

REPORT OF THE NOMINATION COMMITTEE

2025

Role

The purpose of establishing the Nomination Committee is to create a transparent and clear procedure for the nomination of board members at the company's shareholder meetings, thereby enabling shareholders to make informed decisions.

The role of the committee is to ensure that the company's board has a diverse range of skills, experience, and knowledge. Additionally, the board members' competencies should be such that they benefit the company and its subsidiaries.

The Nomination Committee serves an advisory role in the selection of board members and submits proposals to the company's shareholder meetings. In carrying out its duties, the committee shall take into account the overall interests of the company's shareholders. Further information regarding the Committee's role may be found in its rules of procedure, which are accessible on SKEL's website, and in the Guidelines of the Iceland Chamber of Commerce, Nasdaq Iceland and Business Iceland (SA) on Corporate Governance (the "Corporate Governance Guidelines").

The Committee also has the role of assessing the independence of prospective members of the board in conformity with the Corporate Governance Guidelines and observe statutory gender representation on the board.

Composition

The members of the Nomination Committee in 2023-2024 are Almar Þ. Möller, attorney at Jonsson & Hall Law Firm, Álfheiður Eva Óladóttir, m Director of Continuing Education at Bifröst University, and Birna Ósk Einarsdóttir, member of the board of directors of SKEL. At the Committee's first meeting, Almar was elected chairman. Árni Gestsson, SKEL's legal counsel, was elected secretary of the committee. All Committee members are independent of the Company and its management.

All committee members are independent of the company and its management. Álfheiður and Birna are independent of the company's major shareholders, whereas Almar does not qualify as independent under the aforementioned guidelines.

Work of the Committee

The committee commenced its work in January, allocated responsibilities among its members, and approved a work plan. It held meetings with each board member to gather information on the board's operations and to assess their evaluation of the current composition in terms of skills and expertise. Additionally, the committee met with candidates for the board and the company's CEO.

Furthermore, the committee reached out to the company's largest shareholders and subsequently met with those shareholders who requested a meeting to discuss their experiences with the board's work and the essential qualities required for the board.

Birna Ósk Einarsdóttir, a member of the Nomination Committee, participated only in the committee's first meeting, where responsibilities were allocated, and the work plan was approved

Principal conclusions of the Committee

I. The Committee's Definition of Key Competencies and Expertise Beneficial to SKEL's Board

Based on discussions with the company's largest shareholders, the board, and the CEO regarding the board's key tasks in the coming years, the 2024-2025 Nomination Committee has identified the following key competencies and expertise as priorities for the board ahead of the annual general meeting on 6 March 2025:

- a) Management experience*
- b) Strategy development and planning*
- c) Change management*
- d) Marketing*
- e) Legal expertise and/or strong knowledge of regulations governing listed companies*
- f) Financial management and investment knowledge*
- g) Business experience, including retail and corporate markets*
- h) Risk management*
- i) Knowledge of the energy sector*
- j) Expertise in innovation and technology*
- k) Knowledge of international business*
- l) Other relevant factors*

When evaluating board nominations, the Nomination Committee considers the need for a strong and professional board that can work effectively in the best interests of the company and its shareholders. It is desirable for individual board members to possess expertise in at least one of the above areas, ensuring that as many of these competencies as possible are represented in the board's composition. Additional considerations include familiarity with the company's operations, continuity in governance, the candidate's capacity to fulfill the demanding responsibilities of board membership, gender balance, and other relevant factors.

It is important to emphasize that the final decision on board appointments rests with the shareholders. The role of the Nomination Committee is to compile and analyze information on candidates and, based on this analysis, present a recommendation to the shareholders on the optimal board composition. The committee's assessment of candidates is based on an objective evaluation of their professional experience, education, and past contributions. Additionally, the committee may assess more subjective factors such as performance, communication skills, and other personal attributes, drawing on references where applicable.

II. SKEL Board of Directors from the Annual General Meeting in March 2024

- Jón Ásgeir Jóhannesson, Chairman of the Board

Jón Ásgeir is an independent investor and consultant. He serves as an alternate board member of 365 hf. and Lyfjaval ehf. and holds a power of attorney for Apogee ehf., a financial services company. He is also the chairman of Strengur hf. Jón Ásgeir is the founder of Bónus and a former CEO and chairman of Hagar and later Baugur Group. He has extensive management experience, having been involved with Iceland Foods, Magasin du Nord, and numerous Icelandic companies. Jón Ásgeir studied business at the Commercial College of Iceland.

Jón Ásgeir is married to Ingibjörg Pálmadóttir, who is the principal owner of 365 hf., which holds a 60.1% stake in M25 Holding ehf., which in turn owns 47.94% of Strengur hf. Strengur hf. owns 969,152,089 shares in SKEL, representing 51.59% of the voting rights.

According to the Iceland Chamber of Commerce's (VI) corporate governance guidelines, a "major shareholder" is defined as any individual or entity that controls at least 10% of the total share capital or voting rights in a company, either alone or in collaboration with related parties. Section 2.3.4 of the guidelines states that when assessing a board member's independence from major shareholders, both direct and indirect relationships should be considered. Additionally, under section 2.3.4 (2), a board member cannot be considered independent of major shareholders if they serve on the board of an entity that holds a significant stake in the company, which applies to Jón Ásgeir.

The Nomination Committee considers Jón Ásgeir to be independent of the company and its executive management but not independent of the company's major shareholders, as defined by the VI guidelines.

- Birna Ósk Einarsdóttir, Board Member

Birna Ósk Einarsdóttir is the Marketing Director at APM Terminals in the Netherlands. Previously, she was the Executive Vice President of Sales and Service at Icelandair Group and held various leadership roles, including EVP of Customer Experience, Strategy, and Business Development. She was also the EVP of Marketing and Business Development at Landsvirkjun from 2017 to 2018. Before that, she held multiple positions at Síminn from 2001, including EVP of Sales and Services, EVP of Marketing and Product Development, and Head of Consumer Division.

Birna has extensive board experience and leadership expertise, with a strong background in strategy, innovation, and product development. She also has significant knowledge of the consumer market and substantial expertise in the energy sector.

She holds a B.Sc. in Business Administration from the University of Iceland, an M.S. in Management and Strategy from the University of Iceland, and an AMP (Advanced Management Program) from IESE Business School.

Birna does not hold any shares in SKEL.

According to the VI corporate governance guidelines, the Nomination Committee considers Birna independent of the company, its executive management, and its major shareholders.

- Guðni Eiríksson, Board Member

Guðni Eiríksson is the CEO of Skakkaturninn ehf. (Epli), which has a VAD agreement with Apple and handles all distribution of Apple products in Iceland, Greenland, and the Faroe Islands, in addition to operating two stores in Iceland. He is also a board member of Strengur hf., which holds a significant stake in SKEL.

Guðni has previously worked in asset management at Framsýn Pension Fund, at Kaupping Securities, as the head of proprietary trading at Eyrir Invest, as an independent investor with GE Capital, and as the owner and CEO of Epli. He has over 20 years of experience in financial and

securities markets, with expertise in domestic and international asset management, investment analysis, and the trading of various financial instruments.

He holds a B.Sc. in Business Administration and is a licensed securities broker.

GE Capital ehf., a company fully owned by Guðni, holds a 31.45% stake in RES 9 ehf., which owns 47.94% of Strengur hf. Strengur hf. owns 969,152,089 shares in SKEL, accounting for 51.59% of the voting rights.

According to the VI corporate governance guidelines, a "major shareholder" is anyone who controls at least 10% of the total share capital or voting rights in a company. Section 2.3.4 (2) states that a board member cannot be considered independent of major shareholders if they serve on the board of an entity that holds a significant stake in the company, which applies to Guðni.

The Nomination Committee considers Guðni independent of the company and its executive management but not independent of the company's major shareholders, as defined by the VI guidelines.

- Nanna Björk Ásgrímsdóttir, Board Member

Nanna Björk Ásgrímsdóttir has been an independent investor since 2006. She serves on the boards of RES 2 ehf., RES 9 ehf., and Eldra ehf. Previously, she was involved in the operation of various retail businesses, both domestically and internationally, as an owner, investor, or executive. These businesses include All Saints, Whistles, Karen Millen, Shoe Studio, and Warehouse. Before that, she worked in corporate finance at Kaupþing Bank (2001-2003) and as a legal associate at Lex Law Firm (1999-2000).

Nanna Björk holds an LLM in European Law from Stockholm University (2001) and a law degree from the University of Iceland (2000). She has also taken courses in Art History at the University of Iceland.

Nanna Björk and her husband, Sigurður Ásgeir Bollason, are majority owners of RES 9 ehf., which holds a 47.94% stake in Strengur hf. Strengur hf. owns 969,152,089 shares in SKEL, accounting for 51.59% of the voting rights. Sigurður Ásgeir Bollason is also a board member of Strengur hf.

The VI corporate governance guidelines define a "major shareholder" as anyone controlling at least 10% of the share capital or voting rights. Section 2.3.4 states that both direct and indirect relationships with major shareholders should be considered when assessing a board member's independence. Relationships through close family ties, including marriage, are explicitly mentioned. Section 2.3.4 (2) further states that a board member cannot be considered independent of major shareholders if they serve on the board of an entity that holds a significant stake in the company. Given Nanna Björk's ownership and her husband's board position at Strengur hf., she is considered connected to a major shareholder.

The Nomination Committee considers Nanna Björk independent of the company and its executive management but not independent of the company's major shareholders, as defined by the VI guidelines.

- Sigurður Kristinn Egilsson, Vice Chairman of the Board

Sigurður Kristinn Egilsson is the founder of Arcur Finance, which specializes in corporate financing and various specialized projects. His expertise includes financial management, strategic planning, real estate projects, venture capital investments, and financing solutions. His real estate-related projects involve rezoning advisory, governmental negotiations, project financing, and general real estate financing. He also serves as chairman of NeckCare Holding on behalf of investors; NeckCare is an innovation company specializing in motion analysis of the cervical spine.

From 1998-2007, Sigurður worked in asset management at Kaupping Bank, where he spent the last five years as head of asset management for institutional investors. From 2007-2010, he worked internationally for the bank, leading the development of a global institutional investment fund. From 2010-2016, he managed asset management and specialized funds at ALM Securities, primarily funded by pension funds.

Sigurður holds a degree in Mechanical and Industrial Engineering from the University of Iceland (1998) and is a licensed securities broker.

Sigurður does not hold any shares in SKEL.

The Nomination Committee considers Sigurður independent of the company, its executive management, and its major shareholders.

The gender balance on the board is equal, with two women and three men currently serving as board members.

III. Candidacies received by the Nomination Committee

Nominations were received from three incumbent board members: Jón Ásgeir, Birna, and Guðni.

- Reference is made to the previous description of incumbent board members in Section II above.

In addition, the following nominations for board membership were received:

- Birna Einarsdóttir

Birna Einarsdóttir is the CEO of the consulting firm B.ein ehf. Previously, she was the CEO of Íslandsbanki hf. She has over 30 years of experience in financial markets, having worked at both Íslandsbanki and the Royal Bank of Scotland. Prior to that, she worked in marketing.

Birna serves on the boards of several companies, including Iceland Seafood International hf., Iceland Seafood ehf., Verðbréfamiðstöð Íslands hf., Gallon ehf., and Orkan IS ehf. The latter two are subsidiaries of SKEL. Birna has informed the committee that if elected to SKEL's board, she will resign from the boards of Gallon and Orkan IS.

During her tenure at Íslandsbanki, she led the bank through various challenges, including its public listing. She has extensive experience in finance and management.

Birna holds a BA degree in Business Administration from the University of Iceland and an MBA from the University of Edinburgh.

Birna does not hold shares in SKEL.

According to the VI corporate governance guidelines, the Nomination Committee considers Birna independent of the company, its executive management, and its major shareholders.

- Sigurður Ásgeir Bollason

Sigurður Ásgeir Bollason has long worked as an investor. He serves on the boards of various companies, including RES 3 ehf. and Stengi hf. Sigurður has been involved in the management of numerous retail businesses, both domestically and internationally, as an owner, investor, or board member. These businesses include All Saints, Whistles, Karen Millen, Shoe Studio, and Warehouse.

Sigurður and his wife, Nanna Björk Ásgrímsdóttir, are majority owners of RES 9 ehf., which holds a 47.94% stake in Strengur hf. Strengur hf. owns 969,152,089 shares in SKEL, representing 51.59% of the voting rights.

According to the VI corporate governance guidelines, a "major shareholder" is defined as any individual or entity controlling at least 10% of the total share capital or voting rights in a company. Section 2.3.4 states that both direct and indirect relationships should be considered when assessing a board member's independence from major shareholders. Additionally, section 2.3.4 (2) states that a board member cannot be considered independent of major shareholders if they serve on the board of an entity that holds a significant stake in the company, which applies to Sigurður.

The Nomination Committee considers Sigurður independent of the company and its executive management but not independent of the company's major shareholders, as defined by the VI guidelines.

IV. Evaluation of Nominations

In forming its recommendation, the Nomination Committee considers SKEL's upcoming challenges and ensures that the board, as a whole, possesses a broad range of skills, experience, and expertise. The committee takes into account the factors outlined in Section I above.

As of the time this report was written, five nominations have been received for the five-member board of SKEL. Considering this, the Nomination Committee recommends these five candidates for election to the SKEL board. The committee has assessed the independence of the nominees in accordance with the VI corporate governance guidelines, and the proposed slate meets legal requirements for gender balance.

Additionally, the Nomination Committee believes that these individuals align well with the key competency areas previously defined by the committee (see Section I). Together, they ensure a strong mix of expertise, active ownership, independence, diverse backgrounds, and perspectives on corporate governance.

According to the committee's rules of procedure, nominations received less than two weeks before the shareholders' meeting will not be evaluated by the committee. However, the committee reserves the right to amend its proposal up to ten days before the meeting if necessary.

Shareholders may submit nominations up to five days before the meeting, and such nominations will be valid but will not be assessed by the Nomination Committee or included in its proposal. Nomination forms and guidelines can be found on SKEL's website.

V. Nomination Committee Rules of Procedure

The Nomination Committee does not propose any changes to its rules of procedure.

Nomination Committee Proposals for the SKEL Annual General Meeting

I. Proposal for Meeting Chairperson

The Nomination Committee proposes that Viðar Lúðvíksson, Supreme Court Attorney (hrl.), be elected as the chairperson of the SKEL hf. Annual General Meeting on 6 March 2025.

II. Proposal for the Board of Directors

The Nomination Committee proposes that the following candidates, listed in alphabetical order, be elected to the board of SKEL:

- **Birna Einarsdóttir**
- **Birna Ósk Einarsdóttir**
- **Guðni Eiríksson**
- **Jón Ásgeir Jóhannesson**
- **Sigurður Ásgeir Bollason**

Reykjavík, 13 February 2025

Almar Þ. Möller
Álfheiður Eva Óladóttir

Birna Ósk Einarsdóttir, a board member of the Nomination Committee, did not participate in the evaluation of nominations or the preparation of this proposal for the SKEL board and therefore does not sign this report.

Appendices:

- I. Current Rules of Procedure of the Nomination Committee
- II. External Members of the Nomination Committee
- III. Incumbent SKEL Board

Appendix I

STARFSREGLUR TILNEFNINGARNEFNDAR SKEL FJÁRFESTINGAFÉLAGS HF.

RULES OF PROCEDURE FOR SKEL FJÁRFESTINGAFÉLAG HF. NOMINATION COMMITTEE

1. Goals

Markmið

Markmið með skipun tilnefningarnefndar er að koma á gagnsæju og skýru fyrirkomulagi tilnefninga stjórnarmanna á aðalfundi félagsins, sem m.a. skapar hluthöfum þess forsendur fyrir upplýstri ákvarðanatöku.

The objective of the Nomination Committee is to establish a transparent and clear procedure for the nomination of Board Members at the Company's Annual General Meeting. The procedure is intended to enable the shareholders to make a more informed decision regarding Board Membership.

Einnig er það markmið með skipun nefndarinnar að tryggja að stjórn félagsins hafi yfir að búa breidd í hæfni, reynslu og þekkingu. Jafnframt að færni stjórnarmanna sé af þeim toga að hún nýtist félaginu og dótturfélögum þess.

The Committee's objective is also to ensure that the Company's Board is sufficiently diverse as regards experience and knowledge. Also that the Board Members' capabilities are usable for the Company and its daughter companies.

2. Hlutverk og skyldur

Role and obligations

Tilnefningarnefnd hefur ráðgefandi hlutverk við val á stjórnarmönnum og leggur tillögur þess efnis fyrir aðalfund. Við framkvæmd starfa sinna skal tilnefningarnefnd taka mið af heildarhagsmunum hluthafa félagsins

The Nomination Committee has an advisory role regarding the election of Board Members by putting forth a proposal at the Annual General Meeting. The Nomination Committee shall take into account the overall interests of the Company's shareholders.

Hlutverk nefndarinnar felst m.a. í eftirfarandi:

The Committee's role consists, inter alia, in:

- a) Mat á því hvort starfsreglur nefndarinnar séu fullnægjandi og framlagning tillögu um breytingu á starfsreglunum fyrir aðalfund, ef þörf krefur.
Evaluation of the Committee's Code of Conduct and putting forth an amendment proposal at the Annual General Meeting, if it sees fit.
- b) Að óska eftir tillögum að stjórnarmönnum frá hluthöfum, tímanlega fyrir aðalfund félags.
Requesting proposals from the shareholders, regarding Board Members, in a timely manner before the Annual General Meeting.
- c) Að taka á móti framboðum og tillögum hluthafa og annarra að stjórnarmönnum.
Receiving declarations of candidacy and proposals from shareholders and others regarding Board Members.
- d) Mati á hæfni, reynslu og þekkingu tilvonandi stjórnarmanna, m.a. út frá leiðbeiningum Viðskiptaráðs Íslands, Nasdaq Iceland og Samtaka atvinnulífsins um stjórnarhætti fyrirtækja^[1], hvað varðar stærð og samsetningu stjórnar, og út frá árangursmati stjórnar, hvað varðar samsetningu stjórnar og hæfni stjórnarmanna.
Assessing prospective Directors based on capabilities, experience and knowledge of potential Board Members, e.g. with regards to the ICC and other's guidelines on corporate governance, regarding the size and combination of the Board, and with regards to the Board's performance analysis, regarding the combination of the Board and the competence of the Board Members.
- e) Mati á óhæði sitjandi stjórnarmanna og frambjóðanda til stjórnar, í samræmi við leiðbeiningar VÍ o.fl.
Evaluating the independence of current board members and candidates for service on the board, with regards to ICC and other's guidelines on corporate governance.
- f) Að gæta að lögbundnum kynjahlutföllum í stjórn félagsins.
Ensure that statutory demands regarding gender ratios are met.
- g) Kynningu á öllum framboðum til stjórnarsetu á aðalfundi.
Presenting all candidates for Board Membership at the Annual General Meeting.
- h) Gerð skriflegrar skýrslu til aðalfundar um það hvernig nefndin hafi hagað störfum sínum, auk kynningar á þeirri skýrslu á aðalfundi. Stjórnarmaður í nefndinni kemur ekki að gerð skýrslunnar.
Delivering a written report to the Annual General Meeting regarding the Committee's work and presenting the report at the meeting. The board member in the committee does not take part in writing the report.
- i) Gerð rökstuddrar, skriflegrar tillögu til aðalfundar um kosningu stjórnarmanna, byggðri á ofangreindum atriðum, auk kynningar á þeirri tillögu á aðalfundi. Stjórnarmaður í nefndinni kemur ekki að gerð tillögu til aðalfundar.
Delivering a reasoned, written proposal to the Annual General Meeting regarding Board Membership, based on the above mentioned criteria, and to present the proposal at the meeting. The board member in the committee does not take part in writing the proposal to the AGM.

- j) Ef til þess kemur að stjórnarmaður láti af störfum á starfstímabilinu, að tilnefna nýjan stjórnarmann í samræmi við ofangreind viðmið og leggja fyrir sérstakan hluthafafund, verði stjórn við brotthvarfið ekki lengur ákvörðunarbær eða komi um það beiðni frá stjórn.

If a Director leaves the Board during the year, to propose a new Director to a special shareholders' meeting, according to the criteria above.

- k) Komi fram beiðni um hluthafafund og tillaga um stjórnarkjör, án þess að um aðalfund sé að ræða, skal tilnefningarnefnd taka til starfa eins og um aðalfund væri að ræða, að breyttu breytanda.

If a request for a shareholders' meeting and a proposal for a board election is made, even though it's not an annual general meeting, the Nomination Committee shall act as if it were the annual general meeting, as amended.

3. Skipan

Appointment

Í auglýsingu til hluthafafundar, skemmst þremur vikum fyrir fund, þar sem kjör tilnefningarnefndar er á dagskrá skal stjórn óska eftir framboðum til tilnefningarnefndar sem berast skulu stjórninni eigi síðar en fimm dögum fyrir fund. Framboð og tillögur að nefndarmönnum skulu liggja fyrir á vefsíðu félagsins eigi síðar en tveimur dögum fyrir hluthafafund. Nefndarmenn skulu kosnir til eins árs í senn. Tvo nefndarmenn skal hluthafafundur kjósa en nýkjörin stjórn félagsins skal skipa einn úr stjórn í nefndina í kjölfar hluthafafundar. Fyrirkomulag samþykktu um kosningu stjórnarmanna, og um framkvæmd kosningar, skal gilda um kosningu nefndarmannanna tveggja í tilnefningarnefnd.

In the advertisement regarding a shareholders' meeting, at latest three weeks before a meeting, where the election of a Nomination Committee shall take place, the Board shall call for declarations of candidacy for the Nomination Committee, which shall be delivered no later than five days before the meeting. Proposals regarding committee members shall be available on the Company's website no later than two days before the meeting. The Committee is established for one year at a time. Two committee members are elected by the shareholders' meeting and the new Board elects one of their own after the shareholders' meeting. The arrangement regarding the shareholders' voting of Committee Members shall be the same as for voting Board Members, according to the Articles of Association.

Tilnefningarnefnd skal skipuð þremur mönnum. Meirihluti nefndarinnar skal vera óháður félaginu og daglegum stjórnendum þess. Í það minnsta einn nefndarmanna skal vera óháður stórum hluthöfum félagsins. Við mat á óhæði skal miðað við leiðbeiningar Viðskiptaráðs Íslands, Nasdaq Iceland og Samtaka atvinnulífsins um góða stjórnarhætti.

The Nomination Committee shall consist of three members. The majority of the Committee shall be independent of the company and its day-to-day management. At least one member shall be independent of the Company's major shareholders. The evaluation of independence shall be based on the ICC and others' guidelines on corporate governance.

Geti óháður nefndarmaður ekki sinnt starfsskyldum sínum vegna forfalla skal stjórn tilnefna varamann í hans stað. Stjórn ber að tryggja að sá aðili uppfylli þær óhæðis- og hæfniskröfur og annað sem reglur þessar kveða á um. Varamaður skal starfa líkt og aðrir nefndarmenn í umboði hluthafafundar og vera óháður stjórn.

If independent committee member is unable to perform his duties because of impediment, the Board shall appoint another one in his place. The Board must ensure that such a person meets the independence and competence and other provisions of these rules. An alternate shall act like other members on the mandate of a shareholders' meeting and be independent of the board.

Nefndarmenn skulu hafa þekkingu og reynslu í samræmi við störf nefndarinnar. Leitast skal við að í nefndinni sitji einn aðili er hefur reynslu af ráðningum eða hæfnisnefndum og einn lögfróður aðili. Þriðji nefndarmaðurinn skal vera stjórnarmaður. Hvorki stjórnendur félagsins né starfsmenn þess skulu eiga sæti í tilnefningarnefnd. Nýir nefndarmenn skulu fá leiðsögn og upplýsingar um störf og starfshætti nefndarinnar.

The Committee Members shall have the knowledge and experience to carry out the committee's role. The Committee shall preferably consist of a person with experience with recruitment and a lawyer. The third Member shall be a Board Member. Neither the Company's management nor its employees shall be members of the Committee. New Committee Members shall receive information and guidance on the work and procedures of the committee.

Tilnefningarnefnd skal, á fyrsta fundi sínum eftir aðalfund, kjósa sér formann úr hópi nefndarmanna. Stjórnarmaður félagsins skal ekki gegna formennsku í nefndinni. Jafnframt skal nefndin útnefna ritara nefndarinnar. 1

The Nomination Committee shall, at its first meeting after the Annual General Meeting, elect a Chairman. The Board Member may not be the Chairman of the Committee. The Committee shall also elect a secretary.

Starfskjör nefndarmanna skulu ákveðin á aðalfundi.

The Committee's remuneration shall be decided at the Annual General Meeting.

4. Heimildir

Authorizations

Tilnefningarnefnd er veitt heimild til að:

The Nomination Committee is authorized to:

- a) afla faglegar ráðgjafar sem hún telur nauðsynlega til að sinna hlutverki sínu. Ráðgjafar skulu vera óháðir félaginu, daglegum stjórnendum og þeim stjórnarmönnum sem ekki eru óháðir. Það er nefndarinnar að ganga úr skugga um óhæði ráðgjafa þessara. Við mat á óhæði ráðgjafa skal miða við sömu sjónarmið og þegar óhæði stjórnarmanna er metið. Öflun faglegar ráðgjafar skal tilkynnast forstjóra félagsins með formlegum hætti
hire a professional advice as it deems necessary to carry out its role. The Advisors shall be independent of the Company, its day-to-day management and those Board Members who are not

independent. It is the Committee's role to ensure the independence of the advisors. The evaluation shall be based on the evaluation of Board Members. The hiring of advisors shall be formally reported to the CEO.

- b) *hafa samband við hluthafa í tengslum við framkvæmd starfa sinna to contact the shareholders, in relations to the Committee's work*
- c) *hafa óheftan aðgang að stjórn og stjórnendum have free access to the Board and the management*
- d) *fá ótakmarkaðan aðgang að upplýsingum sem hún telur nauðsynlegar til að sinna hlutverki sínu get unlimited access to the information it deems necessary to fulfill its functions*

5. Fundir

Meetings

Nefndin skal halda fundi eftir þörfum. Formaður nefndarinnar stýrir fundum hennar. Ritari nefndarinnar skal rita fundargerðir, sem skulu einungis aðgengilegar nefndarmönnum nema nefndin ákveði annað. Stjórnarmaður í nefndinni hefur ekki atkvæðisrétt. Falli atkvæði jöfn ræður atkvæði formanns úrslitum.

The Committee shall hold meetings when it considers it necessary. The Chairman of the Committee manages its meetings. The Secretary shall take minutes, which shall only be accessible to the Committee Members, unless they decide otherwise. The board member in the Committee does not have voting rights. If the votes are even the vote of the chairman decides the outcome.

Mat á aðkomu stjórnarmanns að fundum nefndarinnar er lagt í hendur hinna óháðu nefndarmanna en að jafnaði skal stjórnarmaður í nefndinni ekki sitja fundi nefndarinnar þegar nefndin fundar með stjórnarmönnum, forstjóra félagsins, hluthöfum né frambjóðendum eða öðrum fundum sem ekki er talið æskilegt að stjórnarmaður í nefndinni sitji. Sömu sjónarmið gilda um aðgang stjórnarmanns í nefndinni að gögnum nefndarinnar.

The independent committee members evaluate the board member's participation in the committee's meetings but as a general rule, the board member in the committee shall not attend the committee's meetings with other board members, CEO, shareholders or candidates or other meetings which are not deemed fit. At least one meeting shall be held without the presence of the Board Member.

6. Þagnar- og trúnaðarskylda

Confidentiality

Á tilnefningarnefndarmönnum hvílir þagnar- og trúnaðarskylda um störf sín, málefni fyrirtækisins og önnur atriði sem þeir fá vitneskju um í starfi sínu og leynt skulu fara samkvæmt samþykktum SKEL fjárfestingafélags, lögum eða eðli máls. Þagnar- og trúnaðarskylda helst þótt látið sé af starfi. Öll gögn skulu varðveitt með tryggilegum hætti.

Committee Members are to uphold a confidentiality agreement on their work, the Company's matters and other items as they become aware of in their work and must be kept confident in accordance with the Company's articles, the law or the nature of the case. Professional secrecy and confidentiality remains even after the termination of employment. All data shall be kept in a secure manner.

7. Birting upplýsinga

Publication of information

Tilkynna skal um skipun nefndarmanna á vefsíðu félagsins strax í kjölfar aðalfundar. Einnig skulu þar birtar upplýsingar um það hvernig hluthafar geta lagt fram tillögur fyrir tilnefningarnefndina eða komið að athugasemdum sínum varðandi stjórn félagsins og um það hvernig aðrir geta komið framboðum sínum á framfæri.

The appointment of Committee Members shall be announced on the Company's website following the Annual General Meeting. Information on how shareholders can make proposals to the Committee or make comments regarding the Company's Board and on how prospective Directors can contact the Committee, shall also be published on the website.

Tillaga tilnefningarnefndar skal send ásamt fundarboði til hluthafafundar, skemmst þremur vikum fyrir fund þar sem stjórnarkjör er á dagskrá. Þar skal jafnframt bent á að unnt sé að senda inn framboð til stjórnar þar til fimm dögum fyrir fundinn en að tilnefningarnefnd geti ekki, vegna eðlis og umfangs starfa nefndarinnar, lagt mat á framboði sem berast eftir að tvær vikur eru til fundarins. Eins að nefndin áskilji sér rétt til þess að breyta framkominni tillögu þar til tíu dagar eru til fundarins. Skal tillaga nefndarinnar um stjórn félagsins jafnframt birt á vefsíðu félagsins í kjölfar útsendingar fundarboðsins.

In the advertisement regarding a shareholders' meeting, at latest three weeks before a meeting, where the election of a Board Member shall take place, the Committee shall publish its proposal. There it shall also state that candidates can nevertheless send in their declarations of candidacy until five days prior to the meeting. Because of the nature and scope of the Committee's work it however cannot evaluate candidates who are presented later than two weeks before the meeting. The Committee reserves the right to change its proposal until ten days before the meeting. The Committee's proposal to the shareholders regarding Board Members shall be available on the Company's website following its publishing to the stock market.

Starfsreglur þessar skulu birtar á heimasíðu félagsins.

This Code of Conduct shall be published on the Company's website.

* * *

Þannig samþykkt á aðalfundi, þann 9. mars 2023.

So approved by the Annual General Meeting, March 9, 2023

Undirritun stjórnar eða prókúruhafa:

Signatures of the Board of Directors or the holder of signatory powers:

Appendix II

External Members of the Nomination Committee:

Almar Þ. Möller

Almar Þ. Möller has been a practicing attorney at Mörkin Law Firm since 2009 and is one of the firm's owners. His work has included a variety of corporate advisory projects. Almar has litigation rights before the District Court and the Court of Appeal (Landsréttur).

Almar does not hold shares in SKEL.

According to the VI corporate governance guidelines, Almar is considered independent of the company and its executive management but is not considered independent of the company's major shareholders.

Álfheiður Eva Óladóttir

Álfheiður Eva Óladóttir is the Director of Continuing Education and an adjunct lecturer at Bifröst University. She is also the CEO and consultant at Vinna og vellíðan. She holds an M.Sc. in Management and Strategy and a B.A. in Psychology. Additionally, she is a certified coach and a recognized expert in occupational health and safety. Previously, Álfheiður worked as a management consultant at Skilvirk and served as the HR manager at Flensborgarskóli.

Álfheiður does not hold shares in SKEL.

According to the VI corporate governance guidelines, Álfheiður is considered independent of the company, its executive management, and its major shareholders.

Appendix III

Current Board of Directors of SKEL

Jón Ásgeir Jóhannesson, Chairman of the Board of Directors, first took a seat on the Board in 2019

Year of birth:	1968
Education:	Graduated from the Commercial college of Iceland (Verzlunarskóli Íslands).
Principal occupation:	Investor.
Professional Career:	One of the founders of the Bónus supermarkets, one of the founders of Orkan, CEO and Chairman of the board of directors of Hagar and subsequently Baugur Group. Extensive management experience, e.g. for Iceland foods and Magazin du Nord, as well as many Icelandic companies. Independent investor and advisor.
Other positions of trust:	Chairman of the board of Strengur hf. Alternate member of the board of directors of 365 miðlar hf. and agent for Apogee ehf.
Holdings in SKEL:	The company 365 hf., owns a 60.5% share M25 Holding ehf., which owns a 47.94% share in Strengur hf., which owns 969,152,089 shares in SKEL hf., corresponding to 51.59% of voting shares. 365 hf. is mostly owned by Jón Ásgeir's wife, Ingibjörg Pálmadóttir.
Posts for SKEL:	Member of the Board of Directors of SKEL, chairman of the board of Lyfjaval and member of the board of Heimkaup. Chairman of SKEL's Remuneration Committee.
Relevant affiliations:	The company 365 hf., owns a 60.5% share M25 Holding ehf., which owns a 47.94% share in Strengur hf., which owns 969,152,089 shares in SKEL hf., corresponding to 51.59% of voting shares. 365 hf. is mostly owned by Jón Ásgeir's wife, Ingibjörg Pálmadóttir.

In the opinion of the SKEL Nomination Committee Jón Ásgeir Jóhannesson is independent of the Company, its day-to-day management but not large shareholders in the Company, according to the definition of independence in the ICC corporate governance guidelines.

Birna Ósk Einarsdóttir, member of the Board of Directors, first took a seat on the Board in 2023

Year of birth:	1976
Education:	B.Sc. Business Administration, Reykjavík University, 2001, M.Sc. Strategic Management, University of Iceland, 2008, AMP (Advanced Management Program), IESE Business School, 2015.
Principal occupation:	Head of the sales, service and marketing division of APM Terminals.
Professional Career:	Various specialist and management roles at Síminn hf. since 2001, including the posts of public relations officer, EVP of recruitment, management consultant, EVP of project management and marketing, Head of consumer sales, EVP of product management and innovation, EVP of sales and services. EVP of Marketing and Business development at Landsvirkjun 2017-2018. EVP of Customer Experience, and prior to that strategic planning and business development for Icelandair 2018-2019. Chief Commercial Officer at Icelandair. 2019-2022.
Other positions of trust:	Member of the board of Mila hf., Brekkumýri ehf., Sunstone IV hf. and Sunstone III ehf.
Holdings in SKEL:	None.
Posts for SKEL:	Directorship functions for SKEL, committee work on the Remuneration Committee and Nomination Committee of SKEL.
Relevant affiliations:	None.

In the opinion of the SKEL Nomination Committee Birna Ósk Einarsdóttir is independent of the Company, its day-to-day management and large shareholders in the Company, according to the definition of independence in the ICC corporate governance guidelines.

Nanna Björk Ásgrímsdóttir, Board member, first took a seat on the Board in 2021

Year of birth:	1974
Education:	LLM masters degree in European law at the University of Stockholm in 2001. She earned a degree in law at the University of Iceland in 2000 and completed various courses in the University of Iceland School of Business, in addition to courses in the Faculty of Arts of the University of Iceland.
Principal occupation:	Investor.
Professional Career:	Nanna Björk has been engaged in her own investment activities from 2006 to the present. Nanna Björk has extensive experience of the retail sector and has been involved in the operation of retail enterprises both in Iceland and abroad, variously as owner and investor or manager. These include businesses such as All Saints, Whistles, Karen Millen, Shoe Studio Group and Warehouse. In 2004-2006 Nanna was an investor in the Shoe Studio Group UK and a participant in its management. In 2003-2004, Nanna worked as Chief Operating Officer at Karen Millen UK for the United States, Scandinavia and Europe, in addition to her legal work and negotiations for the same company. She was an employee of Corporate Finance at Kaupthing Bank, engaging in normal legal affairs from 2001 to 2003 and at Lex Law Firm, also in normal legal work.
Other positions of trust:	Nanna is the chairman of the board of RES 2 ehf., RES 9 ehf. and Eldra ehf.
Holdings in SKEL:	Nanna and her husband, Sigurður Bollason, own 57.6% of the shares in RES 9 ehf, which holds a 47.94% share of Strengur hf. Strengur hf. owns 969,152,089 shares in SKEL, corresponding to 51.59% of voting shares.
Posts for SKEL:	Directorship functions for SKEL and service on SKEL's Remuneration Committee.
Relevant affiliations:	RES 9 ehf. holds a 47.94% share in Strengur hf. which holds shares in SKEL. Nanna's husband, Sigurður Bollason, is a member of the board of directors of Strengur hf.

In the opinion of the SKEL Nomination Committee Nanna Björk Ásgrímsdóttir is independent of the Company and its day-to-day management, but not of large shareholders in the Company, according to the definition of independence in the ICC Corporate Governance Guidelines.

Sigurður Kristinn Egilsson, Vice-chairman of the Board, first took a seat on the Board in 2021

Year of birth:	1974
Education:	Engineer and certified securities trader.
Principal occupation:	Employee of Arcur ehf.
Professional Career:	From 1998 to 2007 Sigurður Kristinn worked in the Asset Management division of Kaupthing bank, and over the last five years he was head of asset management for professional investors, which specialises in asset management for pension funds, corporations and organisations. From 2007 to 2010 he was an employee of the bank's overseas asset management division for professional investors. From 2010- 2016, Sigurður Kristinn was head of asset management and specialised funds for ALM Securities, which was financed by pension funds.
Other positions of trust:	Sigurður Kristinn Egilsson is the chairman of the board of Arcur ehf. He also serves as a board member for NeckCare ehf., Zeda ehf., Mælifjallið ehf., REC Studio ehf., REC Sjóðir ehf., and Baridi Iceland ehf.
Holdings in SKEL:	None.
Posts for SKEL:	At SKEL, he holds the position of vice chairman of the board and is a member of SKEL's audit committee. Additionally, he is a board member of Baridi Iceland ehf., a company closely affiliated with SKEL.
Relevant affiliations:	In 2024, Baridi Iceland ehf. entered into a service agreement with Arcur ehf., under which Arcur provides financial management consulting to Baridi Iceland ehf. Sigurður Kristinn owns 25% of Arcur ehf.

In the opinion of the SKEL Nomination Committee Sigurður Kristinn Egilsson is independent of the Company, its day-to-day management and large shareholders in the Company, according to the definition of independence in the ICC corporate governance guidelines

Guðni Eiríksson, board member, first took a seat on the Board in 2023

Year of birth:	1977
Education:	B.Sc. in business administration from the University of Iceland and licenced securities broker.
Principal occupation:	Owner and CEO of Skakkiturnin ehf. Apple's agent in Iceland.
Professional Career:	Guðni possesses extensive experience of investment in international securities markets. He previously worked in securities brokerage at Kaupthing Bnka fin 2005-2007 and subsequently with Eyrir Invest, but has since been a private investor from 2008.
Other positions of trust:	Chairman of the board of Skerjabraut ehf., Klapparholt ehf., Grásteinsmýri hf., RES 9 ehf., M Invest ehf., and Blue Ghost ehf. Guðni is also a member of the boards of directors of Hraunhafnartangar ehf., GE Capital ehf., Skakkaturn ehf., Árkór ehf., 2E ehf., Fagrahæð ehf., Fasteignafélagið L4 ehf., Edra ehf. Strengur hf. and Metatron ehf.
Holdings in SKEL:	Guðni is a shareholder in RES 9 through his company GE Capital ehf, which is wholly owned by Guðni. RES 9 ehf. holds a 47.94% share in Strengur hf. Strengur hf. owns 969,152,089 shares in SKEL, corresponding to 51.59% of voting shares.
Posts for SKEL:	Member of the board of directors of SKEL and member of SKEL's Audit Committee.
Relevant affiliations:	GE Capital ehf., a company wholly owned by Guðni, is a 31.45% shareholder in RES 9 ehf. RES 9 ehf. holds a 36.16% share in Strengur hf. Strengur hf. owns 969,152,089 shares in SKEL, corresponding to 51.59% of voting shares.

In the opinion of the SKEL Nomination Committee Guðni Eiríksson is independent of the Company, and its day-to-day management, but not independent of large shareholders in the Company, according to the definition of independence in the ICC Corporate Governance Guidelines.