.

The Supervisory Board proposes that the following candidates are re-elected:

Torben Nielsen

Lene Skole

Mari Thjømøe

Carl-Viggo Østlund

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

When selecting candidates special emphasis is put on the following criteria: managerial experience, financial insight, organisation, IT, product development, communication, knowledge of markets, international experience, knowledge about insurance, reinsurance, capital requirements, general accounting insight and accounting principles (GAAP), incl. regulations and principles applying to the insurance industry and M&A experience, 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.

Re. item 8 of the agenda:

Appointment of auditor

The Supervisory Board proposes that Deloitte Statsautoriseret Revisionspartnerselskab is re-appointed as the company's auditor.

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 items 6a and 6b 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

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 9 March 2016. 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/dk or via the website of VP Investor Services, vp.dk/gf, or
- by contacting VP Investor Services on telephone 43 58 88 91, email vpinvestor@vp.dk or fax 43 58 88 67.

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

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.

Proxies

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/dk, 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, postboks 4040, DK-2300 København S by mail, email vpinvestor@vp.dk or fax 43 58 88 67. The proxy form can be downloaded from the company website, tryg.com/dk.

Proxies shall have been received by VP Investor Services no later than **Friday 11 March 2016 at 23:59 pm**.

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/dk 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, postboks 4040, DK-2300 København S by mail, email vpinvestor@vp.dk or by fax to 43 58 88 67. The written vote form may be downloaded from the company website, tryg.com/dk.

VP Investor Services shall have received all written votes no later than **Tuesday 15 March 2016 at 16:00 pm.**

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 2015 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 Friday 11 March 2016.

Ballerup, February 2016
The Supervisory Board