



Proposals

Annual General Meeting 2020

Proposals for the Annual General Meeting of Landsbankinn hf.

22 April 2020

1. Annual financial statements for the past operating year, together with a report from the auditor, placed before the meeting for attestation (item no. 2 of the Agenda)

The Board of Directors of Landsbankinn moves that the AGM approve the Bank's annual financial statements for 2019.

2. Decision on the payment of dividend and disposition of profit from the past accounting year (item no. 3 of the Agenda)

The Board of the Directors proposes to the AGM that no dividend be paid for the accounting year 2019.

Note:

In light of the economic uncertainty linked to the Covid-19 outbreak and in line with directions from the Central Bank of Iceland, the Board of Directors proposes that no dividend be paid for the accounting year 2019.

3. The Board of Directors proposes a remuneration policy and submits it to the meeting for approval (item no. 4 of the Agenda)

The Board of Directors moves that the AGM approve the following remuneration policy:

Article 1 Objective

Landsbankinn hf. emphasises hiring and employing exceptional personnel. The aim of the remuneration policy is to make Landsbankinn a desirable workplace for qualified employees to ensure the Bank's competitiveness, continued development and acceptable profitability. A remuneration policy incorporates objectives on confidence in the Bank's management and operation, that the Bank leads the field in good governance and social responsibility, that its interests are always protected, not least its reputation and credibility, and that it operates in accordance with the principles, values and business ethics that properly apply to a publicly-owned bank.

The remuneration policy shall support sound operation in the long term and not encourage unreasonable risk-taking. It is the Bank's aim that the terms of employment of executives and other employees are competitive yet moderate and not leading in the market. In determining terms of employment, responsibility and performance shall be taken into account, as well as equal rights perspectives.

Article 2 Remuneration

The State Ownership Policy for Financial Undertakings from July 2017 states that a remuneration policy shall be competitive yet moderate and not leading.

Competitive remuneration here means that the Bank shall be able to attract and retain qualified personnel and that the Bank can be competitive as regards human resources without offering the highest wages.

The point about wages not being leading means that wage developments in a wider context shall be taken into account, as well as the impact on wage developments in general. Remuneration that falls in the top bracket offered in the labour market, while not the highest, is considered leading.

Moderation involves careful and considered wage decisions that do not promote a great or growing wage gap, having regard for responsibility, duties and performance. Natural regard shall also be had for the terms offered by companies majority-owned by the State to employees in similar job positions. Major salary changes over a short period are to be avoided. Rather, wages should be raised regularly and in line with general wage development. The arrangement of wages and other benefits shall be as simple and transparent as possible.

Article 3 Remuneration Committee

The Bank's Remuneration Committee is comprised of three Directors of the Board. The role of the Remuneration Committee is to guide the Board of Directors and CEO in determining the terms of employment of key executives. The Committee shall ensure that the terms of employment of the Bank's executives are within the framework provided by the remuneration policy and report on its implementation yearly in connection with the Bank's AGM. The conclusions of the report shall be included in the Bank's annual report. The Committee shall monitor the developments of collective bargaining agreements, trends in salary expenses and number of employees. The Board of Directors shall set rules of procedure for the Committee, further providing for its role, and publish the rules on the Bank's website.

Article 4 Directors' terms of employment

Directors of the Board shall receive a set monthly salary in accordance with the decision of the AGM each year as provided for in Article 79 of Act No. 2/1995, on Public Limited Companies. Directors shall also receive a salary for participation in the work of sub-committees of the Board. In determining the salary amount, consideration shall be had for hours spent on the job, the responsibilities borne by the Directors and the Bank's performance. Pension fund contributions shall be paid on salaries to Directors in accordance with labour market rules. The Remuneration Committee presents the Board of Directors with a substantiated proposal for salaries to Directors in the coming operating year. The Board of Directors deliberates on the Committee's proposal and submits a final proposal on remuneration to the AGM. The Bank reimburses Directors domiciled outside the capital region for travel expenses. Directors may not conclude severance agreements with the Bank.

Article 5 Remuneration to the CEO and executives

Remuneration to the CEO and executives of the Bank shall be competitive yet moderate and not leading, cf. Article 2 of this remuneration policy.

Agreements with the CEO and the Bank's key employees shall not include severance pay in excess of provisions in employment contracts, collective bargaining agreements and legal provisions. The contractual notice period of the CEO and key employees shall not exceed twelve months, having regard for duties and responsibilities.

Article 6 Remuneration policy of subsidiaries etc.

The Board of Directors of the Bank shall encourage subsidiaries to adopt remuneration policies that are competitive yet moderate and not leading.

The Board of Directors shall promote the clear inclusion of the remuneration guidelines set forth in Article 2 of this remuneration policy.

The CEO shall submit to the Board of Directors of the Bank a draft remuneration policy for subsidiaries, as well as a proposal for remuneration to directors of their boards.

Article 7 Varying terms

The Bank shall not conclude or authorise agreements that provide for performance-linked payments, i.e. not authorise agreements that provide for remuneration based on performance which is not included in regular terms of employment, whereby the final amount or scope of payment cannot be determined in advance.

Any move by the Board of Directors to instigate a bonus system within the Group must first be approved by a shareholders' meeting.

Article 8 Information disclosure

The Bank shall disclose the terms of remuneration to Directors of the Board, CEO and individual key employees in its annual report.

This remuneration policy shall be published on the Bank's website.

Article 9 Approval of the remuneration policy etc.

The remuneration policy of Landsbankinn is approved by its Board of Directors. The remuneration policy shall be submitted to the Bank's AGM for approval, rejection or amendment, in accordance with Article 79 (a) of Act. No. 2/1995, on Public Limited Companies.

The remuneration policy may be reviewed more than once yearly and any amendments submitted to a shareholders' meeting for approval.

The remuneration policy serves as a guideline for the Bank and the Board of Directors. The Board of Directors shall record any deviations from the remuneration policy along with the substantiated grounds for such deviation. Deviations shall be presented to the Bank's next AGM.

4. Motions to amend the Articles of Association (item no. 5 of the Agenda)

No motions to amend the Articles of Association have been submitted.

5. Election to the Board of Directors (item no. 6 of the Agenda)

The AGM has received a motion that the following persons be elected as Directors and Alternates, to sit on the Board of Landsbankinn hf. until its next Annual General Meeting.

Directors:

Helga Björk Eiríksdóttir

Berglind Svavarsdóttir

Einar Thór Bjarnason

Guðbrandur Sigurðsson

Hersir Sigurgeirsson

Sigríður Benediktsdóttir

Thorvaldur Jacobsen

Alternates:

Guðrún Blöndal

Sigurður Jón Björnsson

It is further moved that Helga Björk Eiríksdóttir be elected Chairman of the Board of Directors.

6. Election of the auditor (item no. 7 of the Agenda)

It is proposed that the AGM elect Ríkisendurskoðun as the company's auditor for the 2020 operating year. Ríkisendurskoðun, in accordance with its authorisation to outsource tasks, and following a tender process, nominated auditing firm PricewaterhouseCoopers ehf. as auditor of the company's annual financial statement for the operating year 2020.

7. Decision on remuneration to Directors of the Board for the next term of office (item no. 8 of the Agenda)

It is proposed that salaries to Directors shall be ISK 420,000 per month, that the Chairman receive ISK 735,000 per month and the Vice-chairman receive ISK 525,000. In addition, Directors shall receive ISK 210,000 per month for membership on Board sub-committees and the chairmen of these committees shall receive an additional ISK 30,000 per month. Alternates to the Board shall receive a salary of ISK 210,000 for each meeting of the Board that they attend or meeting with the Financial Supervisory Authority of the Central Bank of Iceland for eligibility assessment; however, monthly compensation to Alternates shall never exceed monthly compensation to Directors. Alternates shall be compensated by ISK 420,000 per annum at a minimum.

8. Other business