

Reginn hf.

Annual General Meeting 11th March 2020

Final agenda and proposals for the Annual General Meeting of Reginn hf. which will be held in Harpa Music- and Conference center, in Björtuloft conference room, Austurbakki 2, 101 Reykjavik, Wednesday, March 11th, at 16h00.

The agenda of the meeting is as follows:

1. Board of Directors' report on the Company's activities for the preceding year.
2. Consolidated Financial Statements of the Company, together with auditor's report for the preceding year submitted for confirmation.
3. Decision on payment of dividends and the handling of the Company's net profit or loss for the preceding year.
4. Board of Directors' proposal for the Remuneration policy submitted for confirmation.
5. Decision on the Board of Directors' authority to buy the Company's own shares. The Board of Directors will request authorization from the meeting to buy the Company's own shares, in relation to the intention to establish market making shares and/or establish a formal share buy-back program.
6. Proposals for amendments to the Company's Articles of Association, if any proposals have been submitted.
 - a) Proposal for amendments of article 4 of the Company's Articles of Association, a proposal to decrease the share capital by cancellation of treasury shares.
 - b) Proposal for amendments of article 23 of the Company's Articles of Association, a proposal that alternate directors shall not be elected.
7. Election of the Board of Directors of the Company.
8. Election of an Auditor.
9. Election of members of the Nomination Committee.
10. Decision on remuneration of members of the Board of Directors, members of the Board of Directors' sub-committees and the Nomination Committee for the next election period.
11. Other matters.

Proposals of the Board of Directors of Reginn hf.

2. Annual Accounts

The Board of Directors proposes to the Annual General Meeting that the Annual Accounts of the Company for 2019 will be approved.

3. Dividends payments

The Board of Directors proposes to the Annual General Meeting that a dividend will be distributed to the shareholders for the previous year, the dividend will be equal to 0,30 ISK per share, in total ISK 535 million.

Shares that change hands on or after 12th March 2020 will be without dividend rights (ex-date). The right of shareholders to dividend payments shall be based on the Company's registry of shares at end of trading on 13th March 2020 (date of records). Dividends will be paid on 27th March (date of payment).

Otherwise reference is made to the Annual Accounts in relation to the handling of the Company's profits and other changes to the Company's equity accounts during 2019.

Explanatory note:

Reginn's Dividend Policy, which was approved by the Board of the Company on 11th April 2019, sets out that the Company shall pay approximately 1/3 of profits for the preceding year either in the form of dividends or share buy-back and subsequent cancellation of treasury shares. The Company has already purchased treasury shares for ISK 967 million and therefore a payment of a dividend totaling ISK 535 million, or ISK 0,30 per share, is proposed. In total the payment to shareholders for the year 2019 amounts to ISK 1.502 million which corresponds to just over 1/3 of the Company's profits, after income tax, for the year 2019.

4. Remuneration policy

The Board of Directors of Reginn hf. proposes to the Annual General Meeting that the remuneration policy presented will be approved, the Policy is unchanged from the one approved at the Annual General Meeting 14th March 2019.

5. Decision on the Board of Directors' authority to buy the Company's own shares.

The Board of Directors of Reginn hf. proposes to the Annual General Meeting, with reference to Article 55 of Act no. 2/1995 on Public Limited Companies, that the Company will be permitted to buy shares in the Company so that the Company, along with its subsidiaries, owns, subject to other legal requirements, up to 10% of its share capital. The purpose of the proposal is to establish market-making arrangements for the Company's shares and/or establish a formal share buy-back programme in accordance with Act no. 108/2007 on Securities Transactions and regulation no. 630/2005 (appendix).

The price of shares purchased in accordance to this proposal shall not be higher than the price of the last arm's-length trade or the highest available arm's-length bid in the trading systems in which the shares are traded, whichever is higher. However, such trades are authorized if performed by a market maker, cf. Article 116 of the Act on Securities Transactions no 108/2007 or on the basis of item 1, para 3 of Article 115 and para 2 of Article 119 of the Act on Securities Transactions and regulations issued on the basis of Articles 118 and 131 of the same Act.

This authorization shall be in effect for 18 months from its approval and shall be set out in an appendix to the Company's Articles of Association, in accordance with para 2 of Article 12 of the Articles of Association, and shall replace previous appendix on the issue.

Explanatory note:

The Company's Dividend Policy, which was presented at the Company's Annual General Meeting on 14th March 2019, states that the Company shall pay approximately 1/3 of profits for the preceding year either in the form of dividends or share buy-back. If the proposal to allow the Company to buy back own shares is approved the Board of Directors of Reginn hf. aims to set up a share buy-back plan for the year 2020 that would be effective no longer than until the next Annual General Meeting.

In order for the Company to be able to buy its own shares, in accordance with the Dividend Policy, the approval of the Annual Meeting is required, cf. chapter VIII of Act. no. 2/1995 on Public Limited Companies.

6. Proposals for amendments to the Company's Articles of Association, if any proposals have been submitted.

The Board of Directors of Reginn hf. proposes to the Annual General Meeting, provided proposal no. 5 on the agenda is approved, the following appendix to the Articles of Association, cf. para 2 Art. 12 of the Articles of Association:

Appendix

At the Annual General Meeting of the Company on the 11th of March 2020 the following proposal was approved:

"The Board of Directors of Reginn hf. proposes to the Annual General Meeting, with reference to Article 55 of Act no. 2/1995 on Public Limited Companies, that the Company will be permitted to buy shares in the Company, once or more often, so that the Company, along with its subsidiaries, owns, subject to other legal requirements, up to 10% of its share capital. The purpose of the purchases is to establish market-making arrangements for the Company's shares and/or establish a formal share buy-back programme in accordance with Act no. 108/2007 on Securities Transactions and regulation no. 630/2005 (appendix).

The price of shares purchased in accordance to this proposal shall not be higher than the price of the last arm's-length trade or the highest available arm's-length bid in the trading systems in which the shares are traded, whichever is higher. However, such trades are authorized if performed by a market maker, cf. Article 116 of the Act on Securities Transactions no 108/2007 or on the basis of item 1, para 3 of Article 115 and para 2 of Article 119 of the Act on Securities Transactions and regulations issued on the basis of Articles 118 and 131 of the same Act.

This authorization shall be in effect for 18 months from its approval and shall be set out in an appendix to the Company's Articles of Association, in accordance with para 2 of Article 12 of the Articles of Association."

a) Proposal for amendments of article 4 of the Company's Articles of Association, a proposal to decrease the share capital by cancellation of treasury shares.

The Board of Directors of Reginn hf. proposes to the Annual General Meeting that the following proposal on the reduction of share capital will be approved:

"The Annual General Meeting of Reginn hf. approves that the Company's share capital shall be reduced by nominal value of ISK 43.091.859, amounting to 43.091.859 shares, for the cancellation of treasury shares. The reduction will be applied to treasury shares acquired in accordance with the buy-back programmes of the Board of Directors. The Company has paid ISK 967 million for these shares. Reference is made to the decision of the Annual General Meeting 14th March 2019 where the Board was authorized to buy its own shares."

Upon the approval of the aforementioned proposal Article 4 of the Articles of Associations shall read as follows:

“The share capital of the Company amounts to ISK 1.783.152.097.

Onebillionsevenhundredeightythreemilliononehundredfiftytwothousandninetyssevenkronas. Shares shall be issued in the name of the shareholder.”

b) Proposal for amendments of article 23 of the Company’s Articles of Association, a proposal that alternate directors shall not be elected.

The Board of Directors of the Company proposes to the Annual General Meeting an amendment to para 2 Article 23 of the Company’s Articles of Association, to the effect that no alternate directors shall be elected. The amendment would also call for the removal of the second sub-paragraph of para 2 Article 23 of the Articles of Association.

More specifically it is proposed that para 1 and 2 of Article 23 of the Articles of Association shall henceforth read:

“The Company’s Board of Directors shall be comprised of five individuals, elected at a the Annual General Meeting for a term of one year. Statutory provisions shall apply as to their eligibility.

Care shall be taken when electing the Board of Directors to ensure equal representation of the genders and that each gender represents no less than 40% of directors.”

7. Election of the Board of Directors

The deadline to announce candidacy to the Board of Directors expires seven days before the Annual General Meeting or by Wednesday 4th March 2020 at 16h00. A final list of candidates is therefore not available. The Nomination Committee’s report was published along with the notice of the Annual General Meeting on 17th February 2020.

It is specially noted that that the deadline for submission of candidacy to the Board of Directors expires **seven days** prior to the Annual General Meeting, as mentioned earlier, and requests for proportional election or multiplication election when electing members of the Board of Directors needs to be submitted to the Board of Directors no later than **five days** before an Annual General Meeting.

Candidacy for the Board of Directors shall be submitted in writing. A notice of candidacy shall contain full name of candidate, ID numbers and address, primary occupation, other board member duties, education, experience and shareholding in the Company. Candidates must also provide information on connections to business partners or competitors of the Company; as well as shareholders holding more than 10% of shares in the Company. Candidacy shall be submitted by email to tilnefningarnefnd@reginn.is. Final information on candidates to the Board of Directors will be published no later than two days before the Annual General Meeting, as per Article 63 a of Act no. 2/1995 on Public Limited Companies.

8. Election of an Auditor

The Board of Directors proposes that Ernst & Young ehf. will be elected as the Company’s external auditors for the year 2020.

Explanatory note:

The Audit Committee organized a public tendering process for the external audit of Reginn hf. and its subsidiaries in the beginning of the year in accordance with EU regulation no. 537/2014 which was implemented by Act no. 94/2019 on Auditors and Auditing. Four audit firms participated in the tendering process and their offers were evaluated on a predetermined evaluation criterion. The offer by Ernst & Young ehf. was ranked the highest, scoring higher than

the second highest. The selection process therefore resulted in the Audit Committee recommending to the Board of Directors that the Board would propose to the Annual General Meeting that Ernst & Young ehf. be elected as the Company's auditor for the year 2020. The proposal by the Board of Directors, that Ernst & Young ehf. be elected as the Company's auditor therefore follows the recommendations of the Audit Committee.

9. Election of members of the Nomination Committee if their term of appointment is up or if a committee member has retired.

At a shareholders meeting of Reginn hf. on 13th September 2018 it was agreed, when voting members on the Nomination Committee for the first time, that their term of appointment would be until the Annual General Meeting 2020. Therefore the election of members of the Nomination Committee is on the agenda for the Annual General Meeting.

Candidacy for the Nomination Committee shall be submitted no later than seven days before the Annual General Meeting, or by Wednesday, 4th March 2020 at 16h00.

Candidacy for the Nomination Committee shall be notified in writing. Candidature shall contain full names of candidates, ID numbers and address, primary occupation, other board member duties, education, experience and shareholding in the Company. Candidates must also provide information on connections to business partners or competitors of the Company; as well as shareholders holding more than 10% of shares in the Company. Candidature shall be submitted by email to stjorn@reginn.is.

Information on candidates for the Nomination Committee will be published no later than two days before the meeting.

10. Decision on remuneration of members of the Board of Directors for the year 2020.

The Board of Directors of Reginn hf. proposes that remuneration to members of the Board of Directors and committees shall be ISK 355.000 a month to each member of the Board of Directors and that the Chairman of the Board of Directors shall receive double that fee.

Alternate members of the Board of Directors shall receive ISK 175.000 for each meeting they attend, although no more than ISK 350.000 a month. Should proposal no. 6 b) on the agenda be approved it follows that there will be no payments to alternative board members.

Remuneration for members of sub-committees of the Board of Directors shall be so that every member of the Remuneration Committee shall receive ISK 30.000 a month, the remuneration of members of the Audit Committee shall be ISK 80.000 a month and ISK 140.000 a month to the chairman of the Audit Committee. Remuneration to members of the Nomination Committee shall be ISK 60.000 a month and ISK 90.000 a month to the chairman.

11. Other matters lawfully submitted.

Other information:

The aforementioned agenda and proposals, in addition to documents for the meeting, are available at the Company's office, Hagasmára 1, 201 Kópavogi and on a designated site for the meeting on the Company's website www.reginn.is/fjarfestavefur.

The Annual General Meeting will be held without physical documents.

Kópavogur, 26th February 2020.

The Board of Directors of Reginn hf.