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# The Annual General Meeting (AGM) of Síminn hf.

Will be held on Thursday 9 March 2023 at 16:00 at Hilton Reykjavík Nordica,  
Suðurlandsbraut 2, Reykjavík

## Agenda

1. Report of the Board of Directors on the Company's operations during the past year of operation.
2. Confirmation of the consolidated financial statements of the consolidated and parent company and the decision on how to handle the Company's profit or loss during the financial year.
3. Decision on the payment of dividends.
4. Election of three individuals to the Nomination Committee.
5. Election of the Board of Directors of the Company.
6. Election of a statutory auditor or audit firm.
7. Proposal of the Board of Directors on the Company's remuneration policy.
8. Decision on the remuneration to the members of the Board of Directors for their work as well as remuneration of the members of the subcommittees and the Nominating Committee.
9. Stock option plan for the CEO, senior management and key employees submitted for approval.
10. Proposal to reduce share capital and amend the Company's Articles of Association.
11. Proposal to reduce share capital through payment to shareholders and amend the Company's Articles of Association.
12. Proposal to authorize the Company to purchase own shares in accordance with Art. Article 55 The act on Public limited Companies.
13. Proposal to amend the Company's Articles of Association.
14. Proposals from shareholders to be included in the agenda.
15. Other matters.

There are several proposals regarding amendments to the company's Articles of Association. There are two proposals that relate to reduction of the share capital in Article 4.1 in the Articles of Association, the reduction of own shares on the one hand and the reduction of shares by payment to shareholders on the other hand. Amendments are also proposed regarding Articles 10.2., 10.6. and 10.7., which include changes regarding the time frame for convening meetings, the authority of the board to set deadlines for registration of electronic shareholder meetings and adjustments to the provisions regarding postal voting. Furthermore, amendments are proposed regarding Article 11.2. which is a simplification of the contents of the notice of the general meeting, and finally it is proposed to abolish Article 24, which contains an expired authorization for the Board of Directors to issue new shares. An amendment is also proposed to the Appendix to the Articles of Association, regarding the authorization to purchase the Company's own shares. For more detailed explanations of changes to the Articles of Association, reference is made to the Board's proposals attached to this meeting notice.

## **Additional information**

### **Shareholders right to have matters put on the agenda of the AGM**

Each shareholder has the right to have certain issues dealt with at the AGM if he makes a written or electronic request to the Board of Directors no later than 10 days prior to the meeting, that is before 16:00 on the 27 February 2023. Proposals or conclusions for the meeting can be sent to [hluthafar@siminn.is](mailto:hluthafar@siminn.is).

Further information on access information, participation, registration and voting can be found on <https://www.siminn.is/fjarfestar/hluthafafundur>.

Shareholders who do not have the opportunity to attend the meeting can give written authorization to others or vote in writing. Those shareholders who intend to exercise either of these options are advised to find out how to proceed on the company's website. There are instructions for registration and the form of documents and how they should be returned to the company.

### **Information for shareholders**

The total number of shares in the company on February 15, 2023 is 4.400.000.000 shares and the same number of votes. Of these active votes on 10 February 2023 are 4.209.725.061.

### **Other information**

The company's website, <https://www.siminn.is/fjarfestar/hluthafafundur> contains all further information in relation with the AGM, including further information on shareholders rights to have matters being put on the agenda of a shareholders' meeting, submit resolutions, the draft agenda, the proposal of the Board of Directors, the company's annual financial statements for 2022, a form of Power of Attorney, a candidate form and information on the documents submitted to the meeting. The final agenda of the meeting and proposals will be made available to shareholders no later than 3 days prior to the meeting on the above-mentioned website of the company and the company's office at Ármúla 25, 108 Reykjavík.

Shareholders are advised that under Art. Article 63 a. the act on Public limited Companies it shall be notified in writing, at least five days before the shareholders' meeting, of the candidature for the Board of Directors, before 16:00 on the 4 March 2023 and the candidature shall be sent via e-mail to [stjorn@siminn.is](mailto:stjorn@siminn.is). A candidate form can be found on the company's website and all candidates to the Board of Directors will be announced on the company's website no later than 2 days before the AGM. Shareholders who wish to nominate

individuals to the Nomination Committee other than those nominated by the Board of Directors must send such proposals to the e-mail address [stjorn@siminn.is](mailto:stjorn@siminn.is) no later than 7 days before the AGM, or 2 March 2023. Candidate forms can be found on the company's website and the candidates to the Nomination Committee will be announced no later than two days before the AGM.

The meeting will be held at Hilton Reykjavík Nordica, Suðurlandsbraut 2, Reykjavík. Registration for the meeting begins at 15:30 and ballots and other documents will be delivered at the meeting place from that time. Registration ends at 16.00 when the meeting starts.

The meeting will be conducted in Icelandic.

**Reykjavík, 15 February 2023,  
The Board of Directors of Síminn hf.**

Note: This English version is a translation of the Icelandic text.