



Motions

Annual General Meeting 2018

Landsbankinn hf.

Motions for the 2018 Annual General Meeting

21 March 2018

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

The Board of Directors proposes to the AGM that shareholders be paid a dividend amounting to ISK 0.65 per share for the accounting year 2017. Dividend shall be paid on 28 March 2018 and be based on the register of shareholders at end of business on the day the AGM is held, 21 March 2018, unless Landsbankinn hf. receives notification of the assignment of dividend through the transfer of shares. The amount of the dividend payment based on outstanding shares is ISK 15,366 million, the equivalent of 78% of the year's profit.

The Board of Directors also proposes that the AGM approve a special dividend to shareholders in the amount of ISK 0.40 per share. The special dividend shall be paid on 19 September 2018 and be based on the register of shareholders at end of business on the day the AGM is held, 21 March 2018, unless Landsbankinn hf. receives notification of the assignment of dividend through the transfer of shares. The amount of the special dividend payment based on outstanding shares is ISK 9,456 million.

Dividends in 2018

	ISK per share	Record date	Date of payment
Dividend for 2017	0.65	21.3.2018	28.3.2018
Special dividend	0.40	21.3.2018	19.9.2018

2. 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:

1. gr. Objectives

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. The remuneration policy shall support sound operations 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 without being leading in the market. In determining terms of employment, responsibility and performance shall be taken into account, as well as equal rights perspectives.

In accordance with Article 79 (a) of Act. No. 2/1995, on Public Limited Companies, Landsbankinn's remuneration policy shall be submitted to the AGM for approval.

2. gr. Remuneration Committee

The Remuneration Committee of Landsbankinn is comprised of three Directors of the Board. The role of the Remuneration Committee is to guide the Board of Directors and CEO in deciding on the terms of employment of key executives and to advise on the remuneration policy. 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 Committee shall monitor the developments of collective bargaining agreements, trends in salary expenses and number of employees. The Board of Directors has issued rules of procedure for the Committee, defining its role and responsibilities.

3. gr. Directors' terms of employment

Directors of the Board shall receive set monthly remuneration 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. In determining the remuneration amount, consideration shall be had for the hours spent on the job, the responsibilities borne by the Directors and the company's performance. The Remuneration Committee presents the Board of Directors with a substantiated proposal for remuneration 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.

4. gr. Terms of employment of key executives

The terms of employment of key executives shall be competitive with the terms offered managers in larger companies in the financial market and in accordance with laws, without being leading.

5. gr. Varying terms

Landsbankinn has not adopted a salary incentive system for its employees. Any move by the Board of Directors to instigate such a system must first be approved by a shareholders' meeting.

6. gr. Information disclosure

Landsbankinn lists the terms of employment of Directors and key executives in the Bank's annual report.

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

7. gr. Approval of the remuneration policy etc.

The remuneration policy of Landsbankinn shall be approved by its Board of Directors. Furthermore, the remuneration policy shall be submitted to the Bank's AGM for approval or rejection.

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 in minutes along with the substantiated grounds for such deviation. Deviations shall be presented to the Bank's next AGM.

3. Motions to amend Landsbankinn's Articles of Association (item no. 5 of the Agenda)

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

4. Elections to the Board of Directors (item no. 6 of the Agenda)

A motion has been submitted to the AGM 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
Hersir Sigurgeirsson
Jón Guðmann Pétursson
Samúel Guðmundsson
Sigríður Benediksdóttir

Alternates:

Guðrún Ó. Blöndal
Thorvaldur Jacobsen

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

5. 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 2018 operating year. Ríkisendurskoðun, in accordance with its authorisation to outsource tasks, and following a tender process, nominated auditing firm Grant Thornton Auditors ehf. as auditor of the company's annual financial statement for the operating year 2018.

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

It is proposed that the AGM of Landsbankinn approve remuneration to Directors in the amount of ISK 420,000 per month, stipulating 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 ISK 210,000 for each meeting of the Board that they attend or meeting with the Financial Supervisory Authority 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.

7. Authorisation to purchase own shares (item no. 9 of the Agenda)

In accordance with Article 55 of the Act on Public Limited Companies, No. 2/1995, it is proposed that the AGM agree to authorise Landsbankinn hf. to acquire up to 10% of the nominal value of the Bank's share capital. The minimum and maximum amounts Landsbankinn hf. is authorised to pay for each share shall be equivalent to its book value, i.e. the ratio of shareholder equity to share capital, as disclosed in the most recent annual or interim financial statements published before the purchase of own shares takes place. This authorisation is valid until the 2019 AGM of Landsbankinn hf. Disposition of own shares purchased by Landsbankinn based on this authorisation is subject to approval by a shareholders' meeting.

8. Other business