

Eimskipafélag Íslands hf.

Annual General Meeting 7 March 2024

To be held at Eimskip's headquarters at Sundabakki 2, Reykjavík at 15:00 (GMT)

Meeting Agenda

1. The report of the Board of Directors on the activities of the Company for the financial year 2023
2. Confirmation of the Company's consolidated financial statements for the financial year 2023
3. Decision on the handling of the net earnings for 2023
4. Proposal to grant the Board of Directors an authorization to purchase own shares cf. Art. 11.2 of the Company's Articles of Association
5. Proposal to reduce share capital in relation to the share buy-back program and alteration of the Company's Articles of Association
6. Proposal to alter Art. 8.2 of the Company's Articles of Association
7. Proposal on the Company's Remuneration Policy
8. Election to the Board of Directors
9. Decision on remuneration to the members of the Board of Directors, the alternate Board members and subcommittees
10. Election of auditors
11. Proposal on the appointment of an external member of the Audit Committee
12. Other issues, lawfully presented

Proposed resolutions for the Annual General Meeting 2024

Shareholders can access all meeting documents at the Company's Investor website [here](#)

2. Confirmation of the Company's consolidated financial statements for the financial year 2023

The Board of Directors of Eimskipafélag Íslands hf. proposes that the Consolidated Financial Statements for 2023 are approved.

3. Decision on the handling of the net earnings for 2023

The Board of Directors proposes that the Company pays a dividend of ISK 22.53 per share to shareholders for the year 2023. The proposed total amount is ISK 3.70 billion, corresponding to approximately 45,9% of the Company's net earnings. Ex-Date is 8 March 2024¹, the Record Date is 11 March 2024² and the Payment Date is 17 April 2024³.

Notes relating to the proposal:

The Company delivered good financial results despite swift market changes in year 2023. Strong liquidity and capital ratios at year-end support proposed dividend. The dividend policy allows for a proposed dividend of between 10% and 65% of net earnings of the previous year to be distributed to shareholders. This proposal is well within the maximum allowed dividend under the policy however the Board of Directors aims for consistency in dividend payments between years and the proposal reflects that.

4. Proposal to grant the Board of Directors an authorization to purchase own shares cf. Art. 11.2 of the Company's Articles of Association

The Board of Directors proposes that Article 11.2 of the Company's Articles of Association relating to the authorization to purchase own shares will be amended and that the following provision will replace the current article in its entirety:

"The Annual General Meeting of Eimskipafélag Íslands hf. held on 7 March 2024 grant the Board of Directors the authorization to acquire up to 10% of the Company's share capital in one or more transactions. This authorization may be used for setting up formal share repurchase programs or for the purpose of offering shareholders generally to sell their shares to the Company, through auction, provided equal treatment of shareholders is safeguarded when such offer is made. This authorization has a fixed term of 18 months and is limited so that the ownership of the Company, and subsidiaries, do not exceed 10% of the Company's share capital. The purchase price shall be in accordance with Article 55, paragraph 3 of Act No. 2/1995. Other older authorizations to purchase own shares are cancelled by accepting this authorization."

Notes relating to the proposal:

At the 2023 Annual General Meeting the authorization was granted to purchase own shares for 18 months from 9 March 2023 to 9 September 2024. By this proposal the authorization will be valid until 7 September 2025. The proposal is set forth on the basis that the authorization to the Board of Directors is general and allows the Board to introduce a formal share purchase program and/or to make an offer to shareholders generally to sell their shares to the company through an offering, provided equal treatment of shareholders is safeguarded. This would of course only be carried out to the extent permitted by law. If the proposal is accepted this would apply to any future purchase by the company of own shares. The purpose of the share repurchase is capital share reduction and/or to fulfil the Company's obligations that the Company may undertake in accordance with the Company's stock option plan.

¹ **Ex-Date** is the day when trading commences without dividends, i.e. the next business day after the AGM.

² **Record Date** is the day shareholders have to be registered in the share registry to be entitled to receive dividends, i.e. the second business day after the AGM. Shareholders that purchase shares on the day of the AGM will receive dividends.

³ **Payment date** is the day when dividends are paid out to shareholders.

Formal share repurchase programs follow detailed provisions on the submission of information and course of action apply if the Board of Directors resolves to offer shareholders to sell their shares, safeguarding equal treatment and transparency of such transactions relating to own shares.

5. Proposal to reduce share capital in relation to the share buy-back program and alteration of the Company's Articles of Association

The Board of Directors submits the following proposal:

„Annual General Meeting of Eimskipafélag Íslands hf., held on 7 March 2024, resolves to reduce the Company's share capital of ISK 2,150,000 from ISK 167,850,000 to ISK 165,700,000 nominal value. The reduction will be executed by reducing the Company's own shares amounting to the above mentioned amount, in accordance with the provisions of the Act No 2/1995.”

Therefore the Board of Directors proposes that Article 2.1 of the Company's Articles of Association relating to the share capital will be amended and that the following provision will replace the current article in its entirety:

“The Company's share capital is ISK 165,700,000.”

Notes relating to the proposal:

On 10 October 2023 the Board of Directors of the Company decided to initiate a share buy-back program cf. an authorization in Article 11.2 of its Articles of Association. The repurchase according to the program was completed on 16 January 2024. The purpose of the program was to reduce the share capital of the Company. It is being proposed that the Company's own shares purchased in this program will be cancelled. If this proposal is accepted the share capital of the Company will be reduced from ISK 167,850,000 to ISK 165,700,000 nominal value. The share capital will be reduced when all legitimate conditions have been met.

6. Proposal to alter Article 8.2 of the Company's Articles of Association

The Board of Directors of the Company proposes the following alterations to Article 8.2 of the Company's Articles of Association:

Therefore the Board of Directors proposes that the following provision will replace current Article 8.2 in its entirety:

„A simple majority of votes determines results at Board of Directors meetings. If there is an equal number of votes, the Chairman's vote decides the outcome.”

Notes relating to the proposal:

Current Article 8.2 of the Company's Articles of Association states that: “A simple majority of votes of all directors (i.e. the affirmative vote of at least three directors) decides matters in board meetings, provided, however, that the affirmative votes of at least four out of five directors shall be required to approve significant corporate actions, as is further provided for in the Rules of Procedure for the Board of Directors (“Rules of Procedure”). A proposal is rejected if votes are equal.”

Current Articles of Association for Eimskipafélag Íslands hf. date back to 2009 when the Company underwent financial restructuring. Immediately following the conclusion of the financial restructuring this provision was set as Article 8.2, in the form and content that is still applicable to date. This setup was a part of the agreement reached by the creditors which took over the operation at this point in time. Article 8.2. has remained unaltered since then.

The general rule regarding decision making at board meetings is in Article 71., pg. 1, of the Icelandic Act on Public Limited Companies no. 2/1995, which states that a simple majority of votes decides the outcome, unless otherwise stipulated. Therefore, the specific provision found in Article 8.2 of the Company's Articles of Association is not in line with the general rule of the Companies

Act, which assumes that decisions at board meetings are determined by a majority vote, i.e., three out of five votes in the case of Eimskip. In addition reference is then made to the Rules of Procedure for Eimskip's Board of Directors to define which decisions should be considered significant corporate actions. Such individual tailoring is unusual and not in line with Icelandic company law. It should be noted that none of the other companies listed on the main market of Nasdaq Iceland, except Eimskip, have such a specific provision in their resolutions.

Finally, it is proposed that the Chairmans vote decides the outcome in case of a tie but the current setup states that a proposal is rejected if votes are equal. The proposed setup is in line with the authorization in Art. 71.1. of the Company laws in Iceland.

To summarize, the Board of Directors of Eimskip is of the opinion that the general rule of Icelandic Company law regarding decision making at board meetings should apply and that Eimskip's Articles of Association should be in line with other companies listed at Nasdaq Iceland. Therefore the Board of Directors puts forward this proposal. Following the Annual General Meeting the Board intends to update the Rules of Procedure for the Board of Directors to be in line with such rules in other listed companies.

7. Proposal on the Company's Remuneration Policy

The Board of Directors does not suggest material alterations to the current policy, only formal alterations. The Board proposes that the presented Remuneration Policy is approved. The Remuneration Policy is attached in a separate document.

8. Election of the Board of Directors

The Report of Eimskip's Nomination Committee and its proposals regarding nomination of candidates to the Board is published along with these Board's final proposals to the Annual General Meeting. Individuals that the committee does not recommend in its report are not automatic candidates to the meeting. According to the Company's Articles of Association written notices on candidature to the Board of Directors can be announced until ten days before the Annual General Meeting, or before 15:00 (GMT) on 26 February 2024. Final information on the candidates to the Board of Directors will be published no later than two days prior to the Annual General Meeting, cf. Art. 63 a. of act no. 2/1995 on Public Limited Companies.

9. Decision on remuneration to the members of the Board of Directors, the alternate Board members and subcommittees

The Board of Directors proposes that the remuneration of the Board of Directors for the year 2024 will be as follows:

Chairman	ISK 700,000 per month
Vice-Chairman	ISK 570,000 per month
Directors	ISK 380,000 per month
Alternates	ISK 140,000 per attended meeting, but shall never exceed ISK 380,000 per month
Members of the Audit Committee, the Remuneration Committee, and the Nomination Committee	ISK 140,000 per month

The remuneration of the Board of Directors and committee members is fixed and shall apply to the next term.

10. Election of auditors

The Board of Directors proposes to the Annual General Meeting that PricewaterhouseCoopers ehf., Skógarhlíð 12, 105 Reykjavík, will be elected as the Company's auditing firm for the year 2024.

11. Proposal on the appointment of an external member of the Audit Committee

The Board of Directors proposes that Alexander Edvardsson will be appointed as an external member of the Company's Audit Committee.

Notes relating to the proposal:

The proposal is put forth cf. Article 10 of law no. 6/2024, amending the laws no. 3/2006 on Annual Accounts, as published in the Official Journal of Iceland on 15 February 2024.