

# Annual General Meeting of Festi hf. 2024

The Board of Directors of Festi hf. hereby announces that the Annual General Meeting of the Company will be held on Wednesday March 6<sup>th</sup> 2024 at 10.00 at the Company's headquarters at Dalvegur 10-14, Kópavogur.

## The draft agenda for the meeting is as follows:

1. The report of the Board of Directors on the Company's operations during the past operating year.
2. The CEO's report and Consolidated Financial Statements for 2023 presented.
3. Confirmation of the Consolidated Financial Statement for the financial year 2023 and a decision on how the Company's profits are to be treated.
4. Decision made on the payment of dividends for the operating year 2023.
5. The Nomination Committee presents its report and proposals.
  - a. *The Nomination Committee will present its report.*
  - b. *Proposals from the Nomination Committee to amend the Committee's rules.*
6. Board elections.
7. Proposal for confirmation of the Board of Directors decision on the appointment of two individuals to the Nomination Committee.
8. Election of an auditor or auditing firm.
9. Decision on the remuneration to the Board of Directors, subcommittees of the Board of Directors and Nomination Committee.
10. Board of Directors proposals for the Company's Remuneration Policy.
11. Stock option plan for Group employees submitted for approval.
12. Stock option plan for senior management of the group submitted for approval.
13. Board of Directors proposals to amend the Article of Association.

*Proposals relate to amendments to Article 5(5), new Article 5(6) and Article 12(1) of the Articles of Association – Proposals and statements accompanying them are published concurrently with the notice of the meeting on Nasdaq Iceland and on the Company's website: <https://www.festi.is/en/cc/agm-2024>.*
14. Board of Directors proposal on the authorization to purchase own shares and a corresponding amendment to the company's Articles of Association.

*If the proposal is approved, the Board of Directors is authorized to purchase up to 10% of the company's share capital. The authorization shall be used to set up a formal buy-back program or for the purpose of offering shareholders generally to sell their shares to the company. The authorization shall remain in effect until the Annual General Meeting of the Company in 2025. The authorization will be laid down in a separate annex to the Articles of Association. - The proposal to this effect is published in parallel with the invitation to the meeting on Nasdaq Iceland and on the Company's website: <https://www.festi.is/en/cc/aqm-2024>.*
15. Proposal for a reduction in share capital by cancelling own shares and a corresponding amendment to the Articles of Association of the Company.

*If approved, the company's share capital will be reduced from ISK 304,500,000 in nominal value to ISK 301,500,000 in nominal value, i.e. ISK 3,000,000 in nominal value. If the proposal is approved, the amount of share capital in Article 4 of the Articles of Association will be amended accordingly. - A proposal to this effect is published concurrently with the notice of the meeting on Nasdaq Iceland and on the Company's website <https://www.festi.is/en/cc/aqm-2024>.*
16. Other matters lawfully raised.

## Other information

At shareholders' meetings, one vote is attached to each krona of the nominal value of the share capital, while the share capital of Festi hf. has a nominal value of ISK 304,500,000. The company's own shares shall not have voting rights. At shareholders' meetings, the power of votes determines the outcome of all ordinary matters, unless otherwise stipulated in the Company's Articles of Association or law.

All shareholders are entitled to attend the Annual General Meeting, to address the meeting and exercise their voting rights. Registered shareholders at the time of the Annual General Meeting may exercise their rights at the meeting. The share register refers to settlement of transactions in Nasdaq CSD Iceland on March 5, 2024. Shareholders may have a proxy to attend the Annual General Meeting and exercise the right to vote on their behalf. Written letter of proxy shall be submitted upon registration at the meeting. A form for a letter of proxy is available on the Company's website, <https://www.festi.is/en/cc/agm-2024>. Shareholders may also attend a meeting with a consultant, but as such the consultant has no right to make proposals or vote at the meeting. A shareholder may, however, let the consultant speak on his behalf.

Shareholders who wish to have a particular matter dealt with at the Annual General Meeting shall send a request to the email address [fjarfestatengsl@festi.is](mailto:fjarfestatengsl@festi.is) not later than ten days before the meeting, i.e. at the latest by 10:00 a.m. on Sunday, 25 February 2024. If a shareholder has asked for an item to be included on the agenda or submitted a proposal before the appointed time, the final agenda and proposals will be updated on the Company's website and a notice will be published on Nasdaq Iceland no later than one week before the meeting. Shareholders may also submit questions regarding advertised agenda items at the Annual General Meeting itself. Matters which have not been identified in the agenda of the shareholders' meeting cannot be addressed as a final resolution at the meeting without the consent of all the shareholders of the company, but a resolution may be drawn up as a guide to the Board of Directors.

Those who intend to be eligible to serve on the Board of Directors shall notify the Board of Directors in writing at least ten days before the Annual General Meeting, i.e. before 10:00 on Sunday 25 February 2024. They alone are eligible for election to the Annual General Meeting. A candidature form on the Company's website shall be used for this purpose, <https://www.festi.is/en/cc/agm-2024>. Candidature notices must be submitted to the email address [fjarfestatengsl@festi.is](mailto:fjarfestatengsl@festi.is) or at the company's office at Dalvegur 10-14, Kópavogur. Information on all candidates will be published on the website <https://www.festi.is/en/cc/agm-2024> no later than one week before the Annual General Meeting.

Shareholders may request to vote postally on items that are on the agenda of the meeting. A request for such form of voting shall have been received at the office of the Company or at the email address [fjarfestatengsl@festi.is](mailto:fjarfestatengsl@festi.is) before 10:00 am on Friday, 1 March, 2024. Inquiries about the meeting agenda and proposals can be sent to the same email address.

The agenda, proposals for the Annual General Meeting, consolidated financial statement for the financial year 2023, reports from the Remuneration Committee and the Nomination Committee, the Remuneration Policy, stock option plan, statement from the Board of Directors and auditors and other documents that will be submitted to the Annual General Meeting can be found on the Company's website, <https://www.festi.is/en/cc/agm-2024>, as well as being available to shareholders for display at the Company's headquarters at Dalvegur 10 – 14 in Kópavogur.

Shareholders and proxies can register for the Annual General Meeting at the meeting place from 09:00 on the day of the meeting. Furthermore, pre-registration of shareholders/proxies is accepted at the email address [fjarfestatengsl@festi.is](mailto:fjarfestatengsl@festi.is) until 08:00 on the day of the meeting. In the case of pre-registration, it is requested that the name and ID no. of the shareholders be explicitly stated and that a completed proxy form, if applicable, be attached to the registration.

Shareholders' meetings is lawful regardless of attendance at the meeting if duly convened. The meeting and documents will be in Icelandic. Should there be discrepancy between the English and Icelandic version of this Notice, the latter prevails.

**Kópavogur, 9 February 2024.**  
**The Board of Directors of Festi hf.**