

# Information regarding the Annual General Meeting

of Shareholders of VÍS Insurance hf. on 22 March 2018

A notice on convening the Annual General Meeting on Thursday 22 March 2018 was given to the shareholders on 28 February 2018. The Company's total number of shares on that day was ISK 2,223,497,541, divided into 2,202,642,307 votes, as the Company's own shares do not grant voting rights.

The following rules apply to participation and voting at the Company's Annual General Meeting:

**Shareholder's right to have a specific matter taken for consideration** – Each shareholder is entitled to have a specific matter taken for consideration at the AGM and to present resolution proposals if he submits a requirement in writing or by electronic means no later than 4 pm Monday 12 March 2018. Proposals can be submitted by e-mail to [stjorn@vis.is](mailto:stjorn@vis.is). The request must be substantiated or supported by a draft resolution to the Board of Directors. It is not possible to take for final decision at the AGM matters which have not been specified in the AGM agenda unless this meets the approval of all the Company's shareholders, but resolution thereon may be made as guidance for the Company's Board of Directors. Shareholders can submit questions before the AGM by e-mail to [stjorn@vis.is](mailto:stjorn@vis.is) or at the AGM.

**Rules concerning the Annual General Meeting attending** – All shareholders are authorized to attend the AGM and to speak there. A shareholder may appoint a proxy to attend a meeting on his/her behalf. A shareholder is authorized to attend the AGM with an advisor. An advisor has neither the right to submit proposals nor to vote at the AGM. A shareholder is authorized to let his advisor speak on his behalf. A representative shall submit a written or electronic Power of Attorney ([stjorn@vis.is](mailto:stjorn@vis.is)) and this shall be signed and dated. Power of Attorney will never remain valid for more than one year as of its date. Power of Attorney may be withdrawn at any time, up until the AGM commences. A party or its lawful proxy that is indentified in the Company's register of shareholders can exert his/her rights as a shareholder at the AGM. Parties are encouraged to arrive ahead of time as to prevent disruption of the AGM.

**Weight of votes and voting** – Each ISK in share capital conveys one vote at the Annual General Meeting. A simple plurality of votes will decide issues at the AGM, unless otherwise stipulated in the Company's Articles of Association or Icelandic law. In the event votes break even a motion shall be rejected.

Voting shall be carried out using written ballots if so requested by any person attending the meeting. The election to the Board of Directors shall generally be by ballot if more persons are nominated than are to be elected. Upon the election of a Board of Directors proportional elections shall be applied according to the Company's Articles of Association unless shareholders controlling a minimum of a tenth of the share capital request for multiplication elections, cf. para. 7, Art. 63 the Companies Act, No. 2/1995. If two persons or more receive the same number of votes in an election the outcome shall be decided by lot.

It will not be possible to cast votes electronically at the Annual General Meeting. Shareholders can request to have ballots sent to them by mail, in which case written requests must be received at the Company's offices at least five days prior to the advertised shareholder's meeting. Shareholders may also claim their ballots at the Company's offices from that time forth or cast their votes there.

Shareholders will be able to watch a live stream of the AGM. Those who so wish will receive the assistance of a translator to listen to the meeting in English. Shareholders need to apply for this service no later than 12 noon, Thursday 22 March by email at [fjarfestatengsl@vis.is](mailto:fjarfestatengsl@vis.is). Please notice that watching a live stream of the meeting does not grant the shareholder right to vote or to participate in the meeting in any other way. We suggest that shareholders who wish to cast votes at the meeting to either attend the meeting in person or by appointing a proxy.

This is an English translation. The original Icelandic text, as published on VÍS's website ([www.vis.is/fjarfestar](http://www.vis.is/fjarfestar)), is the authoritative text. Should there be discrepancy between this translation and the authoritative text, the latter prevails.