**Candidates for the Board of Skeljungur hf.**

*Note that candidates may also send a separate CV and refer to it for factors that are given in this form, as appropriate.*

Name of candidate:

Id number:

Address:

Education:

Primary occupation:

Career:

When did the candidate first become a member of the board of Skeljungur, if applicable:

Other positions of trust, such as on other Boards or committees:

Shares in the company directly or through related parties:

Connections with a) main clients[[1]](#footnote-2), b) main competitors[[2]](#footnote-3) or c) major shareholders in the Company[[3]](#footnote-4):

a)

b)

c)

Other relations to the company or its management team:

1. Is the candidate an employee of Skeljungur or related companies[[4]](#footnote-5) or has in the past three years before taking a seat on the Board? Yes [ ] No [ ]

If so, please explain:

1. Has the candidate accepted or received substantial payments from Skeljungur, closely related company or day-to-day management, excluding salaries for board membership, for example, as a consultant or contractor, in the three years prior to taking a seat on the Board? Yes [ ] No [ ]

If so, please explain:

1. Is the candidate in, or has he/she in the past year been in, significant business with the Company or closely related companies, e.g. as a customer, supplier or partner, weather personally or through another company? Yes [ ] No [ ]

If so, please explain:

1. Is the candidate one of the day-to-day managers of another company, in which one of the board members is a day-to-day manager of Skeljungur? Yes [ ] No [ ]

If so, please explain:

1. Is the candidate or has he/she been, in the past year prior to taking a seat on the Board of Skeljungur, a partner of KPMG or related company[[5]](#footnote-6), or an employee who has been involved in the external audit of Skeljungur? Yes [ ] No [ ]

If so, please explain:

1. Does the candidate have a close family ties[[6]](#footnote-7) with day-to-day managers or any other persons mentioned above, and that person is in direct or indirect business with the company to such an extent that the director could not be considered independent? Yes [ ] No [ ]

If so, please explain:

Other relations to major shareholders[[7]](#footnote-8) in Skeljungur:

1. Does the candidate have direct or indirect control[[8]](#footnote-9) of Skeljungur or is a board member or an employee of a company that has control over Skeljungur? Yes [ ] No [ ]

If so, please explain:

1. Does the candidate own a significant share in Skeljungur or is a board member or an employee of a company that owns a significant share in Skeljungur? Yes [ ] No [ ]

If so, please explain:

1. Does the candidate have connections to major shareholders, other than those listed above, that the candidate wants to disclose? (See for example possible connections listed on previous pages.)

Is the candidate legally and financially competent? Yes [ ] No [ ]

Has the candidate in the past three years, in relation to the business operations, been convicted of a criminal offense under the Criminal Code or any of the Companies Act, acts regarding annual, bankruptcy or taxes? Yes [ ] No [ ]

In forming a proposal regarding the composition of the board, the Nomination Committee will look to their tasks ahead at Skeljungur and to the board, as a whole, possessing a broad set of skills, experience and knowledge. The Committee will in this context, among others take account of the following factors:

1. *Management experience*
2. *Strategic making and planning*
3. *Change management*
4. *Market knowledge*
5. *Legal skills and/or good knowledge of rules that apply to listed companies*
6. *Financial management and knowledge in investments*
7. *Experience in business e.g. in the retail market*
8. *Risk management*
9. *Knowledge of issues in the energy sector*
10. *Knowledge of innovation and technology*
11. *Other matters*

It is requested that the candidates submit a brief letter on how their knowledge and experience will benefit the Board of Skeljungur.

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Place and date

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_
Signature of the candidate

Enclosed:

 [ ] Curriculum vitae

 [ ] Letter regarding key knowledge and experience

**Data Protection and the Processing of Personal Data**

Skeljungur hf. processes insider’s personal data in compliance with Act on Securities Transactions No. 108/2007 and in compliance with Rules issued by The Financial Supervisory Authority in Iceland (FME) on Treatment of Inside Information and Insider Trading No. 1050/20123.

The processing of personal data, which are contained in this notification, is lawful in order to comply with the above-mentioned laws and rules, see paragraph 3. Art. 9 Act No. 90/2018 on Data Protection and the Processing of Personal Data.

Skeljungur hf. registers and stores all personal data provided by the insider in this notification. Skeljungur hf. also sends FME the data, all in compliance with Rules issued by FME on Treatment of Inside Information and Insider Trading No. 1050/20123. According to the above FME rules, Skeljungur hf. must keep all signed notifications of statuses as insiders while the insider list is in effect and for seven years after that time.

1. Referring to big purchasers and suppliers of fuel and other fuel related products, big purchasers or suppliers of agricultural products or chemical products for industrial and food production. Big purchasers or suppliers on the retail market such as wholesalers and food manufacturers. Also, big purchasers or suppliers of house heating products or on the retail market in the Faroe Islands. [↑](#footnote-ref-2)
2. The company operates mainly in the field of purchasing, inventory, distribution and sale of fuel and other oils, fertilizers, chemical products and retail, in Iceland, and in the area of purchasing, inventory, distribution and sale of fuel and other oils, convenience stores and sales of heating equipment in the Faroe Islands. [↑](#footnote-ref-3)
3. This refers to the shareholders holding at least 10% of the total share capital or voting rights in the company, alone or in cooperation with related parties. A list of the largest shareholders of Skeljungur is published on the company´s website: <https://www.skeljungur.is/staerstu-hluthafar> [↑](#footnote-ref-4)
4. This refers to Magn P/F, Bensínorkan ehf., Tollvörugeymsla Skeljungs ehf., Íslenska vetnisfélagið ehf., Barkur ehf., Basko ehf., Vegsauki ehf., Wedo ehf., Eldsneytisafgreiðslan á Keflavíkurflugvelli EAK (EAK) ehf., EBK ehf. and Fjölver ehf. [↑](#footnote-ref-5)
5. This refers to a company where KPMG holds, either directly or indirectly, a minimum of 10% of the total share capital or voting rights. If KPMG holds 50% or more of the total voting rights or in another company, the company shall be deemed to have indirect control over the latter company´s holdings in other companies. [↑](#footnote-ref-6)
6. This refers to i.e. if the Director in question is or has been the spouse of or related in a direct or indirect line to an individual or similarly joined by means of adoption. [↑](#footnote-ref-7)
7. “Major shareholder” is anyone who holds at least 10% of the total share capital or voting rights in the company, alone or in cooperation with related parties. The largest shareholders of Skeljungur can be found on the Company´s website: <https://www.skeljungur.is/staerstu-hluthafar> [↑](#footnote-ref-8)
8. „Control” refers to 50% or more of the total voting rights or shares. [↑](#footnote-ref-9)