



Proposals for the Annual General Meeting (AGM) of Síminn hf.

14 March 2024

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 for the past operating year**

The Board of Directors of Síminn hf. proposes to the AGM that the annual accounts for 2023 be confirmed.

3. **Decision on the payment of dividends**

The Board of Directors of Síminn hf. proposes to the AGM that dividends be paid out to shareholders for the financial year 2023, which amounts to ISK 0.2 per share. Thus, the total payment amounts to ISK 500 million, which represents 37.15% of the profit for the year 2023.

Record date will be 18 March 2024, all shareholders specified in the Company's register of shareholders at the end of the Record date are entitled to dividends for the operating year 2023. The ex-date date, that is, the date the transaction commences with the company's shares without the right to dividend for the fiscal year 2023, will be 15 March 2024 next business day after the AGM. The payout date will be 5 April 2024. A proposal for a dividend payment is in accordance with the dividend policy of the company.

4. **Election of three individuals to the Nomination Committee**

The Board of Directors nominates the following members to sit on the Nomination Committee until the next AGM:

Jensína Böðvarsdóttir
Steinunn Þórðardóttir
Eyjólfur Árni Rafnsson

5. Election of the Board of Directors of the Company

6. Election of a statutory auditor or audit firm

The Board of Directors of Síminn hf. proposes to the AGM that KPMG ehf. will be re-elected as the company's auditing firm.

7. Proposal of the Board of Directors on the Company's remuneration policy

The Board of Síminn hf. proposes to the general meeting on March 14, 2024 that the remuneration policy be approved.

The proposal of the Board of Síminn hf. regarding the remuneration policy is available at the company's office and on its website: <https://www.siminn.is/fjarfestar/hluthafafundur>

Explanation of proposal:

The board of directors proposes that the remuneration policy for the company be approved, but it remains unchanged from last year.

The objective of the remuneration policy is to make working for the company a desirable option for employees, offer competitive terms and thereby ensuring the company's leading position in Iceland.

In the remuneration policy, variable remuneration is marketed in a clear framework and provision is made for a stock option system for employees and the granting of stock options to senior management.

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

The Board of Directors of Síminn hf. proposes to the AGM that the remuneration to the Board and Committee be as follows:

The remuneration of the chairman of the Board will be ISK 820,000 a month

The remuneration of the vice-chairman will be ISK 435,000 a month.

The remuneration of board members will be ISK 435,000 a month.

The remuneration of the Chairman of the Audit Committee shall be ISK 215,000 a month.

The remuneration of the members of the Audit Committee shall be ISK 107,500 a month.

The remuneration of the Chairman of the Remuneration Committee shall be ISK 155,000 a month.

The remuneration of the members of the Remuneration Committee shall be ISK 77,500 a month.

The remuneration of the Chairman of the Nomination Committee shall be ISK 155,000 a month.

The remuneration of the members in the Nomination Committee shall be ISK 77,500 a month.

Explanation of proposal:

The board proposes a change in board and committee salaries that amounts to approx. 2.5% increase according to the decision of the general meeting in 2023.

9. Proposal to reduce share capital and amendment of the Company's Articles of Association

The company's board of directors submits the following proposal for consideration regarding the reduction of the company's share capital:

"Síminn hf.'s general meeting, held on March 14, 2024, agrees to reduce the company's share capital from ISK 2,775,000,000 in nominal value to ISK 2,650,000,000 in nominal value, to equalize own shares based on Act no. 2/1995, on limited liability companies. The reduction includes own shares that the company has acquired through the purchase of own shares according to the buyback plan that was approved at the company's general meeting on March 9, 2023 based on Article 55. Act no. 2/1995 on limited liability companies."

If the proposal is approved by the general meeting, the amount of the share capital in the company's articles of association will be changed accordingly, so that Art. 4.1. in the company's articles of association will read as follows:

"The company's share capital is ISK 2,650,000,000, - two thousand six hundred and fifty million ISK."

Explanation of proposal:

The Board of Síminn hf. submits to the general meeting held on March 14, 2024 a proposal that the company's share capital be reduced by ISK. 125,000,000 in nominal value. According to the proposal, the company's own shares of the aforementioned nominal amount will be cancelled. The company has bought the shares on the market with the authorization of last year's shareholders' meeting, as part of a buyback plan and reduction of share capital. If the proposal is approved, the nominal value of the company's share capital will decrease from ISK. 2,775,000,000 to ISK. 2,650,000,000. Nominal value of shares according to article 4.1. in the company's articles of association changes accordingly.

In order to fulfill the obligations regarding the purchase of three companies (Billboard ehf., Dengsi ehf. and BBI ehf.) that Síminn signed on January 18, 2024, Síminn will have to deliver its own shares amounting to a total of 101,153,146 shares when all the conditions of the purchase agreement are met.

The 2023 AGM agreed to grant all permanent employees of Síminn stock options for up to ISK 1.5 million at market value. A total of 276 employees registered for stock options program in Síminn. The total obligation in 2024, which is the first year in which employees can exercise their rights, is a maximum of 30,874,313 shares.

10. Proposal to authorize the Company to purchase own shares in accordance with Art. 55 of the act on limited liability companies

The Board of Síminn hf. proposes to the company's general meeting that the following proposal for the purchase of its own shares be approved and replaces the current authorization of the company's board of directors to buy its own shares, which was granted at the company's general meeting on March 9, 2023.

"The AGM of Síminn hf. held on March 14, 2024 authorizes the company's board of directors to buy shares in the company once or more in the next 18 months so that it together with its subsidiaries owns, if other legal conditions are met, up to 10% of its share capital, i.e. to a maximum of ISK 265,000,000 in nominal value, for the purpose of facilitating market making with shares in the company and/or to set up a formal share-buy back plan in accordance with the provisions of Article 5 of Regulation of the European Parliament and the Council (EU) on market abuse no. 596/2014, as well as the Commission's delegated regulation 2016/1052, and the Act on actions against market abuse no. 60/2021. The share price shall not be higher than the price of the last independent transaction or the highest existing independent purchase offer in the trading systems where the shares are traded, whichever is higher. This authorization is based on the provisions of Article 55 of the act on limited liability companies no. 2/1995. Other previous authorizations for the purchase of own shares become invalid upon approval of this authorization."

If the board's proposal is approved, the authorization will be mentioned in a special appendix to the company's articles of association, and the appendix shall be part of the articles of association for the time that the authorization is in effect, cf. article 8.1 of the company's articles of association.

Explanation of proposal:

The Board of Síminn hf. submits to the general meeting a proposal that the company's board of directors be allowed to buy the company's own shares. The proposal assumes that the previous share-buy back plans will expire upon the approval of the general meeting of the proposal. The purpose of the purchase is to facilitate market making with shares in the company and/or set up a formal buyback plan as discussed in the proposal.

11. Proposals from shareholders to be included in the agenda

12. Other matters