

## **MINUTES OF A SHAREHOLDERS' MEETING OF VÁTRYGGINGAFÉLAG ÍSLANDS HF.**

On Friday 14<sup>th</sup> of December 2018 at 16:00 a Shareholders' Meeting was held for Vátryggingafélag Íslands hf., reg. no. 690689-2009, at the Company's offices at Ármúli 3, 108 Reykjavík.

Valdimar Svavarsson, Chairman of the Board of the Company opened the meeting and welcomed the present representatives. Gunnar Sturluson was elected chairman of the meeting and Bjarki Thorsson secretary of the meeting.

The Chairman of the meeting examined the legitimacy of the meeting, declared that the invitation to the meeting was lawful and that present at the meeting were shareholders or shareholders' representatives that held 60,2% of the Company's share capital. The chairman of the meeting declared the meeting legitimate to decide on the matters on its agenda.

The meeting's agenda was as follows:

1. Election of the Board of Directors
2. Other matters

The formal agenda of the meeting commenced:

### **1. Election of the Board of Directors**

The chairman of the meeting stated that according to Article 19 of the Company's Articles of Association the Board of Directors consists of five members and two alternate members. Candidates shall notify the Board of Directors thereof in writing no later than 5 days before the Annual General Meeting.

The following parties are candidates for the Board of Directors of the Company:

1. Elvar Árni Lund;
2. Gestur Breiðfjörð Gestsson;
3. Hlynur Hreinsson;
4. Magnús Jónsson;
5. Marta Guðrún Blöndal;
6. Svanhildur Nanna Vigfúsdóttir;
7. Valdimar Svavarsson; and
8. Vilhjálmur Egilsson

The following parties are candidates as alternate members for the Board of Directors of the Company:

1. Auður Björg Jónsdóttir;
2. Elvar Árni Lund; and
3. Sveinn Friðrik Sveinsson.

The Chairman of the meeting than invited the candidates to hold a short presentation before the voting commenced. The candidates presented themselves to the meeting, however Auður, Elvar and Sveinn where not present and did therefore not take part in the presentations.

Next, Sandra Hlíf Ocares, chairman of the Company's Nomination Committee, briefly discussed the work of the Nomination Committee in the run up of the meeting. Further she presented the conclusion of the Nomination Committee set out in a report by the Nomination Committee, dated 11 December 2018.

The Nomination Committee suggested that the following parties should be elected to the Board of Directors of the Company:

1. Gestur Breiðfjörð Gestsson;
2. Marta Guðrún Blöndal;
3. Svanhildur Nanna Vigfúsdóttir;
4. Valdimar Svavarsson; and
5. Vilhjálmur Egilsson

Further the Nomination Committee suggested that the following parties should be elected as alternate members:

1. Sveinn Friðrik Sveinsson; and
2. Auður Björg Jónsdóttir.

The following parties were elected on the Board of Directors:

1. Gestur Breiðfjörð Gestsson;
2. Marta Guðrún Blöndal;
3. Svanhildur Nanna Vigfúsdóttir;
4. Valdimar Svavarsson; and
5. Vilhjálmur Egilsson

The following parties were elected as alternate members of the Board of Directors:

1. Sveinn Friðrik Sveinsson; and
2. Auður Björg Jónsdóttir.

## **2. Other matters**

Other matters were not taken for consideration.

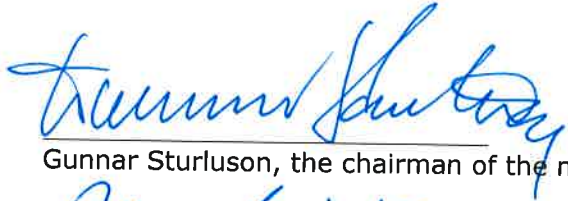
Mr. Haukur Hafsteinsson the managing directors of LSR requested to speak and congratulated the new Board Members on their appointment and wished them all the best and reiterated the importance that any talks about a majority and a minority the group of shareholders would be discontinued, and that the emphasis would be on working together.

Mr. Jón Guðbjörnsson shareholder of the company requested to speak and criticized a capital reduction which had been executed earlier this year and the compensation that the shareholders received in the form of shares in Kvika Bank.

Finally, Helgi Bjarnason CEO of the Company spoke and congratulated the new Board Members and further shortly addressed points made by Jón Guðbjörnsson.

The Chairman of the meeting requested the meeting's authorization to conclude the minutes in collaboration with the secretary of the meeting. No one made an opposition to that proposal.

Nothing more was done and the meeting was closed at 17:33.



Gunnar Sturluson, the chairman of the meeting



Bjarki Thorsson, the secretary of the meeting