



## Proposed amendment regarding agenda item 16 – Proposal to amend the Rules of Procedure for the Bank's Nomination Committee.

Reference is made to the Board's proposal to amend Article 3(3) of the Rules of Procedure of the Bank's Nomination Committee, as set out in Agenda Item 16.

The Board of Directors of Arion Bank proposes the following amendment to the original proposal, whereby the underlined text shall be added, and the strikethrough text shall be removed.

„That at Article 3(3) be amended to read as follows:

Based on shareholders' proposals and submissions of candidacy, the Committee shall propose to the shareholders candidates to serve on the Board of Directors and publish its proposal ~~along with other declarations of candidacy~~ at least ~~40~~21 days prior to the Annual General Meeting or other shareholder meetings where Board election is on the agenda. The Committee shall arrange for details of all candidates for Board election to be published no later than 10 days prior to such meeting. Following expiry of the deadline for Board candidacy, the Committee is authorised to update its proposal on Board candidates and publish its final proposal together with the list of Board candidates. In its proposal for candidates, the Committee shall propose which candidate shall serve as the Chairman and the Vice Chairman of the Board of Directors of the Bank. The Committee shall also propose to the Annual General Meeting the remuneration payable to the members of the Board of Directors. The Committee's proposal of candidates and remuneration shall be sent to all shareholders or made publicly available.”

### Explanatory note to the proposed amendment:

*The proposed amendment is based on the premise that the Nomination Committee shall assess the candidacies received within a specific deadline, which is determined by the Committee for each Annual General Meeting or other shareholders' meeting where the election of the Bank's Board is on the agenda. The Committee shall publish its report and proposals on the composition of the Board no later than 21 days prior to the relevant meeting. However, this specific deadline set by the Committee does not limit candidate's right to declare candidacy to the Bank's Board after the Committee's deadline. This is in accordance with the general deadline for Board candidacy set out in Article 17.3 of the Bank's Articles of Association, as amended in accordance with the Board's proposals, cf. agenda item 15. Furthermore, it is proposed that the Nomination Committee be authorized to update its proposals on the composition of the board after the general deadline for Board candidacy has passed and submit its final report no later than 10 days before the meeting, along with other declaration of candidacy submitted to the Board.*