



Íslandsbanki hf. Annual General Meeting

21 March 2024

Íslandsbanki hf. (the Bank) held its Annual General Meeting in the Ballroom at the Reykjavik Edition hotel, Austurbakki 2, 101 Reykjavik on Thursday 21 March 2024, 16:00 local time. Electronic participation will be available. Voting at the meeting will be conducted entirely electronically. The proceedings were conducted in Icelandic, but English-language interpretation was offered.

Meeting called to order

Chairman of the Board of Íslandsbanki, Linda Jónsdóttir called the meeting to order and welcomed guests to Íslandsbanki's 2024 Annual General Meeting.

a) Election of meeting chair and secretary

Chairman of the Board Linda Jónsdóttir proposed that Supreme Court Attorney Áslaug Árnadóttir be elected to chair the meeting. No other proposals were forthcoming, and Áslaug began her work. Áslaug proposed that Dagmar Clausen Þórðardóttir, Executive director at Íslandsbanki's legal department, be elected meeting secretary. No other proposals were forthcoming, and Dagmar began her work.

b) Validity of the meeting

The meeting chair reviewed the execution of the call to the meeting. The meeting had been called by advertisement. On 29 February 2024, an advertisement about the meeting had been published via the Nasdaq information system and on the Bank's website, followed by newspaper advertisements in *Morgunblaðið* on 1 March 2024. The meeting was called with sufficient advance notice pursuant to Article 88(a) of the Act on Public Limited Companies and the Bank's Articles of Association. The proposals to be discussed at the meeting were also published via the Nasdaq information system and on the Bank's website.

The meeting chair declared the meeting lawfully constituted and empowered to discuss the items on the agenda. The meeting chair added that information on how many shares of the Bank's total share capital were represented at the meeting would be given before the first vote.

c) Meeting structure and voting arrangements

The meeting chair briefly reviewed the arrangements for voting at the meeting, noting that it was possible to participate in the meeting both electronically and in person. Voting was to be digital and would take place solely through the Lumi system. Furthermore, it was noted that shareholders had the option of submitting comments and comments digitally through the system. The meeting chair explained as well that those in attendance who wished to speak under specific agenda items could request



to do so by signalling to the meeting chair when the floor had been opened for discussion.

The meeting chair explained that in accordance with Article 84, Paragraph 4 of the Act on Public Limited Companies, the Board of Directors had prepared a brief summary of shareholders' holdings and voting rights, which was available on the Bank's website.

Agenda:

The agenda of the meeting was as follows:

1. The report of the Board of Directors on the Bank's operations and activities for the preceding year of operation;
2. Approval of the Bank's annual financial statements and consolidated financial statements for the preceding year of operation;
3. Decision on payment of a dividend;
4. Election of the Bank's Board of Directors, alternate directors, and the Chairman of the Board;
5. Election of an auditor;
6. Decision on the remuneration to the Board of Directors and remuneration to the members of the Board's sub-committees;
7. Board proposal to amend the Bank's Remuneration Policy;
8. Board proposal to amend the Bank's Nomination Committees' Rules of Procedure;
9. Board proposals to amend the Bank's Articles of Association;
10. Board proposal on the authorisation to purchase own shares and a corresponding amendment to the Bank's Articles of Association;
11. Decision on remuneration to the members of the Bank's Nomination Committee;
12. Election of two members and one alternate member of the Bank's Nomination Committee;
13. Election of an external committee member in the Bank's Audit Committee;
14. Other matters.

The meeting chair proposed that Items 1 and 2 on the agenda – the Board report and the confirmation of the prior year's annual accounts – be considered as a single agenda item following the presentation of both the Board report and the annual accounts.

The proposal was approved unanimously.



1. The report of the Board of Directors on the Bank's operations and activities for the preceding year of operation

Chairman of the Board Linda Jónsdóttir presented the report of the Board of Directors on the Bank's activities in 2023.

2. Approval of the Bank's annual financial statements and consolidated financial statements for the preceding year of operation

CEO Jón Guðni Ómarsson reviewed the Bank's annual financial statements for 2023.

The meeting chair informed that shares with a nominal value of ISK 1,540,126,010, or which corresponds to 78.36% of the Bank's total share capital, were represented at the meeting.

The meeting chair opened the floor for comments on the report of the Board of Directors and the financial statements. No one wished to address the meeting.

The meeting chair presented the following proposal from the Board to the meeting:

The Board of Directors proposes that the Bank's annual financial statements for 2023 be approved.

The proposal was put to a vote and approved with the required majority.

3. Decision on payment of dividend

The meeting chair presented the following proposal from the Board to the meeting:

The Board of Directors proposes that a dividend of ISK 12,3 billion will be paid to shareholders for the 2023 financial year. The Bank's dividend pay-out is approximately 50% of after-tax profits of the year 2023, and in line with the Bank's long-term dividend pay-out ratio target of approximately 50%. The Board of Directors may convene a special shareholder meeting later in the year where a proposal regarding payment of a dividend of profit for previous fiscal years could be suggested. If the proposal is approved by the shareholders, the Bank's shares traded on and after 22 March 2024 (Ex-date) will be ex-dividend. The right to a dividend will be paid to shareholders registered in the Bank's shareholders registry at the end of 25 March 2024 (Record date). The payment date of the dividend will be 2 April 2024.

The meeting chair opened the floor for discussion.

No one wished to address the meeting. The proposal was put to a vote and approved with the required majority.

4. Election of the Bank's Board of Directors, alternate directors and the Chairman of the Board

The meeting chair stated that, in accordance with the law and the Bank's Articles of Association, the Board must be elected at the Annual General Meeting for a term of one year and must comprise seven members and two alternates. The Chairman of the Board is to be elected separately at the Annual General Meeting.



The Bank's Nomination Committee had requested that interested parties declare their candidacy for the Board no later than 16:00 (GMT) on 24 January 2024. The general deadline for declaration of candidacy had been at 16:00 (GMT) on 16 March 2024, and no further notices of candidacy had been received. In a report published on the Bank's website and the Nasdaq information system on 29 February 2024, the Nomination Committee had announced its nominations and explained the methods it used in its work leading up to the AGM.

The Board of ISFI nominates candidates for election to the Board of the Bank in proportion to the State's shareholding in the Bank at the time the election is held. The Board of ISFI had nominated the following three individual and one alternate to serve on the Íslandsbanki Board of Directors.

- Agnar Tómas Möller, Board member
- Haukur Örn Birgisson, Board member
- Valgerður Hrund Skúladóttir, Board member
- Herdís Gunnarsdóttir, alternate Board member

The Nomination Committee of Íslandsbanki had recommended that, in addition to those nominated by ISFI, the following four individuals and one alternate be elected to the Íslandsbanki Board of Directors.

- Helga Hlín Hákonardóttir, Board member
- Linda Jónsdóttir, Board member
- Stefán Pétursson, Board member
- Stefán Sigurðsson, Board member
- Páll Grétar Steingrímsson, alternate Board member

The Nomination Committee had also proposed that Linda Jónsdóttir be re-elected Chairman of the Board.

The meeting chair explained that because no other candidacies had been submitted, these individuals were considered duly elected as Board members, Chairman of the Board, and alternate Board members.

5. Election of an auditor

The meeting chair presented the Board's proposal concerning the election of an auditing firm, as follows:

It is proposed that the AGM of the Bank elects KPMG ehf. as the Bank's auditing firm.

The meeting chair opened the floor for discussion.

No one wished to address the meeting. The proposal was put to a vote and approved with the required majority.



6. Decision on the remuneration to Board of Directors and remuneration to the members of the Board's sub-committees

The meeting chair presented the following proposal concerning remuneration to Board members and members of the Board's sub-committees:

It is proposed that the AGM of the Bank resolves to pay remuneration to members of the Board of Directors for their services on the Board of Directors in the amount of ISK 521,000 per month and to the Chairman of the Board ISK 909,000 per month, and to the Vice-Chairman of the Board ISK 645,000 per month. In addition to that each Board member shall be paid remuneration in the amount of ISK 258,000 per month for services on sub-committees of the Board. In addition to this, the chairmen of sub-committees shall be paid ISK 58,000 per month. Remuneration to each alternate member of the Board shall be ISK 516,000 per annum, in addition to ISK 258,000 for each meeting they attend and meetings with the Financial Supervisory Authority on the Fit and Proper Assessment of Managing Directors and Directors of Financial Undertakings. Remuneration to the chairman of the Bank's Audit Committee shall be ISK 380,000 per month.

Remuneration to members of the Board of Directors for work in sub-committees considers the number of committees on which the Board members serve. Remuneration is however not paid for serving on more than two committees.

The meeting chair opened the floor for discussion.

No one wished to address the meeting. The proposal was put to a vote and approved with the required majority.

7. Board Proposal to amend the Bank's Remuneration Policy

The meeting chair presented the Board's proposal that the Annual General Meeting approve the Bank's Remuneration Policy with amendments.

The meeting chair opened the floor for discussion.

No one wished to address the meeting. The Board's proposal that the Annual General Meeting approve amendments to the Bank's Remuneration Policy was put to a vote. The proposal was approved with the required majority.

8. Board proposal to amend the Bank's Nomination Committee's Rules of Procedure

The meeting chair presented the Board's proposal that the Annual General Meeting approve amendments to the Bank's Nomination Committee's Rules of Procedure.

The meeting chair opened the floor for discussion.

No one wished to address the meeting. The Board's proposal that the Annual General Meeting approve amendments to the Bank's Nomination Committee's Rules of Procedure was put to a vote. The proposal was approved with the required majority.



9. Board proposal to amend the Articles of Association

The meeting chair presented the Board's proposal that the Annual General Meeting approve amendments to the Bank's Articles of Association.

Article 4.4 of the Articles of Association will subsequently read as follows:

„ 4.4 Félagið skal hafa starfandi tilnefningarnefnd sem hefur það hlutverk að tilnefna frambjóðendur til stjórnar í félaginu á aðalfundi, eða eftir atvikum á hluthafafundi þar sem stjórnarkjör er á dagskrá. Nefndarmenn tilnefningarnefndar skulu vera þrír (3), auk tveggja varamanna. Tveir nefndarmanna tilnefningarnefndar ásamt einum varamanni skulu kjörnir af aðalfundi, eða öðrum hluthafafundi þar sem kjör nefndarmanna tilnefningarnefndar er á dagskrá, til eins árs í senn. Reglur samþykktar um stjórnarkjör skulu gilda um kosningu nefndarmanna í tilnefningarnefnd á hluthafafundi. Þriðji nefndarmaður tilnefningarnefndar og varamaður hans skulu vera stjórnarmenn í félaginu og eru þeir skipaðir af stjórn til eins árs í senn. Skipan nefndarinnar og störf hennar skulu vera í samræmi við 53. gr. laga 161/2002 um fjármálafyrirtæki. Stjórn skal stuðla að framboði nægilega margra hæfra frambjóðenda til setu í tilnefningarnefnd. Þeir sem hyggjast gefa kost á sér til setu í tilnefningarnefnd, skulu tilkynna um framboð sitt til stjórnar með sama fyrirvara og gildir um framboð til setu í stjórn. Upplýsingar um skipun nefndarmanna skal birt á vefsíðu félagsins. Starfsreglur tilnefningarnefndar skulu samþykktar á hluthafafundi.

The Company shall operate a Nomination Committee whose role is to nominate individuals to the Company's Board of Directors at the Company's Annual General Meeting, or as the case may be at a shareholders' meeting where an election to the Board is on the agenda. The Nomination Committee shall consist of three (3) members and two (2) alternate members. Two of the members of the Nomination Committee and their alternate member shall be elected at the Company's Annual General Meeting, or at a shareholders' meeting, for one year at a time. The election of members of the Nomination Committee at a shareholders meeting shall be governed by the Articles of Association's rules on the election of members of the Board of Directors. The third member of the Nomination Committee and his alternate shall be members of the Board of Directors and are appointed by the Board of Directors, for one year at a time. The composition of the Nomination Committee and its role shall be in accordance with Article 53 of the Act on Financial Undertakings No. 161/2002. Those who intend to stand for election to the Nomination Committee shall notify the Board of Directors of their candidacy within the same notice as applies for declaring candidacy to the Board of Directors. Information on the appointment of the Nomination Committee shall be made available on the Company's website. The rules of procedure of the Nomination Committee shall be approved at a shareholders' meeting."

The meeting chair opened the floor for discussion.

No one wished to address the meeting. The Board's proposal that the Annual General Meeting approve amendments to the Bank's Articles of Association was put to a vote. The proposal was approved with the required majority.



10. Board proposal on the authorisation to purchase own shares and a corresponding amendment to the Bank's Articles of Association

The meeting chair presented the Board proposal on the authorisation to purchase own shares and a corresponding amendment to the Bank's Articles of Association, as follows:

“Aðalfundur Íslandsbanka hf. haldinn 21. mars 2024 samþykkir að veita stjórn bankans heimild, á grundvelli 55. gr. laga um hlutafélög nr. 2/1995, til að kaupa fyrir hönd bankans allt að 10% af hlutafé hans. Heimild þessi skal nýtt í þeim tilgangi að setja upp formlega endurkaupaáætlun eða til að gera hluthöfum almennt tilboð um kaup bankans á eigin bréfum, t.d. með útboðsfyrirkomulagi, enda sé jafnræðis hluthafa er gætt við boð um þátttöku í slíkum viðskiptum. Framkvæmd endurkaupa á grundvelli heimildar þessarar er háð því skilyrði að fyrirfram samþykki Fjármálaeftirlits Seðlabanka Íslands, samkvæmt samkvæmt 77. gr. reglugerðar ESB nr. 575/2013 um varfærniskröfur að því er varðar lánastofnanir og verðbréfafyrirtæki (CRR), hafi verið veitt.

Heimild þessi gildir í 18 mánuði frá aðalfundardegi árið 2024.

The Annual General Meeting of Íslandsbanki hf. held on 21 March 2024 authorises the Board of Directors, based on Article 55 of the Company Act no. 2/1995, to acquire on behalf of the Bank up to 10% of issued share capital of the Bank. The authorisation shall be used to set up a formal share repurchase program or for the purpose of offering shareholders generally to sell their shares to the Bank e.g., through auction where equal treatment of shareholders is ensured. The repurchase of shares under this authorisation is conditional upon the prior approval of the Financial Supervisory Authority of the Central Bank of Iceland in accordance with Article 77 of Regulation (EU) on Prudential Requirements for Credit Institutions and Investment Firms, No. 575/2013 (CRR).

This authorisation shall remain in effect for 18 months after the Bank's Annual General Meeting in 2024.”

The meeting chair opened the floor for discussion.

No one wished to address the meeting. The Board proposal on authorisation for share buybacks and corresponding amendment to the Articles of Association was put to a vote. The proposal was approved with the required majority.

11. Decision on remuneration to the members of the Bank's Nomination Committee

The meeting chair presented the following proposal concerning remuneration to the members of the Bank's Nomination Committee:

It is proposed that the AGM of the Bank resolves to pay remuneration to members of the Nomination Committee in the amount of ISK 190,000 per member for each meeting they attend, although a maximum of ISK 1,520,000 for the preparation of each board election.

The meeting chair opened the floor for discussion.

No one wished to address the meeting. The proposal was put to a vote and approved with the required majority.



12. Election of two members and one alternate member of the Bank's Nomination Committee

The meeting chair explained what since the Board's proposal to amend the Bank's Articles of Association in item 9 was approved, it is proposed that the Annual General Meeting elect two members and one alternate member of the Bank's Nomination Committee.

The following candidates stood for election for the Nomination Committee as committee members:

- Helga Valfells
- Hilmar Garðar Hjaltason

The following candidate stood for election for the Nomination Committee as an alternate member:

- Anna Rut Þráinsdóttir

The meeting chair explained that because no other candidacies had been submitted, these individuals were considered duly elected as members of the Nomination Committee and alternate member of the Nomination Committee.

13. Election of an external committee member in the Bank's Audit Committee

The meeting chair presented the following proposal concerning election of an external committee member in the Bank's Audit Committee:

It is proposed that the AGM elects Páll Grétar Steingrímsson, chartered accountant, as an external member of the Bank's Audit Committee.

The meeting chair opened the floor for discussion.

No one wished to address the meeting. The proposal was put to a vote and approved with the required majority.

14. Other matters

The meeting chair reported that one shareholder had submitted a request to receive a specific proposal for consideration at the meeting, but that request was received after the mandatory deadline for submitting proposals for the meeting had expired. Therefore, the proposal was not processed at the meeting.

Pétur Þorsteinsson, shareholder spoke and requested that chocolate be offered at the Bank's branch on Suðurlandsbraut. The CEO of the Bank said that he would see to it.

Linda Jónsdóttir, Chairman of the Board spoke. Linda informed the meeting that the following question was received from a shareholder: "Was Íslandsbanki's offer for the purchase of TM Insurance hf. in some way contingent upon the approval of Íslandsbanki's shareholders?"



Translation from Icelandic

Linda informed the meeting that the Bank's offer for TM insurance hf. was made with the proviso that the shareholders' meeting of Íslandsbanki approve the issue of new share capital to pay the purchase price.

The meeting chair opened the floor for discussion.

The meeting approved the meeting chair's request that the meeting chair and secretary be authorised to complete the minutes after the meeting, as the minutes would be published on the Bank's website.

There were no other matters, and the meeting was adjourned at 17:29.

Meeting chair

Meeting secretary

Áslaug Árnadóttir, Supreme Court Attorney

Dagmar Clausen Þórðardóttir

This is an English translation. The original Icelandic text, as published on the Bank's website (www.islandsbanki.is), is the authoritative text. Should there be discrepancy between this translation and the authoritative text, the latter prevails.