REMUNERATION POLICY

of the following financial companies of the Alm. Brand Group:

Alm. Brand af 1792 fmba
Alm. Brand A/S
Alm. Brand Forsikring A/S
Alm. Brand Bank A/S
Alm. Brand Liv og Pension A/S

Version of January 2011

Remuneration policy of the financial companies of the Alm. Brand Group comprising members of the boards of directors and the management boards and other employees whose professional activities have a material impact on the companies' risk profiles.

The financial companies of the Alm. Brand Group comprise:
Alm. Brand af 1792 fmba
Alm. Brand A/S
Alm. Brand Forsikring A/S
Alm. Brand Bank A/S
Alm. Brand Liv og Pension A/S

1. Background and purpose

This remuneration policy was laid down in pursuance of sections 71(1)(ix) and 77 a and 77 d of the Danish Financial Business Act (in the following referred to as the "FBA") and Executive Order no. 1665 of 21 December 2010 on remuneration policies and disclosure requirements with respect to remuneration in financial enterprises and financial holding companies (in the following referred to as the "Executive Order").

The remuneration of the management board members is determined by the boards of directors.

The boards of Alm. Brand Forsikring A/S and Alm. Brand Liv og Pension A/S have delegated such authority to their chairmen.

This remuneration policy was laid down on the basis of an overall assessment of the size of the company, its organisation and the complexity of its activities. The purpose is to have a remuneration policy that is consistent with and promotes sound and effective risk management, and which is aligned with the company's strategy, values and goals and the interests of customers and investors.

2. Commencement

This remuneration policy governs all agreements on remuneration to the persons listed below entered into on or after 1 January 2011.

This remuneration policy also governs any agreements already entered into as from such time as they are extended or renewed, cf. section 28(7) of Danish Act no. 1556 of 21 December 2010 to amend the financial business act, the prevention of money laundering and terrorist financing act, the securities trading act, the coinage act and various other acts (in the following referred to as the "Act").

3. Individuals comprised

This remuneration policy comprises members of the boards of directors and the management boards and other employees whose activities have a material impact on the companies' risk profiles as well as employees involved in control functions and auditing.

The remuneration policy does not apply to remuneration solely governed by collective agreement.

At least once annually, the boards of directors will consider which employees should be comprised by the said definition and hence by this remuneration policy.

- Such consideration will be based on an assessment of the following criteria:
- section 2 of the Executive Order, including
- the authority and/or lending authority conferred on the individual employee, since such employees are believed to be able to expose the company to financial risk which may be deemed to be of a material nature;

- the leading role of the relevant employee in control functions or risk-mitigating functions;
- employees authorised to perform transactions involving the group's funds are comprised by this remuneration policy.

Accordingly, for 2011, the employees listed below are deemed to have a material impact on the companies' risk profiles:

- the Senior Vice President, Commercial Lines;
- the Senior Vice President, Private Lines;
- the Senior Vice President, Claims;
- the Chief Financial Officer;
- the management of the Business Support department;
- the management of the Reinsurance department;
- chief actuaries;
- the management of the Risk Management department;

- the management of the Markets department;
- the management of the Asset Management department;
- the management and employees of the Treasury department;
- the management and employees of the Equities department;
- the management of the Sales department;
- employees of the Trading department who are authorised to perform transactions involving the funds of customers and the funds of the group;
- employees of the Prop department, which primarily performs transactions involving the funds of the group;
- the management of the Credit Secretariat.

Group employees involved in control functions and auditing for 2011:
- employees of the Risk Management department;
- employees of the Internal Audit department;
- employees of the Compliance department.

The list of the above persons is available from HR.

4. Remuneration of board members
As part of the annual reports of the companies, the board fees paid for the recently ended financial year are approved annually by the annual general meetings, and with respect to Alm. Brand af 1792 fmba, by the committee of representatives.

Board members only receive fixed remuneration in the form of a non-pensionable fee.

Board members are not eligible for any variable remuneration or participation in any incentive programmes of any kind.

The fees paid to the board members are intended to reflect the scope of the board work and the responsibility related to serving on the board.

Furthermore, the board fees are determined at a level intended to be consistent with the market level according to publicly available surveys relating to peer companies.

5. Remuneration of management board members
The members of the management boards of Alm. Brand A/S and other companies receive a fixed basic salary that is intended to be competitive with the remuneration of other, comparable positions in the financial

sector. In addition to this salary, the companies provide pension contributions, and their remuneration also includes a company car of an appropriate size, free telephone and other customary salary substitutes (health insurance, health examinations and alarms).

The remuneration of management board members is adjusted every two years.

The members of the management boards of Alm. Brand A/S and other companies are currently comprised by an agreement on variable salary. The agreement is not governed by this remuneration policy, as it was made prior to 1 January 2011.

The determination of the variable salary component is based on the return on equity generated for each financial year. Any potential bonus earned in any one year, representing up to a maximum of 11 months' salary, is placed in a bonus account from which a maximum of one-third is paid out each year. Payment of the remaining bonus account balance is subject to a good performance in the following years. Accordingly, the bonus scheme aims to promote long-term behaviour, and achieving maximum bonus requires an uninterrupted string of very good results over a number of years. The members of the management board of Alm. Brand Bank A/S who were employed after the introduction of the Bill to enact the Danish Act on State-Funded Capital Injections into Credit Institutions are, however, comprised by the limitations under section 8(2)(viii) of Danish Act no. 67 of 3 February 2009.

Due to the highly complex nature of the new remuneration policy rules, it has been deemed appropriate to allot reasonable time to explore the possibilities of drafting a new agreement on variable salary.

Furthermore, the existing agreements between the companies and the management board members on salary and on variable salary, in particular, seem widely to build on principles that are consistent with the purpose of the new Act.

Accordingly, it has been resolved to let the existing agreements on variable salary continue unchanged for 2011 and as from 1 January 2012 or later to replace the agreements with new agreements to be made in pursuance of and subject to this remuneration policy.

6. Remuneration of other employees whose activities have a material impact on the companies' risk profiles and/or who are involved in control functions and auditing

Employees whose activities have a material impact on the companies' risk profiles and who are also members of Alm. Brand's group coordination team (in the following referred to as "ABKO") are covered by a salary agreement and a variable salary agreement corresponding to the salary agreements and variable salary agreements made between the companies and management board members, see clause 5 above, which agreements are not comprised by this remuneration policy, as they were made prior to 1 January 2011.

Due to the highly complex nature of the new remuneration policy rules, it has been deemed appropriate to allot reasonable time to explore the possibilities of drafting a new agreement on variable salary, as is also the case with respect to the management board members as mentioned above.

Furthermore, the existing agreements between the companies and the risk-taking members of ABKO on salary and on variable salary, in particular, seem widely to build on principles that are consistent with the purpose of the new act.

Accordingly, it has been resolved to let the existing agreements on variable salary continue unchanged for 2011 and as from 1 January 2012 or later to replace the agreements with new agreements to be made in pursuance of and subject to this remuneration policy.

Other employees whose activities have a material impact on the companies' risk profiles or who are involved in control functions and auditing are not eligible for variable salary.

7. Principles for variable salary
New variable salary agreements to be governed by this remuneration policy are subject to the principles below.

Annual variable salary components may be granted subject to fulfilment of the criteria defined therefor.

The variable salary component may not exceed 50% of the fixed salary, including pension.

During the period when, due to receipt of state-funded capital injection etc., Alm. Brand Bank A/S is subject to section 77 b(1) of the FBA, the variable salary component paid to registered members of the management board of Alm. Brand Bank A/S may not exceed 20% of the fixed salary, including pension.

The aggregate payment of variable salary to employees of Alm. Brand Bank A/S who are comprised by this remuneration policy may not exceed 10% of the annual earnings of the bank for as long as the bank is subject to section 77 b of the FBA.

50% of the variable salary component must consist of non-cash instruments of a nature such as:

- shares in the company's listed parent company, Alm. Brand A/S, valued at the official average price on the date of grant;
- share options in the company's listed parent company, Alm. Brand A/S, to the extent permitted by law;
- bonds reflecting the creditworthiness of the company and/or Alm. Brand A/S;
- with respect to Alm. Brand Forsikring A/S and Alm. Brand Liv og Pension A/S, subordinated debt in the company;
- other permitted non-cash instruments.

Payment of 40% of the variable salary component is postponed over a period of four years from the date of grant and released annually in equal portions subject to fulfilment of the criteria defined therefor.

If the variable salary component is estimated to exceed such amount, 60% of the variable salary component is instead postponed over a period of four years from the date of grant and released annually in equal portions subject to fulfilment of the criteria defined therefor.

Variable salary paid in cash and variable salary paid in the form of shares etc. is distributed on a 50:50 basis, in terms of both such portion of the variable salary as is paid at the time of grant and such portion of the variable salary as is postponed.

The total value of the variable salary is determined on the basis of an assessment of the three parameters set out below. The three parameters are weighted with due consideration for the intention to maintain a special focus on the group as a whole, implying that the principal parameter for the granting of bonus is the circumstances of the parent company, Alm. Brand A/S:

- the performance of the individual employee, which parameters carry a 5-10% weighting;
- the performance of the individual employee's department, which may be the entire company in the case of a registered management board member. These parameters carry a 5-10% weighting;
- the financial performance of Alm. Brand A/S, which parameters carry an 80-90% weighting.

The criteria applied in the granting of variable salary components must:

- be in accordance with the long-term goals defined;
- reflect current and future risks assumed and attaching to the individual performances as well as any cost of capital and liquidity incurred in order to achieve the performances; and
- include non-financial criteria, e.g. compliance with internal rules and business procedures.

When entering into agreements on variable salary, individual agreements between the company and the individuals must specify:

- that acquiring the right to the postponed part of the variable salary is subject to continued fulfilment of the criteria originally defined for the right of the management board member/risk taker to receive payment of the variable salary component;

- In the event of continued fulfilment of some, but not all, criteria defined for acquiring the right to bonus at the postponed time of payment, only the right to such part of the bonus as relates to the criteria fulfilled is acquired;

- that acquiring the right to the postponed part of the variable salary component is subject to the financial position of Alm. Brand A/S not having significantly deteriorated relative to the time of calculation of the variable salary component;

- that the shares in Alm. Brand A/S or other non-cash instruments transferred to the individual in the form of variable salary must be placed in escrow for a period of six months from the date of transfer;

- that the shares etc. granted may not be subject to any risk coverage during the escrow period;

- that a variable salary component paid may be reclaimed if such component was paid on the basis of performance data which can be proved to be misstated and the grantee acted in bad faith in that respect; and

- that payment of variable salary is subject to the condition that the Danish Financial Supervisory Authority does not, during the vesting year and during the period up to the date of calculation of the variable salary, determine a deadline for the company to meet the solvency requirement under section 225(1) or (3) of the FBA (bank) or require that the company draws up a plan for restoration under section 248(1) of the FBA (insurance).

8. Pension benefits
No grants are made of pension benefits that are wholly or partially comparable with variable salary.

9. Guidelines for severance pay
A mutual notice of termination has been agreed between Alm. Brand A/S and the management board. Furthermore, management board members are entitled to severance pay equal to 36 months' remuneration in the event of termination on the part of Alm. Brand A/S.

The other companies and management board members have agreed on a notice of termination of 12 months on the part of the companies and six months on the part of the management board members. Furthermore, the management board members are entitled to severance pay equal to 12 months' remuneration in the event of termination on the part of Alm. Brand A/S.

If, as at 1 January 2011 or a later date, an agreement is made, on the basis of a new appointment, between one of the group companies and an individual comprised by this remuneration policy on severance pay, such severance pay may not exceed two years' salary.

In the event that the employment relationship is terminated due to material breach by the management board member or the risk taker, no severance pay will be paid.

No agreements on severance pay are made with the boards of directors.

No agreements on fixed-term employment are made with any management board members, employees whose activities have a material impact on the companies' risk profiles or employees who are involved in control functions and auditing.

10. Remuneration committee
The boards of directors of Alm. Brand A/S and Alm. Brand Forsikring A/S will each set up a remuneration committee.
Remuneration committees are set up under section 77 c(4) of the FBA. The committees perform the following tasks, which are specified in a set of rules of procedure:

- to recommend the remuneration policy for the boards of directors, management boards and other key risk takers for approval by the boards of directors;
- to make proposals to the boards of directors on the remuneration to board members and management board members and ensure that such proposals are in compliance with the company's remuneration policy and the evaluation of the performance of the individuals concerned (applies to Alm. Brand A/S);
- to monitor the remuneration of the management of the Risk Management department, the management of the Compliance function and the Group Chief Auditor (applies to Alm. Brand Forsikring A/S);
- to monitor the remuneration of the Group Chief Auditor and that the information in the annual report on the remuneration of the boards of directors and management boards is correct, true and sufficient.

11. Publication
This remuneration policy is published on the group's website.

In the event that any employees have received a total annual salary, including pension and variable pay, that exceeds a value of EUR 1 million, the HR department must prepare an anonymised list to be used in connection with the reporting to the Danish Financial Supervisory Authority required under section 16 of the Executive Order. The list is filed by the company secretariat together with the annual report approved by the board of directors.

In their oral reports presented at the annual general meeting, the chairmen of the boards of directors provide an account of the remuneration of the board and management board members. Such account must contain information about remuneration in the previous financial year and the expected remuneration for the current and next financial year.

The decision as to how the information relating to the remuneration policy should be published rests with the management boards.

Such publication must meet the requirements of section 15 of the Executive Order applicable from time to time.

12. Updating
The HR department is responsible for updating the remuneration policy.

The remuneration committees are responsible for the preparatory work.

The remuneration policy is subject to annual approval by the boards of directors.

13. Approval by the general meeting
Any amendments to the remuneration policy are subject to the approval by the companies' next meeting of the committee of representatives and annual general meetings, respectively.

14. Supervision of compliance with the remuneration policy
The Internal Audit department is responsible for supervising the compliance with the remuneration policy.

Such supervision is performed:

- by sample testing a number of specific salary agreements, including salary agreements that include variable salary schemes;
- by reviewing the compliance with other formal requirements of the remuneration policy.

Once every year, the Internal Audit department reports to the boards of directors on the results of the control.

As approved at the board meeting of Alm. Brand af 1792 fmba held on 21 January 2011

_____	_____
Chairman	Deputy Chairman
Jørgen H. Mikkelsen	Boris N. Kjeldsen

As approved at the board meeting of Alm. Brand A/S held on 21 January 2011

_____	_____
Chairman	Deputy Chairman
Jørgen H. Mikkelsen	Boris N. Kjeldsen

As approved at the board meeting of Alm. Brand Forsikring A/S held on 21 February 2011

_____	_____
Chairman	Deputy Chairman
Søren Boe Mortensen	Ole Joachim Jensen

As approved at the board meeting of Alm. Brand Bank A/S held on 10 January 2011

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Chairman	Deputy Chairman
Jørgen H. Mikkelsen	Boris N. Kjeldsen

As approved at the board meeting of Alm. Brand Liv og Pension A/S held on 21 February 2011

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Chairman	Deputy Chairman
Søren Boe Mortensen	Ole Joachim Jensen