



## ANNUAL GENERAL MEETING OF LANDSBANKINN 2023

The Annual General Meeting (AGM) of Landsbankinn hf. will be held on 23 March 2023, at 17:00 at Austurstræti 11, Reykjavík.

### Draft agenda

1. Report from the Board of Directors on the Bank's activities during the past operating year.
2. Annual financial statements for the past operating year, together with a report from the auditor, placed before the meeting for attestation.
3. Decision on payment of a dividend and disposition of profit from the past financial year.
4. Motion from the Board of Directors on a remuneration policy submitted to the meeting for approval.
5. Motions to amend the Articles of Association. The following motions have been received:
  - a. Article 2 shall read as follows: *The Company is domiciled at Reykjastræti 6, Reykjavík.*
  - b. Article 5 shall read as follows: *The Company's share certificates are de-materialised, as provided for in Act No. 7/2020, on Central Securities Depositories, Settlement and Electronic Registration of Financial Instruments. Share certificates confer full rights on shareholders as stipulated by the Act on Public Limited Companies and the Company's Articles.*
  - c. Article 6 shall read as follows: *The Board of Directors shall maintain a register of shares as provided for by law.*
  - d. The first sentence of the second paragraph of Article 10 shall read as follows: *The AGM shall be called with a notice in the media, one or more, and through electronic means, such as the Company's website, with at least two weeks' and at most four weeks' notice.*
  - e. The second sentence of the first paragraph of Article 12 shall read as follows: *An extraordinary shareholders' meeting shall be called with a notice in the media, one or more, and through electronic means, such as the Company's website.*
  - f. The third paragraph of Article 13 shall read as follows: *Shareholders intending to participate in shareholders' meetings which the Board has decided to convene electronically in accordance with paragraph 1, shall, at least five days in advance, send written questions or, as the case may be, any documents they wish to submit to the meeting to the Company's offices.*
  - g. The second paragraph of Article 20 shall read as follows: *The Board shall adopt its own rules of procedure, providing in detail for the implementation of its tasks, cf. the provisions of Act No. 161/2002, on Financial Undertakings.*
  - h. The second sentence of the second paragraph of Article 21 shall read as follows: *The Board of Directors shall adopt rules on the division of tasks between the Board of Directors and the CEO, in accordance with provisions of the Act on Public Limited Companies, No. 2/1995, cf. Act No. 161/2002, on Financial Undertakings and these Articles of Association.*
  - i. Article 27 shall read as follows: *Unless provided for in these Articles, the provisions of the Act on Public Limited Companies No. 2/1995, the Act on Financial Undertakings No. 161/2002 and the Act on the Resolution of Credit Institutions and Investment Firms No. 70/2020 shall apply with subsequent amendments, as well as provisions of other applicable laws.*
6. Election of the Board of Directors.
7. Election of the auditor.
8. Decision on remuneration to members of the Board of Directors for the next term of office.
9. Authorisation to purchase own shares.
10. Other business.

### Other information

A shareholder is entitled to submit resolution proposals and items for the AGM agenda. Proposals and requests for items to be placed on the agenda of the AGM must be submitted to the Bank in writing by email to [adalfundur@landsbankinn.is](mailto:adalfundur@landsbankinn.is) no later than at 16:00 (GMT+0) on Monday, 6 March 2023.

The final agenda of the AGM and meeting documents will be made available on Thursday, 9 March 2023, on the Bank's website, <https://www.landsbankinn.is/en/the-bank/investor-relations/agms>.

According to Article 63(a) of the Act on Public Limited Companies, No. 2/1995, written notice must be given of candidature to the Board of Directors at least five days prior to the AGM. Notice of candidature to the Board of Directors must be submitted to the CEO's Office, Austurstræti 11, Reykjavík, no later than 16:00 (GMT+0) on Saturday, 18 March 2023. Information on candidates for election as directors and alternates will be made available on the aforementioned website of the Bank no later than two days prior to the AGM.

Voting ballots and other meeting documentation will be available at the meeting venue as of 16:30 on the day of the meeting. Each *króna* of share capital entitles the owner to one vote, with the exception of own shares, which are non-voting shares.

Proxies of shareholders shall present their written credentials at the entrance.

Shareholders will be invited to follow a stream from the meeting and can access the relevant details on the Bank's aforementioned website.

Reykjavík, 2 March 2023

The Board of Directors of Landsbankinn hf.