



## Annual General Meeting of Íslandsbanki hf. 2023

The Board of Directors of Íslandsbanki hf. hereby announces that the Annual General Meeting of the Bank will be held on Thursday, 16 March 2023, 16:00 local time, in Norðurljós in Harpa concert hall, Reykjavík. Electronic participation will be available. Voting at the meeting will be conducted entirely electronically regardless of whether shareholders attend the meeting venue or participate electronically. The meeting will be conducted in Icelandic, but translation services into English will be available.

### The meeting's agenda is 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

*Information on candidates and the report of the Bank's Nomination Committee is announced concurrently with the meeting announcement on Nasdaq Iceland and on the Bank's website [www.islandsbanki.is/shareholdersmeetings](http://www.islandsbanki.is/shareholdersmeetings)*

5. Election of an auditor
6. Decision on the remuneration to the Board of Directors and compensation to the members of the Board's sub-committees
7. Board proposal for the Bank's Remuneration Policy
8. Board proposal for the Bank's Nomination Committees' Rules of Procedure
9. Board proposals to amend the Articles of Association

*If the proposal is approved, amendments will be made to Articles 7.3 and 8.1, and a new Article 7.4 added to, the Articles of Association of the Bank to reflect the powers of the Resolution Authority of the Central Bank of Iceland in accordance with the Act on Resolution of Credit Institutions and Investment Firms No. 70/2020.*

*On the Bank's website, [www.islandsbanki.is/shareholdersmeetings](http://www.islandsbanki.is/shareholdersmeetings), is a document that provides an overview of the proposed changes to the Bank's Articles of Association, as well as a clean version of the updated Articles of Association.*

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

*If the proposal is approved, the Board of Directors is authorised to purchase up to 10% of the Bank's share capital. 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. The authorisation shall remain in effect for 18 months after the Bank's Annual General Meeting in 2023. The repurchase of shares is subject to prior approval by the Financial Supervisory Authority of the Central Bank of Iceland.*

11. Other matters.

### General information

All shareholders are entitled to attend the Annual General Meeting, to address the meeting and exercise their voting rights. In addition to shareholders and their proxies, the Bank's auditor, Board of Directors and the CEO of the Bank have the right to attend the meeting. They shall have unrestricted rights to speak and submit motions at the meeting. Members of the Board's subcommittees shall also be allowed to attend the meeting. The Board of Directors may also invite experts to attend the meeting. A shareholder may attend a meeting along with its advisor, but such advisor has neither the right to submit proposals nor to vote at the meeting. A shareholder is, however, authorised to allow his advisor to speak on his behalf. Also, representatives from the



Financial Supervisory Authority of the Central Bank of Iceland may attend the meeting, but such representative has neither the right to submit proposals nor to vote at the meeting.

Participation at the AGM by electronic means is available, via the Lumi AGM web solution, in which a livestream from the meeting will be accessible and shareholders can submit questions. Electronic participation equals attendance at the meeting and confers full participation rights in the meeting. Voting at the meeting will be conducted entirely via Lumi AGM regardless of whether shareholders attend the meeting venue or participate electronically. Computer, tablet or smartphone can be used for voting. Electronic voting before the announced time of the AGM will not be available.

Shareholders of record according to the Bank's share registration system on the day of the AGM may exercise their rights at the meeting. Shareholders may authorise a proxy to attend the Annual General Meeting and vote on their behalf. Shareholders alone are responsible to who they give proxy to or share their login credentials with. The required form of a proxy is available on the Bank's website [www.islandsbanki.is/shareholdersmeetings](http://www.islandsbanki.is/shareholdersmeetings). A proxy is valid only for attendance at one shareholders' meeting unless otherwise clearly stated in the contents of the proxy. Shareholders, who also are legal entities or who intend to authorise a proxy to attend the Annual General Meeting on their behalf, are instructed to make sure that the proxy is legally authorised to do so.

**In order to ensure the timely processing of shareholders' requests to receive login credentials, shareholders or shareholders' proxies who wish to attend the meeting, either remotely or in person, are asked to register at [www.lumiconnect.com/meeting/islandsbanki2023](http://www.lumiconnect.com/meeting/islandsbanki2023) no later than by 4:00 p.m. on 15 March 2023, being the day before the meeting. Registration requires a photo of ID and a proxy form, if applicable. Written questions regarding the agenda and/or submitted documents shareholders want answered at the meeting shall be submitted before the same deadline to [shareholders@islandsbanki.is](mailto:shareholders@islandsbanki.is).**

Shareholders are entitled to have a specific matter dealt with at the meeting if he/she so requests by sending an email to [shareholders@islandsbanki.is](mailto:shareholders@islandsbanki.is) no later than ten days prior to the Annual General Meeting i.e., no later than 16:00 Icelandic time, 6 March 2023. Such a request shall be accompanied by grounds or a draft resolution.

The share capital of Íslandsbanki amounts to ISK 10,000,000,000 – ten billion Icelandic Krónur. The share capital is divided into 2,000,000,000 shares of ISK five (5) in nominal value, or multiples thereof. At shareholders' meetings, each króna of share capital carries one vote except treasury shares. A shareholders' meeting shall be duly constituted, regardless of attendance, if it was lawfully convened and if one or more shareholders attend the meeting.

The agenda, the Board of Directors' proposals for the meeting, the financial statement for the year 2022, information on how shareholders can receive their login credentials, the process of electronic voting and other documents for the Annual General Meeting (AGM) are available on the Bank's website, [www.islandsbanki.is/shareholdersmeetings](http://www.islandsbanki.is/shareholdersmeetings), and are accessible at the Bank's headquarters. All documents presented to the AGM are available in both Icelandic and English. Should there be discrepancy between the English and the Icelandic version, the latter prevails.

Kópavogur, 22 February 2023  
Board of Directors of Íslandsbanki hf.