

Eimskipafélag Íslands hf.

Proposed resolutions for the Annual General Meeting 2020

Final resolutions from the Board of Directors will be published two weeks before the AGM. Shareholders can access all meeting documents at the Company's website: www.eimskip.is/investors

2. Confirmation of the Company's consolidated financial statements for the financial year 2019

The Board of Directors of Eimskipafélag Íslands hf. proposes that the Consolidated Financial Statements for 2019 are approved.

3. Decision on the handling of the net earnings for 2019

The Board of Directors proposes that dividend will not be paid to shareholders for the year 2019.

4. Proposal to grant the Board of Directors an authorization to purchase own shares

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 26 January 2020 grant the Board of Directors the authorization to acquire up to 10,000,000, in one or more transactions, own shares each in the nominal amount of one Icelandic krona. 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:

On a shareholders meeting of 24 July 2018 an authorization was granted to purchase own shares until 24 January 2020 when it expired. 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, including the Act on Securities Transactions. If the proposal is accepted this would apply to any future purchase by the company of own shares.

Formal share repurchase programs refer to transactions that fall under point 1 of paragraph 3 in Article 115 and paragraph 2 in Article 119 of the Act on Securities Transactions and regulations set on the basis of those provisions. 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

The Board of Directors submits the following proposal:

„Annual General Meeting of Eimskipafélag Íslands hf., held on 26 March 2020, resolves to reduce the Company's share capital of ISK 5,000,000 from ISK 187,000,000 to ISK 182,000,000 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 182,000,000."

Notes relating to the proposal:

On 10 June and 1 December 2019 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, in order to reduce the share capital of the Company. A total of 4,857,774 shares were purchased in the two share buy-back programs and therefore this proposal is put forth. It is being proposed that the shares will be cancelled. If this proposal is accepted the share capital of the Company will be reduced from ISK 187,000,000 to ISK 182,000,000 nominal value. The share capital will be reduced when all legitimate conditions have been met.

6. Proposal to reduce the share capital of the Company

The Board of Directors of the Company submits the following proposal:

"The Annual General Meeting of Eimskipafélag Íslands hf., held on 26 March 2020, resolves to reduce the Company's share capital of ISK 12,000,000 nominal value by payment in the amount of ISK 1,752,000,000. The amount will be paid to shareholders proportionally in accordance with their shareholding at the end of 30 April 2020, if all legitimate preconditions have then been met, or at the first available time thereafter when all legitimate preconditions for the payment have been met."

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 taking into account proposal no. 5 that the following provision will replace the current article in its entirety:

"The Company's share capital is ISK 170,000,000."

Notes relating to the proposal:

When the Company published the interim report for Q3 2019, at the end of last November, a target long-term capital structure and a three-year target CAPEX plan was introduced. The Company aims to maintain an equity ration near 40% and to have modest leverage ration of 2-3x net interest-bearing debt against EBITDA. The aim is to increase transparency and predictability and thereby increasing service to investors and capital markets analysts. Also, the Company has recently sold vessels which result in increased cashflow excess of operational needs. Reduction of share capital is one of the methods available to meet the target and therefore this proposal is now set forth for the advantage of shareholders. The share capital will be reduced when all legitimate conditions have been met.

7. Proposal on appointment of a nomination committee and its rules of procedure

The Board of Directors of the Company submits the following proposal on appointment of a nomination committee and rules of procedures for that committee:

"The Annual General Meeting of Eimskipafélag Íslands hf., held on Thursday 26 March 2020, resolves to approve the appointment of a nomination committee that shall be a Board committee with three members of the Company's Board of Directors, unless the Board decides otherwise. The committee's appointment, purpose, competence and responsibility shall be governed by the attached Rules of Procedure of the Nomination Committee which the Annual General Meeting resolves to approve as the committees rules of procedure."

Notes relating to the proposal:

At the Company's Annual General Meeting 2019 the Board of Directors submitted the following to the minutes of the meeting: "The Board of Directors will evaluate the pros and cons of nomination committees during its next term and submit its proposals on this matter to the Annual General Meeting 2020."

Considerable discussion has recently taken place on the purpose, appointment and operation of nomination committees where the pros and cons of the work of such committees have been taken into consideration. According to the Guidelines on Corporate Governance published by the Iceland Chamber of Commerce, Nasdaq Iceland and the Confederation of Icelandic Employers the objective and tasks of such a committee should be considered in light of the needs of each company, and the companies are free to tailor the committee's operation to the overall objectives of the shareholders of each company. Currently there are committees operating that have been appointed by both board of directors and shareholder meetings. After an overall assessment on the pros and cons of nomination committees and how they have operated recently, and participation in discussion on the purpose, appointment and operation of such committees, the Board of Directors proposes that a nomination committee will be established as a board committee. The nomination committee shall be composed of three Board members, unless the Board decides otherwise. The Board appoints the members of the Committee and its Chairman at the first Board meeting following the Annual General Meeting who's term shall be valid until a new Board is elected at the next Annual General Meeting of the Company. The Chairman of the Board of Directors shall not chair the Committee. The majority of the Nomination Committee shall be independent of the Company.

This proposal does not entail alteration to the Company's Articles of Association.

8. Proposal on the Company's Remuneration Policy

The Board of Directors suggests that the Remuneration Policy that was approved on the Annual General Meeting on 28 March 2019 will continue to remain in force and to be approved unaltered.

9. Election of the Board of Directors

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.

10. 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 2020 will remain unchanged and shall be as follows:

Chairman	ISK 470,000 per month
Vice-Chairman	ISK 450,000 per month
Directors	ISK 310,000 per month
Alternates	ISK 125,000 per attended meeting, but shall never exceed ISK 310,000 per month
Members of the Audit Committee, the Remuneration Committee, and the Nomination Committee	ISK 125,000 per month

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

11. Election of auditors

The Board of Directors proposes to the Annual General Meeting that KPMG ehf., Borgartún 27, 105 Reykjavík, will be re-elected as the Company's auditing firm for the year 2020.