

Translation from the original Norwegian version

To the General Meeting of INSR Insurance Group ASA

STATEMENT REGARDING CAPITAL INCREASE

At the Board of Directors' request we, as independent experts, issue this statement in compliance with The Public Limited Liability Companies Act section 10-2, refer to section 2-6.

The board of directors' responsibility for the statement

The Board of Directors are responsible for the information the statement is based on and for the valuations that form basis for the consideration.

The independent experts' responsibility

Our responsibility is to prepare a statement relating to the capital increase with a consideration in other than cash by the investors against consideration in shares in INSR Insurance Group ASA, and express an opinion that the value of the assets the company shall take over as the increase in share capital is at least equivalent to the agreed consideration.

The statement consists of three parts. The first part is a presentation of information in compliance with the requirements in The Public Limited Liability Companies Act section 10-2, refer to section 2-6 first subsection No 1- 4. The second part describes the procedure used to determine the consideration to the company. The third part is our opinion regarding whether the assets the company shall take over have a value which is at least equivalent to the agreed consideration.

Part 1: Information about the consideration

The Company has 18 August 2017 entered into an agreement with Alpha Insurance A/S to acquire 100 percent of the shares in NEMI Forsikring AS. Of the purchase price of NOK 320,000,000, NOK 90,000,000 shall be settled by the company issuing new shares, and NOK 230,000,000 shall be settled in cash.

The issue of the new shares results in an increase in the share capital of NOK 10,285,713.60 through the issue of 12,857,142 new shares, each with a nominal value of NOK 0,8. The new shares are issued at a subscription price of NOK 7 per share.

The assets that the company shall take over in connection with the increase in share capital is included in the board's proposal of a capital increase to the general meeting dated 30 August 2017 and consists of shares in NEMI Forsikring AS, valued at 30 August 2017.

The audited financial statements for Nemi Forsikring AS for 2016, 2015 and 2014, as well as the reviewed semi-annual accounts per 30 June 2017, are attached to this statement.

Part 2: Procedure to determine the consideration

The share sale and purchase agreement between INSR Insurance Group ASA as the buyer and Alpha Insurance A/S as the seller is negotiated by independent parties. The negotiations resulted in a share sale and purchase agreement to a given price, NOK 320,000,000, of which NOK 90,000,000 shall be settled by the company issuing new shares, and NOK 230,000,000 shall be settled in cash.

In connection with the negotiations, the value of the shares in Nemi Forsikring AS was estimated, with the last update of the estimate being per 30 August 2017. An external advisor assisted INSR Insurance Group ASA in connection with the value estimates. The board concluded that the value estimates are reasonable and undertaken in line with acknowledged valuation methods.

Both a simplified discounted cash flow model and methods where some of the key figures of Nemi Forsikring AS are compared to the corresponding key figures of INSR Insurance Group ASA and valued relative to the market capitalization of INSR Insurance Group ASA where used to estimate the value of the shares in Nemi Forsikring AS.

In the discounted cash flow model, INSR Insurance Group ASA has assessed what the likely income and expenses from Nemi Forsikring AS' business will be going forward, represented by a normalized year. These cash flows are considerably better than the corresponding historic figures of Nemi Forsikring AS as INSR Insurance Group ASA has assessed that it is likely that the combined ratio for the combined company will be in line with what is seen as good profitability in the insurance industry.

The other methods are based on the market capitalization of INSR Insurance Group ASA and pricing multiples are calculated using the market capitalization relative to key figures as profitability, solvency capital and excess value over solvency capital. The value of the shares in Nemi Forsikring is estimated by multiplying the corresponding key figures for Nemi Forsikring AS with the pricing multiple.

Some of the pricing multiples used are related to solvency capital. The models used to calculate solvency capital are based on several requirements and assumptions that partly come from the regulations directly and partly are interpreted by INSR Insurance Group ASA and Nemi Forsikring AS based on the regulations. The most important assumptions, which are associated with uncertainty, are the assumptions used in calculating the technical reserves as well as assessing the deferred tax asset. Changes to the regulations, methods and interpretations that may affect the solvency capital going forward can occur.

The value of the shares of Nemi Forsikring AS is estimated based on an overall assessment of the results of the different valuation methods and the valuations substantiates the negotiated value.

The methods used are based on several assumptions which are associated with uncertainty. These include among others assumptions regarding achievement of synergies from the transaction and that the combined ratio for the combined company will be in line with what is seen as good profitability in the insurance industry.

Part 3: The independent expert's opinion

We have performed procedures and issue our opinion in accordance with the standard for assurance engagements NSAE 3802-1 "The auditor's assurance reports and statements required by Norwegian Company legislation" issued by the Norwegian Institute of Public Accountants. This standard requires that we plan and perform procedures to obtain reasonable assurance about whether the value of the assets which the company shall take over is at least equivalent to the agreed consideration. Our procedures include an assessment of the valuation of the consideration, including valuation principles. We have also assessed the valuation methods that have been used and the assumptions that form the basis for the valuation.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusion

In our opinion the assets the company shall take over as consideration for the increase in share capital, have been valued in compliance with the described principles and that the value of the assets the company shall take over, in our opinion, is at 30 August 2017 at least equivalent to the agreed consideration in shares in INSR Insurance Group ASA, nominal value NOK 10,285,713.60 and share premium NOK 79,714,286.40.

Oslo, 30 August 2017
Deloitte AS

Roger Furholm

State Authorised Public Accountant (Norway)