



## Results of Annual General Meeting

of Fly Play hf. held on 21 March 2024

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The Annual General Meeting of Fly Play hf. was held on Thursday, 21 March 2024 at 16:00 (GMT) at Setrið, Grand Hotel, Reykjavík.

The meeting approved the following proposals:

### Agenda item #:

#### **2. Approval of the Annual Accounts for the operational year 2023.**

The Annual Accounts for the operational year 2023 were approved.

#### **3. Voting on the handling of financial results for 2023.**

The proposal of the Board of Directors to pay no dividend for the operational year 2023 was approved.

#### **4. Election to the Board of Directors**

The following individuals were elected to the Company's Board of Directors

- Elías Skúli Skúlason
- Guðný Hansdóttir
- María Rúnarsdóttir
- Sigurður Kári Kristjánsson
- Valentín Lago

In addition to Auður Björk Guðmundsdóttir being voted alternative member of the board.

#### **5. Election of auditor or audit firm.**

The proposal of the Board of Directors to appoint the audit firm Deloitte ehf. as the Company's Auditor was approved.

#### **6. Election of an external member of the Company's Audit Committee.**

The proposal of the Board of Directors to appoint Jón G. Hjálmarsson, the current chair of the Company's Audit Committee, to act as an independent member of the Company's Audit Committee was approved.

#### **7. Decision on payments to the Board of Directors, alternate directors, and subcommittee members.**

The proposal of the Board of Directors concerning payments to the Board of Directors, alternate directors, and subcommittee members, was to maintain the remuneration system as approved at the annual general meeting in 2023, which is as follows:

Remuneration to directors, per month:

- |                 |             |
|-----------------|-------------|
| • Directors     | ISK 329,000 |
| • Vice-chairman | ISK 493,000 |
| • Chairman      | ISK 658,000 |



The alternate director shall receive a fixed payment of ISK 329,000 for the operational year and ISK 110,000 for each board meeting attended.

Remuneration to members of subcommittee's, per month:

- Chairmen ISK 67,000
- Other members ISK 47,000

The proposal was approved.

#### **8. Proposal for the Company's Remuneration Policy.**

The proposal of the Board of Directors to approve the attached Remuneration Policy was approved. The Share Option Plan as attached was subject to changes following comments from a shareholder which the remuneration committee believes appropriate to adopt.

#### **9. Proposal for a share-based incentive plan and a proposal for the amendment of the Articles of Association to grant the Board of Directors the authority to increase the Company's share capital in relation to such an incentive plan.**

The proposal of the Board of Directors regarding a share-based incentive plan for executive employees, the CEO and other key personnel relating to 40,000,000 new shares, was approved with a few amendments suggested by the shareholders during the Annual General Meeting. Furthermore, it was approved to amend Article 2.5 of the Articles of Association granting the Board of Directors with the requisite authority to increase the Company's share capital in accordance with the share-based incentive plan until 21 March 2029.

Article 2.5 is as follows:

*"The Company's Board of Directors is authorized to increase the share capital of the Company by up to ISK 40,000,000 shares, each in the nominal value of ISK 1. This authorization shall only be utilized to fulfill the obligation of the Company to issue shares pursuant to a share-based incentive scheme. The shareholders of the Company will not have pre-emptive subscription rights to shares issued pursuant to this provision. This authorization shall be valid until 21 March 2029."*

#### **10. Proposal for the amendment of the Articles of Association to grant the Board of Directors the authority to increase the Company's share capital in connection with a private placement, as has been announced.**

The proposal of the Board of Directors to extend an authorization to 1 September 2024, to increase the share capital for up to 1,200,000,000 new shares, each in the nominal value of ISK 1, issued at price per share of ISK 4.5, in connection with an ongoing private placement was approved. Furthermore, it was approved to amend Article 2.6 of the Articles of Association as follows to reflect the extension:

*"The Company's Board of Directors is authorized to increase the share capital of the Company by up to ISK 1,200,000,000 shares, each in the nominal value of ISK 1. This authorization shall only be utilized to fulfill the obligation of the Company to issue shares to investors pursuant to subscription agreements or arrangements. The shareholders of the Company will not have pre-*



*emptive subscription rights to shares issued pursuant to this provision. The shares shall be issued at a price per share of ISK 4.5, and the Board of Directors shall decide on subscriptions. This authorization shall be valid until 1 September 2024.”*

**11. Proposal for the amendment of the Articles of Association to grant the Board of Directors the authority to increase the Company’s share, in connection with potential strategic opportunities.**

The proposal of the Board of Directors to amend the Articles of Association and add Article 2.7 for the purpose of granting the Board of Directors the authority to issue new shares amounting up to ISK 300,000,000 to meet viable strategic opportunities deemed advantageous for the Company, was approved.

Article 2.7 is as follows:

*“The Company’s Board of Directors is authorized to increase the share capital of the Company by up to ISK 300,000,000 shares, each in the nominal value of ISK 1. This authorization shall only be utilized to fulfill the obligation of the Company to issue shares to investors pursuant to subscription agreements or arrangements. The shareholders of the Company will not have pre-emptive subscription rights to shares issued pursuant to this provision. The shares shall be issued at a price per share equal to the average share price as of the close of trading ten (10) trading days prior to the entry into any share subscription arrangement. The Board of Directors shall decide on subscriptions. This authorization shall be valid until 21 March 2029.”*

**12. Proposal for the amendment of the Articles of Association**

The proposal of the Board of Directors to amend and add to the Articles of Association, Article 4.2 as follows, was approved:

*“If there are circumstances that, in the Board of Directors’ opinion, may cause the Company’s authorizations to carry out air traffic operations to be annulled or temporarily revoked on the grounds of violation of provisions in bilateral civil aviation agreements or breach of statutory rules requiring the Company and/or its subsidiaries to be owned and controlled by shareholders who are EEA nationals, the Board of Directors shall effectuate one or more of the following actions:*

- *Suspend any voting rights of a shareholder who is not domiciled within EEA;*
- *Request that shareholders not being domiciled within the EEA either sell shares or see to it that such shares are owned and controlled by persons and/or companies domiciled within the EEA;*
- *The Board of Directors may compel shareholders that (i) are non-EEA nationals, and (ii) have acquired shares in the Company, and (iii) by such acquisition cause the Company to violate provisions as mentioned in this Article, within a time-limit as further determined by the Board of Directors to sell shares in a portion sufficient as to ensure that the Company no longer violates the above-mentioned provisions regarding ownership and control. The permitted time to sell shares shall not be shorter than 14 days from when notification is given to the shareholder. The sale shall be performed to such an extent that, in the Board of Directors’ opinion, circumstances as mentioned in the first paragraph of this Article no longer exist. If the relevant shareholder(s) do not comply with the demand to sell their*



*shares, the Board of Directors is authorized to nominate a broker to act on behalf of such shareholder(s) to sell the required number of shares to ensure that the Company no longer violates the above-mentioned provisions regarding ownership and control; or*

- *Subject to the Company being entitled to acquire treasury shares in accordance with the Icelandic Public Limited Liability Companies Act (as amended from time to time), the Board of Directors may decide that the Company shall acquire treasury shares in the Company from shareholders that (i) are non-EEA nationals and (ii) have acquired shares in the Company and (iii) by such acquisition conduce or cause the Company to violate provisions as mentioned in the first paragraph of this Article. As mentioned in the preceding sentence, shareholders are obliged to make such a sale. The Company's acquisition of treasury shares pursuant to this sub-clause (iii) shall be performed to such an extent that, in the Board of Directors' opinion, circumstances as mentioned in the first paragraph of this Article no longer exist. The price to be applied for the Company's acquisition pursuant to this sub-clause shall be fixed to the closing price at Nasdaq Iceland First North Growth Market or Nasdaq Iceland Main Market (as applicable) on the day prior to the acquisition taking place, deducted by 25%.*

*The actions stated above, as applied by the Board of Directors, shall be applied in reverse chronological order (on a first-in-last-out basis) so that shares that were acquired last shall be subject to the applicable measure first. When determining the time for acquisition, the date of entry in Nasdaq CSD Iceland shall be used as the basis.*

*The assessment as to whether a shareholder is an EEA national shall be based on the prevailing guidelines applied by the Civil Aviation Authority at any time."*

**13. Any other matter lawfully proposed.**

No other matters were proposed.