

## Eimskipafélags Íslands hf. – Statement by the of Board of Directors

### *Samherji Holding ehf. take-over bid.*

On 10 November 2020 Samherji Holding ehf., Id. No. 701012-0110, (hereinafter referred to as “Offeror” or “Samherji Holding”) disclosed an offer document in connection with the take-over bid targeting the shares in Eimskipafélag Íslands hf., Id. No. 690409-0460, (hereinafter referred to as “Eimskip” or “Company”). The period of validity of the bid is four (4) weeks and it lapses on 8 December 2020 at 17:00 GMT. The offer is made pursuant to Article 100 and Chapters X and XI of the Act No 108/2007 on Securities Transactions (hereinafter referred to as “Securities Act”). The price offered in the take-over bid is ISK 175 per share, free of pledges and encumbrances. The closing price of Eimskip’s shares on the Main Market of NASDAQ Iceland on 20 October 2020, one business day prior to the announcement of the bid, was ISK 167.5 per share and the Offeror has not acquired shares on the Company for a higher price during the period of six months prior to making the bid. Further, the offer price is higher than was intended to offer when the Offeror became obligated to submit a mandatory bid on 10 March 2020, cf. a major shareholder announcement disclosed that day.

Pursuant to Paragraph 5 of Article 5 of the Securities Act the Board of Directors of Eimskip is obligated to draw up and make public a report setting out its reasoned opinion of the bid and its terms. The Board has reviewed the take-over bid and offer document and resolved on the following report.

According to the offer document the offer will be financed with the Offerors own funds. Further, it is stated in the offer document that Landsbankinn hf., Id. No., Austurstræti 11, 155 Reykjavík will guarantee payments as provided for in Article 103 of the Securities Act.

The Offeror became subject to a mandatory bid obligation on 21 October 2020 following its purchase of 550,000 shares in Eimskip which correspond to 0.29% of the Company’s total issued shares, cf. the Offerors major shareholder announcement disclosed on that day. Following this acquisition the Offeror had gained voting rights for 56,630,000 shares in the Company which corresponds to 30.28% of the voting rights. The Offeror is therefore complying with its statutory obligation to submit a take-over bid having acquired more than 30% of the total voting rights in the Company, cf. Subparagraph 1 of Paragraph 1 of Article 100 of the Securities Act.

The initial price of Eimskip’s shares when admitted to trading on the Main Market of NASDAQ Iceland on 16 November 2012 was ISK 208 per share. During the six periods prior to the Offeror becoming subject to mandatory take over obligation, i.e. since May,

the shares were traded in the range of ISK 124 to 146 per share. Since October 15 the price of the shares has increased from that price range. The highest closing price of Eimskip's share prior to launching of the take-over bid was 192,5 per share on 8 January 2020.

The Offeror is a holding company of investments in international fisheries companies as well as Eimskip. Samherji Holding's largest shareholders are Kristján Vilhelmsson, Þorsteinn Már Baldvinsson and Helga Steinunn Guðmundsdóttir.

According to the offer document the Offeror does not have intentions to influence changes in the Company's core operations nor move its headquarters. Also, the Offeror does not expect that its take-over would have an effect on its management, employees nor their terms of employment. The Offeror intends to continue to operate the Company as a transportation company in the North Atlantic. Lastly, according to the offer document the Offeror does not have intentions to have the Company's share removed from trading on the Main Market of Nasdaq Iceland.

In light of the Offerors experience in international shipping and fisheries operations it should be expected that its involvement will benefit the Company and strengthen its interests.

With reference to the market circumstance on the date which the obligation of the Offeror to launch a take-over bid was triggered and the development of the Company's share price during the period of six months prior to that date the Board of Directors is of the view that the price is not unfair. Also, the price is higher than the price which shareholders would have been entitled to if the Offeror had not been exempted from launching a take-over bid following the Offerors acquisition of shares on 10 March 2020. However, the Board of Directors highlight that offer price is significantly lower than the closing price on the date of this report. None of the members of the Board of Directors signatories of this report are parties of the bid nor acting in concert with the Offeror.

In the view of the Board of Directors of Eimskip the terms are acceptable as the shareholders who accept the offer are being offered payment in cash which is supported by a bank guarantee in accordance with Paragraph 5 of Article 103 of the Securities Act. It is not up to Board of Directors to evaluate if it is in the best interest of individual shareholders to accept or reject the offer. The Board of Directors encourages shareholders to consider seeking professional advice prior to making their decisions.

The position of individual members of the Board of Directors that are also shareholders as well as parties that are financially linked to them is as follows:

- Lárus L. Blöndal is a shareholder and board member. Lárus will not accept the bid.

- Other board members, signatories to this report, are not shareholders nor parties financially linked to them.

With reference to the aforesaid the Board of Directors of Eimskip is of the view that the take-over bid is not likely to negatively affect the Company's interest, its management and employee's terms of employment nor the seat of its headquarters. The Board of Directors has not received an opinion from employees' representatives.

Reykjavík 19 November 2020

In the Board of Directors of Eimskipafélags Íslands hf.

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Hrund Rudolfsdóttir

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Guðrún Ó. Blöndal

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Lárus L. Blöndal

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Vilhjálmur Vilhjálmsson