

ALM. BRAND A/S

**AGENDA
AND
COMPLETE PROPOSALS**

AGENDA

At the annual general meeting to be held on Wednesday, 26 April 2017 at 11:00 a.m. at Comwell Conference Center Copenhagen, Center Boulevard 5, 2300 København S, Denmark, the following business will be transacted, cf. article 6 of the articles of association:

- a. Presentation of the annual report for approval and resolution for the discharge from liability of the Board of Directors and the Management Board.
- b. Proposal for appropriation of the profit according to the approved annual report.
- c. Authorisation to acquire own shares.
- d. Election of members of the Board of Directors and their alternates.
- e. Appointment of auditors.
- f.
 - 1) Proposal from the Board of Directors for a reduction of the share capital.
 - 2) Proposal from the Board of Directors on approval of remuneration policy for the Alm. Brand Group and general guidelines regarding incentive-based remuneration in Alm. Brand A/S, cf. section 139 of the Danish Companies Act.
- g. Any other business.

COMPLETE PROPOSALS

from the Board of Directors

to

the annual general meeting

a. Presentation of the annual report for approval and resolution for the discharge from liability of the Board of Directors and the Management Board.

- The Board of Directors proposes that the annual report is approved.
- The Board of Directors proposes that the Board of Directors and the Management Board are discharged from liability.

b. Proposal for appropriation of the profit according to the approved annual report.

- The Board of Directors proposes that the profit for the year be appropriated to the effect that DKK 826 million is paid to the company's shareholders by way of an ordinary dividend at DKK 1.50 per share, equalling DKK 244 million and an extraordinary dividend at DKK 3.50 per share equalling DKK 569 million. The remaining profit for the year DKK 13 million is carried forward to next year.

c. Authorisation to acquire own shares.

- The Board of Directors proposes that, for the period until 30 April 2018, the Board of Directors is authorised to allow the company to acquire own shares against consideration for ownership or as collateral, provided that the total nominal value of shares in the company held by the company and its subsidiaries does not exceed, and as a consequence of the acquisition will not exceed, 10% of the share capital. However, the consideration for such shares may not deviate by more than 10% from the official price quoted on NASDAQ Copenhagen A/S at the time of acquisition.

d. Election of members of the Board of Directors and their alternates.

- The Board of Directors currently consists of eight members elected by the shareholders in general meeting and four members elected by the employees. Moreover, alternates are elected for five of the members elected by the shareholders. Pursuant to article 9.2 of the articles of association, board members elected by the shareholders are elected for terms of one year, and retiring board members are eligible for re-election. Accordingly, all board members elected by the shareholders and their alternates are up for election and all board members and their alternates have offered themselves for re-election.

The Board of Directors therefore recommends that the following board members are re-elected:

Jørgen Hesselbjerg Mikkelsen, farm owner
Jan Skytte Pedersen, director
Ebbe Castella, MSc in Economics
Henrik Christensen, attorney
Anette Eberhard, director
Per V. H. Frandsen, estate owner
Karen Sofie Hansen-Hoeck, director
Boris Nørgaard Kjeldsen, managing director

The Board of Directors further proposes that the following alternates are re-elected:

Gustav Garth-Grüner, estate owner, Master of the Royal Hunt, for Jørgen Hesselbjerg Mikkelsen
Asger Bank Møller Christensen, farm owner, for Jan Skytte Pedersen
Tina Schmidt Madsen, director, for Henrik Christensen
Kristian Kristensen, managing director, for Per V.H. Frandsen

Jesper Bach, attorney, for Boris Nørgaard Kjeldsen

Pursuant to section 120(3) of the Danish Companies Act, the Board of Directors provides the following information:

The directorships held by Jørgen Hesselbjerg Mikkelsen (farm owner), Jan Skytte Pedersen (director), Ebbe Castella (MSc in Economics), Henrik Christensen (attorney), Anette Eberhard (director), Per V.H. Frandsen (estate owner), Karen Sofie Hansen-Hoeck (director) and Boris Nørgaard Kjeldsen (managing director) in other business enterprises are set forth in the overview of directorships held by board members on pp. 59-62 of the company's Annual Report 2016. The overview also sets forth the special qualifications of each of these board members.

Furthermore, it is disclosed

- that Gustav Garth-Grüner, estate owner, Master of the Royal Hunt, is chairman of the board of directors of FIK Fællesindkøb, member of the board of directors of Det grevelige Dannemandske Stift, Landøkonomisk Selskab and of Landsforeningen Bæredygtigt Landbrug and managing director of G-G Invest ApS
- that Asger Bank Møller Christensen, farm owner, is deputy chairman of the board of directors of NGF Nature Energy Trekanten A/S.
- that Tina Schmidt Madsen, director, is director of Schmidt Invest A/S and Schmidt Advicer ApS.
- that Kristian Kristensen, director, is chairman of the board of directors of Amstrup Svineproduktion A/S, "Ørstedgaard Svineproduktion" K/S, Borum Østergaard Svineproduktion A/S, Næsgård Multisite A/S, SG DPL A/S, Danhatch Special A/S, Danhatch Poland S.A. (Poland), Danhatch Finland OY (Finland) and Foreningen Dansk Slagtefjerkræ (DSF) (The Danish Poultry Meat Association) and deputy chairman of the board of directors of Prosol AMBA and a member of the board of directors of Munklinde Multisite A/S and Det Danske Fjerkræråd (The Danish Poultry Council) and director of Danhatch Holding A/S, HRP A/S, HRP Kyllingefarme I/S, Danhatch Denmark A/S, Rumænien Invest A/S, Danbroiler A/S, DanPiglet A/S, Hagesholm Multisite K/S and Hansa Fleisch Holding ApS, and
- that Jesper Bach, attorney, is a member of the board of directors of Nibica A/S, Brunemark Invest nr. 2 A/S and Brunemark Invest nr. 3 ApS and managing director of Anpartsselskabet Jørgen og Jesper Bach.

Ebbe Castella, Anette Eberhard and Karen Sofie Hansen-Hoeck are not members of the board of directors of Alm. Brand af 1792 fmba and are considered to be independent members of the Board of Directors of Alm. Brand A/S.

e. Appointment of auditors.

- The Board of Directors proposes that Deloitte, Statsautoriseret Revisionspartnerselskab is re-appointed. The Board of Directors proposal is in accordance with recommendation for decision from the company's Audit Committee.

f. 1) Proposal from the Board of Directors for a reduction of the share capital

- The Board of Directors proposes to the general meeting that the company's nominal share capital be reduced from DKK 1,735,000,000 to DKK 1,655,000,000, equivalent to 8,000,000 shares of DKK 10 each or a total of DKK 80,000,000 nominal value.

The capital reduction will be effected by cancellation of the company's portfolio of treasury shares acquired in the period originally starting from 2 December 2015 towards the end of February 2017. The shares have been acquired by the company at an average price of DKK 48.74 (rounded to two decimals) per share of DKK 10 each, equivalent to a total amount of DKK 389,920,000. This means

that in addition to the nominal share capital reduction of DKK 80,000,000, the company has paid an amount of DKK 309,920,000, see section 188(2) of the Danish Companies Act.

The resolution to reduce the share capital is made by the shareholders in general meeting subject to the majority of votes required for amendment of the articles of association.

The shareholders authorise the Board of Directors to amend article 3.1 of the articles of association, after expiry of the time limit for filing claims set out in section 192 of the Danish Companies Act, in accordance with the resolution to effect the share capital reduction to read as follows:

“The Company’s share capital, which has been fully paid up, amounts to DKK 1,655,000,000.”

2) Proposal from the Board of Directors on approval of remuneration policy for the Alm. Brand Group and general guidelines regarding incentive-based remuneration in Alm. Brand A/S, cf. section 139 of the Danish Companies Act.

- In December 2016, the rules on remuneration applicable to insurance and pension companies were removed from the Danish Financial Business Act and are now to be found in Regulation (EU) 2015/35 of 10 October 2014 (Solvency II) and in Executive Order no. 1583 of 13 December 2016 on remuneration policy and remuneration in insurance companies and insurance holding companies.

In terms of contents, the new rules are more or less unchanged, apart from the provision that the remuneration policy must now include the entire company (not limited to risk takers etc.). In addition, the rules on appointment of material risk takers have been elaborated compared with the rules previously in force.

For the companies Alm. Brand af 1792 fmba, Alm. Brand A/S and Alm. Brand Bank A/S, which continue to be comprised by the remuneration rules of the Financial Business Act, what is new is that the EBA guidelines on sound remuneration policies will form the basis of interpretation of the Danish rules in future. Among other things, this means that the remuneration policy must be designed so as to comprise all employees of the companies. This implies that the remuneration policy must describe how the companies determine the remuneration, it being recommended, among other things, that the remuneration be determined in a way that ensures transparency, supports a long-term and risk-adjusted approach and takes into account conflicts of interest.

Other rules of relevance to Alm. Brand are largely unchanged compared with previously.

Common rules:

For both areas, the rules regarding remuneration committee have been elaborated. The Danish Financial Supervisory Authority notes that the elaboration is solely meant to clarify the existing rules.

Appointment of risk takers

Following a review of the group of appointed risk takers, it has been decided, based on an overall assessment, to recommend that the Group Chief Customer Officer be comprised by the limitation as a risk taker. The reason for this is that the Group Chief Customer Officer is a member of LEKO, that he is the manager of a number of risk takers in the form of the regional managers and that he holds a position in which he may now alone or acting jointly with others make decisions that could have a significant influence on the risk profile of the bank and other Alm. Brand companies.

Remuneration policy

The draft new remuneration policy prepared by the Board of Directors has been amended to include references to the current regulations. This editorial amendment has been made throughout the document.

Remuneration policy, clause 3

The remuneration policy is to be extended to comprise remuneration of all employees. This amendment only means that the remuneration principles determined for the group are described for all employees of the group as a whole.

The remuneration policy has thus been amended to comprise all employees. The basic principles of remuneration in general are set out in a new clause 3, which also contains a specification of salary components.

Remuneration policy, clauses 5 and 6

Re. remuneration of management board members and risk takers, clauses 5 and 6.

Alm. Brand wished that it should be possible for the fixed salary component, which consists of shares, to be retained for up to three years, during which period the recipient would not have the shares at his/her disposal. However, according to the Danish Financial Supervisory Authority, this is not possible as the salary component would in such case be classified as variable remuneration. As a result, the passages in clause 5 and clause 6, respectively, about the retention period for shares granted will be removed.

Remuneration policy, clause 11

Clause 11 on severance pay, among other things, has been amended and clarified.

Today, agreements on severance pay have only been made with very few executive officers who are members of ABKO. Moreover, there are no agreements on severance pay exceeding an amount equivalent to 24 months' remuneration. The wording has been amended to reflect this.

The sole aim of amending the wording is to clarify the actual state of affairs.

- The elements of the overall guidelines regarding incentive remuneration in Alm. Brand A/S, see section 139 of the Danish Companies Act, are as follows:

The remuneration policy of Alm. Brand A/S contains a description of the salary payable to members of the Management Board. In accordance with the remuneration policy, members of the Management Board of Alm. Brand A/S are remunerated by way of fixed salary only. A part of the fixed salary may be allotted by way of shares in Alm. Brand A/S.

The part of the fixed salary allotted by way of shares, see the Remuneration Policy, may not exceed 10%.

The share component of the salary will be allotted twice a year at the share price prevailing in connection with the salary transfer.

The grant is not subject to any conditions, as the scheme, as stated, is part of a fixed remuneration model.

g. Any other business.

Copenhagen, 29 March 2017

THE BOARD OF DIRECTORS