



**Íslandsbanki's
Corporate Governance
Statement
2017**



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The Board of Directors of Íslandsbanki is committed to excellence in corporate governance complying with the applicable regulatory standards and best international practices in the field of corporate governance.

Íslandsbanki's governance practises are consistent with general corporate governance guidelines for entities regulated by official supervisors and regulatory instruments. The regulatory framework for corporate governance practices within Íslandsbanki consists of the law applicable to entities subject to the supervision of the Financial Supervisory Authority (FME) as well as other applicable law and regulations, including those imposed by the FME and Nasdaq Iceland, available at their respective websites (www.fme.is and www.nasdaqomxnordic.com). The applicable law includes, inter alia, the Act on Financial Undertakings no. 161/2002, the Act on Securities Transactions no. 108/2007, the Act on Competition no. 44/2005 and the Act on Public Limited Companies no. 2/1995, which along with the Íslandsbanki's Articles of Association lay the foundation for the Bank's existence and activities. The relevant law is available on the Icelandic legislature's website (www.althingi.is).

Íslandsbanki is committed to maintaining high standards of governance complying with best governance practices. Íslandsbanki was first recognised as "Exemplary in Corporate Governance" in March 2014 by the Centre of Corporate Governance at the Institute for Business Research, University of Iceland. The recognition was awarded following a comprehensive review of the practices of the Board, Board subcommittees and management. The recognition was renewed in 2015, 2016 and 2017.

Íslandsbanki maintains a Good Governance Policy and Matrix for material bank actions, which outlines all major decisions the Bank may wish to take under given circumstances. The policy is a part of the Bank's effort to improve its material actions and enhance stakeholders' trust. The Matrix for material bank actions sets specific conditions to all major decision-making and requires that all such decisions be taken after consultation with the relevant parties within the Bank and on the basis of the best information available at the time.

Compliance with Corporate Governance Guidelines

In accordance with Paragraph 7 of Article 54 of the Act on Financial Undertakings no. 161/2002, the Bank is required to comply with accepted guidelines on the governance of financial undertakings. The Board of Directors follows the Corporate Governance Guidelines (5th ed.) issued by the Iceland Chamber of Commerce, Nasdaq Iceland and SA-Business Iceland (hereinafter the Guidelines). The Guidelines are available on www.corporategovernance.is. Governance practices of the Bank are consistent with the Guidelines. Íslandsbanki complies with them except for Article 1.5. The following discussion explains the reasons behind this exception as well as measures taken in relation to them.

In accordance with Article 1.5 of the Guidelines the shareholders' meeting shall appoint members to a nomination committee or decide how they should be appointed. The Bank's shareholders, as well as the Board, have not deemed it necessary to appoint a nomination committee while the Icelandic Government (ISFI) is the sole owner of the Bank. Board members are nominated by the ISFI through a selection process administered by the Icelandic State Financial Investments (ISFI) in accordance with article 7 of Act no. 88/2009 on the Icelandic State Financial Investments.

Main aspects of Risk Management and Internal Control

Internal Control

The risk management and internal control framework of the Bank is based on the three-lines-of-defence model, as referred to in the European Banking Authority's Guidelines on Internal Governance, and aims for informed decision-making and strong risk awareness throughout the Bank. The framework is intended to ensure effective and efficient operations, adequate control of risks, prudent conduct of business, reliability of financial and non-financial information reported internally and externally, and compliance with laws, regulations, supervisory requirements and the Bank's internal rules.

The first line of defence consists of the Bank's business and support units; the second line of defence is comprised of the Bank's internal control units, Risk Management and Compliance; and the third line of defence is Group Internal Audit which keeps the Board and management informed of the quality of corporate governance, risk management and internal controls, including by performing independent and objective audits.

Risk Management

The Board of Directors has a supervising role monitoring the execution of set policies, the sound control of accounting and financial management and ensures that Group Internal Audit, Compliance and Risk Management are effective at all times.

The Executive Committee and All Risk Committee, are two of the CEO appointed Senior Management Committees, and are responsible for the implementation of the Board approved business strategy, risk appetite and policies. They are comprised of all the managing directors of the Bank, including the CEO and other members of management appointed by the CEO.

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The Executive Committee maintains an overview of the Bank's operations, coordinates key aspects of its activities and holds decision-making power in matters entrusted to it by the CEO in accordance with the Bank's strategy, policies and risk appetite.

The All Risk Committee is responsible for the review and implementation of the risk management and internal control policies issued by the Board. The ARC translates Board risk policies into risk limits for individual and business desks and issues guidelines for risk assessment and individual risk thresholds or limits in accordance with Board approved risk appetite.

Further information on the Bank's risk management structure and internal control can be found in the Bank's annual Pillar 3 Report which is published on the Bank's website.

Audit and accounting

The CEO ensures that Directors of the Board are provided with accurate information on the Bank's finances, development and operations on a regular basis and the Board Audit Committee assists the Board in fulfilling its oversight responsibilities concerning the financial reporting process, the system of internal control, the audit process.

The Bank's Finance division is responsible for the preparation of the Bank's consolidated financial statements in line with the International Financial Reporting Standards (IFRS). The Board's Audit Committee gives its opinion on annual and interim consolidated financial statements before their submission for Board approval and endorsement. Management reporting is generally presented to the Board 10 times a year. The external auditors review interim consolidated financial statements and audit the annual consolidated financial statements.

The consolidated financial statements are published on an annual and quarterly basis. The Risk management notes to the consolidated financial statements form part of the accounting process, see further notes 48-73 of the consolidated financial statements.

As is provided for in the Act on Financial Undertakings and the Bank's Articles of Association, the Bank's external audit firm is elected at the AGM. At the 2016 AGM the Icelandic National Audit Office (INAO) was elected, for the first time, to serve as Íslandsbanki's independent external auditing firm, in accordance with Article 4 of Act no. 46/2016 on the Auditor General and the auditing of government accounts for a term of five years. The INAO has concluded an agreement and trusting Ernst & Young with carrying out the Bank's external audit on its behalf.

Group Internal Audit

The Chief Audit Executive is appointed by the Board, reports directly to the Board and directs Group Internal Audit with a mandate from the Board. Group Internal Audit operates independently from other departments in accordance with Article 16 of the Act on Financial Undertakings no. 161/2002. The department provides the Board with independent and objective assurance over the effectiveness of risk management, control and governance processes. The Chief Audit Executive is engaged by the Board and is responsible for internal audit on a group basis. The responsibilities and authorisations of the CAE and Group Internal Audit are further outlined in the Group Internal Audit Charter.

Compliance

As a financial undertaking licensed to conduct securities trading and an issuer of listed financial instruments, Íslandsbanki operates a compliance department. The Bank's Compliance Officer is hired by the CEO, subject to Board confirmation, conferring the department's mandate. The Compliance officer maintains an independent position within the Bank's organisation and is responsible for monitoring and assessing regularly whether the Bank's operations, regarding securities transactions, are in compliance with applicable law. Furthermore, the Compliance Officer is responsible for assessing and monitoring the Bank's compliance with Act on Measures against Money Laundering and Terrorist Financing no. 64/2006 and the Bank's responsible officer under the US Foreign Account Tax Compliance Act (FATCA) and the OECD Common Reporting Standard (CRS). Moreover, the Compliance Officer is responsible for supervision of compliance risk within the Bank.

Íslandsbanki Values, Code of Conduct and Social Responsibility

Íslandsbanki's values are the pillars of the Bank's corporate culture, shaping the conduct and attitudes of its employees. The values insist on employees being professional, disciplined in their working procedures, and following matters through – professional, positive and progressive.

In order to maintain and strengthen the credibility and the reputation of the Bank, all employees were involved in formulating the Bank's Code of Conduct which is available on the Bank's website. The aim of the code is to promote good operational and business practices, increase trust and guide employees in their daily work.

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Íslandsbanki seeks to work in harmony with the communities in which it operates, delivering support for its immediate environment in the areas of culture, sports, community affairs as well as entrepreneurship and innovation. This participation in community programmes rests on Íslandsbanki's Corporate Social Responsibility Strategy which is set by the Board. The strategy covers five key areas: business, education, environment, workplace, and community. Furthermore, the Bank produces an annual report, Íslandsbanki in the Community: Global Compact, which can be accessed on the Bank's website. For the last eight years Íslandsbanki has been a signatory to the UN Global Compact on social responsibility. The compact is a guide for companies on how to be socially responsible in practice.

Board of Directors

The Board of Directors comprises seven non-executive directors, and two alternates, elected at each AGM for a term of one year. The Chairman of the Board is elected by the shareholders' meeting. There are no limitations on duration of Board membership.

The Board undertakes the Bank's affairs in between shareholders' meetings unless otherwise provided by law or the Bank's Articles of Association. The Board is responsible for setting the Bank's general strategy and instructs the CEO on its further implementation and execution. The Board has a supervisory role in that it oversees that the Bank's organisation and activities are at all times in accordance with the relevant law, regulations and good business practices. The CEO and Chief Audit Executive are hired by the Board.

The Rules of Procedure of the Board are adopted in accordance with Article 70 of the Act on Public Limited Companies no. 2/1995 and Article 54 of the Act on Financial Undertakings no. 161/2002. The Board's current rules of Procedure, adopted on 12 January 2017, are available on the Bank's website. According to its Rules of Procedure, at meetings of the Board the presence of at least five members of the Board is required to constitute a quorum. The Board met 24 times in 2017, each time constituting a quorum.

Candidates for board membership are nominated through a selection process administered by ISFI in accordance with Article 7 of Act no. 88/2009 on Icelandic State Financial Investment. The Articles of Association of the Bank provide that the ratio of each gender on the Board of Directors shall not be lower than 40%, currently the Board is comprised of four women and three men. In other respects than the foregoing the Board has not set a specific policy on Board diversity.

The Board appoints subcommittees, each one comprising Board members and operating under the terms of a mandate letter from the Board as well as the Rules of Procedure of the Board. The mandate letters of Board subcommittees are available on the Bank's website:

The Board Audit Committee, comprising three Board members, assists the Board in fulfilling its oversight responsibilities concerning the financial reporting process, the system of internal control, the audit process and the Bank's process for monitoring compliance with the relevant laws and regulations and its code of conduct. The committee met 8 times in 2017, each time constituting a quorum.

The Board Risk Management Committee, comprising four Board members, is responsible for assisting the Board in providing oversight of senior management's activities in managing risk relevant to the Bank's operations. This includes credit risk, market risk, operational risk, liquidity risk, compliance risk and reputational risk. The committee met 9 times in 2017, each time constituting a quorum.

The Board Corporate Governance, Compensation and Human Resource Committee, comprising three Board members, assists the Board in overseeing the development and the regular assessment of the Bank's approach to corporate governance issues and board effectiveness. Furthermore it is responsible for providing oversight regarding compensation and human resource issues. The committee met 11 times in 2017, each time constituting a quorum.

	Board Corporate Governance, Compensation and HR Committee	Board Audit Committee	Board Risk Management Committee
Friðrik Sophusson			
Anna Þórðardóttir			
Auður Finnbogadóttir			
Árni Stefánsson			
Hallgrímur Snorrason			
Heiðrún Jónsdóttir			
Helga Valfells			

 Member
  Chair

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Members of the Board

Friðrik Sophusson, Chairman of the Board, (b. 1943), joined the Board in January 2010. Friðrik has comprehensive experience in fiscal policy-making, management, and public service in Iceland. He has also served on the board of several companies and institutions. He was Managing Director of the Icelandic Management Association from 1972 until 1978, when he was elected to Parliament. During his tenure as an MP, he held the position of Minister of Industry and Energy in 1987-1988 and Minister of Finance in 1991-1998. He was appointed CEO of Landsvirkjun, the National Power Company of Iceland, in 1999 and held that position for almost 11 years. He serves as chairman of the board of Hlíðarendi, a private non-profit institution, and is an alternate board member of Fondement, a private non-profit institution.

Friðrik holds a Cand. Jur. from the University of Iceland.

Sub-Committees: Chairman of the Board Corporate Governance, Compensation and Human Resource Committee.

Anna Þórðardóttir, (b. 1960) joined the Board in April 2016. She has been a board member of a number of companies and organisations, including KPMG and the Institute of State Authorised Public Accountants in Iceland. She is currently a member of the board of The Icelandic Center for Future Studies (Framtíðarsetur Íslands) and Heimavellir and is chairman of the Board Audit Committee of Hagar Anna was an employee of KPMG in 1988-2015, where she became partner in 1999. While at KPMG, she was responsible for the audit of the following companies: Reitir, Hagar, 365, Baugur Group, Vodafone, Landfestar, Landey, 10-11 and Félagsbústaðir.

Anna holds a Cand Oecon. in Business Administration from the University of Iceland and is a Chartered Accountant. She has also studied towards a Cand. Merc in Financial studies from Handelshøjskolen in Århus, Denmark.

Sub-Committees: Chairman of the Board Audit Committee and a member of the Board Risk Management Committee.

Auður Finnbogadóttir (b. 1967) joined the Board in April 2016. She has extensive financial market experience, including work as managing director of Lífsverk pension fund; Brú, the pension fund for employees of Kópavogur municipality; and MP Bank. She has served as chairman of the board of the Competition Authority in Iceland and has been a member of the board of the Iceland Enterprise Investment Fund, Icelandair Group, Landsnet, Norðlenska and Nýi Kaupþing banki. Auður is currently managing director of Sólheimar, a private non-profit institution in Grímsnes.

Auður holds a B.Sc. in International Business from the University of Colorado and an MBA from Reykjavík University, and is a securities broker licensed by the Icelandic Ministry of Finance and Economic Affairs.

Sub-Committees: Member of the Board Risk Management Committee.

Árni Stefánsson (b. 1966) joined the Board in April 2016. He has extensive management experience in heavy industry in Iceland and is currently manager and member of the executive board at the Rio Tinto primary aluminium plant. Previously, he was a manager and member of the board of directors of the Century Aluminium plant Norðurál in Grundartangi; manager and vice-president with Landsnet, the electric transmission grid company of Iceland; and manager with Landsvirkjun, the National Power Company of Iceland.

Árni holds an M.Sc. and B.Sc. in electrical engineering from Alborg University in Denmark.

Sub-Committees: Member of the Board Risk Management Committee.

Hallgrímur Snorrason (b. 1947) joined the Board in April 2016. An independent consultant in official statistics, he was Director-General of Statistics Iceland in 1985-2007 and Deputy Managing Director of the National Economic Institute of Iceland in 1980-1984. Has been a member of the board of several companies, including Útvegsbanki Íslands, Skýrr and Auður Capital. He has also chaired or served on a number of governmental committees, both domestically and in connection with Nordic cooperation, EFTA, EU and the OECD.

Hallgrímur holds a M.Sc. in Economics from the University of Lund in Sweden and a B.Sc. in Economics from the University of Edinburgh.

Sub-Committees: Member of the Board Corporate Governance, Compensation and Human Resource Committee and the Board Audit Committee.

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Heiðrún Jónsdóttir (b. 1969) joined the Board in April 2016. She is an attorney at law with Fjeldsted and Blöndal Legal Services and serves on the board of Síminn and Olíuverzlun Íslands. Previously, she was Managing Director at Eimskipafélag Íslands, Lex Legal Services, and Legal and Human Resources at KEA. She has been chairman of the board at Norðlenska, Íslensk Verðbréf and Gildi pension fund and has been a member of the board of the Icelandic Banks' Data Centre (RB), Ístak, the securities depository Arion Verðbréfavarsla, Þekking and the Icelandic Pension Funds Association.

Heiðrún holds a Cand. Jur from the University of Iceland and is a securities broker licensed by the Icelandic Ministry of Finance and Economic Affairs. She completed an Advanced Management Program (AMP) at IESE Business School in Barcelona in 2017.

Sub-Committees: Member of the Board Corporate Governance, Compensation and Human Resource Committee and the Board Audit Committee.

Helga Valfell (b. 1964) joined the Board in September 2013. Helga is one of the founders of the Icelandic venture firm Crowberry Capital, where she currently serves as CEO. Previous employers include Estée Lauder UK, Merrill Lynch Europe, and the Trade Council of Iceland, where she worked with a number of export companies. Helga was a director of NSA Ventures in 2010-2016. During her tenure with the Fund, she sat on 14 start-up boards. An active entrepreneur, she has participated in founding start-up companies and previously acted as an advisor to the Icelandic Minister of Business Affairs. Furthermore, she has worked as an independent consultant for a number of export companies from Iceland, the UK, and Canada. She is an alternate board member of FSÍ (Framtakssjóður Ísl) GP.

Helga holds a B.A. from Harvard University and an MBA from London Business School. Sub-Committees: Chairman of the Board Risk Management Committee.

Alternate members of the Board are two; **Herdís Gunnarsdóttir** and **Pálmi Kristinsson**, both since April 2016.

All members of the Board are considered independent from the Bank, its main clients, competitors and shareholder.

Board Performance Assessment

At least once a year, as provided for in the Board's Rules of Procedure, the Board assesses its work, procedures and practices as well as each of its members. This performance assessment is intended to improve working methods and increase the efficiency of the Board. The assessment entails an evaluation of the strengths and weaknesses of the Board's work and practices. This is i.a. based on an assessment of the necessary number of board directors, the board structure in relation to knowledge and experience, board procedure and practices. This assessment was last performed by the Board in February 2018 for the preceding year.

Senior Management

The Chief Executive Officer (CEO) is responsible for the day-to-day operations of the Bank and that the Bank's business is, at all times, in accordance with the Bank's Articles of Association, policies of the Board and the relevant law. The CEO engages the Bank's Compliance Officer and appoints members of the Executive Committee and other Senior Management Committees.

Birna Einarsdóttir (b. 1961) is the CEO of Íslandsbanki. She holds a Cand. Oecon. in Business Administration from the University of Iceland and an MBA from the University of Edinburgh. Birna has been with Íslandsbanki and its predecessors in various divisions for over 20 years and CEO since 15 October 2008. Previous to that she was a Senior Product Manager at the Royal Bank of Scotland and marketing manager for the Icelandic Broadcasting Company Stöð 2 (Channel 2) and Íslensk getspá. Birna is the chairman of the board of Icelandic Financial Services Association. Birna is considered independent from the Bank, its main clients, competitors and shareholder.

The executive committee consists of seven people, including the CEO: **Birna Einarsdóttir**, CEO since October 2008, **Jón Guðni Ómarsson**, Chief Financial Officer since October 2011, **Sigríður Hrefna Hrafnkelsdóttir**, Managing Director of Personal Banking since May 2017, **Sigríður Olgeirsdóttir**, Chief Operating Officer since September 2010, **Sverrir Örn Þorvaldsson**, Chief Risk Officer since November 2010, **Una Steinsdóttir**, Managing Director of Business Banking since May 2017 and **Vilhjalm Már Þorsteinsson** Managing Director of Corporate & Investment Banking since May 2017.

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Senior Management Committees

Senior Management Committees are advisory committees appointed by the CEO. Senior Management Committees are divided into Executive Committees and Business Committees. The committees are appointed by the CEO, and their letters of mandate and rules of procedure are documented in a charter set by the CEO and presented to the Board.

The Executive Committees: The **Executive Committee** and the **All Risk Committee** are responsible for the implementation of the Board approved business strategy, risk appetite and policies and consist of the CEO, all managing directors as well as other members of senior management appointed by the CEO.

Business Committees: The Asset and Liability Committee, the Senior Credit Committee, the Investment Committee, the Operational and Security Committee, are responsible for the approval of business proposals and their operational framework and implementation subject to internal rules and guidelines issued by the All Risk Committee and the Board.

The Executive Committee, chaired by the CEO, is responsible for implementing the Board approved business strategy.

The All Risk Committee is responsible for the review and implementation of the risk management and internal control policies issued by the Board. The All Risk Committee translates Board risk policies into risk limits for individual and business desks and issues guidelines for risk assessment and individual risk thresholds or limits in accordance with Board approved risk appetite.

The Business Committees decide on individual business proposals in accordance with the rules and procedures issued by the All Risk Committee and the Board.

The Senior Credit Committee decides on proposals on lending and is the formal venue for discussion and review of individual loan proposals.

The Asset and Liability Committee decides on proposals regarding market risk, liquidity risk, funding, capital and internal and external pricing.

The Investment Committee decides on proposals regarding the purchase, sale and valuation of equity stakes and other investments of the bank.

The Operational and Security Committee decides on proposals regarding new products and services, continuous operation and material changes in systems and procedures.

Arrangement of communications between shareholders and the Board

The Board communicates with shareholders in accordance with the relevant laws, the Bank's Articles of Association and the Board's Rules of Procedure. Members of the Board of Directors shall, in their duties and decision-making, safeguard the interests of the Bank and its shareholders in accordance with the provisions of Act no. 2/1995, on Public Limited Companies, Act no. 161/2002, on Financial Undertakings, and other relevant rules and guidelines respecting the activities of financial undertakings.

The Bank is wholly owned by the Icelandic Government since January 2016, directly and through ISB Holding, which is also wholly owned by the Icelandic Government. The shares are administered by Icelandic State Financial Investments (ISFI) in accordance with the Act on Icelandic State Financial Investments no. 88/2009. Shareholders' meetings, the supreme authority of the Bank, are the general forum for informing and communicating with shareholders. Following each publishing of financial results of the Bank a meeting is held with the ISFI to present the relevant financial results. In between meetings of the Bank's shareholders the Chairman of the Board, on behalf of the Board of directors, is responsible for communications with shareholders.

Information on infringements of laws and regulations that the appropriate supervisory or ruling body has determined.

No remarks were received from supervisory entities in 2017 concerning violations of laws or regulations. Information on legal cases relating to Íslandsbanki can be found in the notes to the consolidated financial statements.

This Corporate Governance Statement was approved by Íslandsbanki's Board of Directors on 13.2.2018.