

SKELJUNGUR HF. SHAREHOLDERS' MEETING

07 OCTOBER 2021

A shareholders' meeting in Skeljungur hf. will be held on Thursday, 7 October 2021, at 16:00, in room 2 at Icelandair Hotel Reykjavik Natura, Nauthólsvegur 52, 102 Reykjavik¹

Agenda of the meeting

1. Election of a chairman and secretary of the shareholders' meeting.
2. Vote on the sale of P/F Magn, Skeljungur hf.'s subsidiary in the Faroe Islands.
 - The proposal before the meeting calls for the shareholders' to approve the sale of P/F Magn; exclusive negotiations are currently in progress with a specific offeror. The sale of the subsidiary is subject to approval of a shareholders' meeting. The proposal supports the Company's strategy of reducing its focus on sales of traditional fuel in light of the impending energy transition. For further information on the process, reference is made to announcements of the Company, which can be accessed on Skeljungur's website under the heading Nasdaq News; there have been a total of seven announcements.
3. Vote on a proposal submitted for authorisation to purchase own shares by an open offer to shareholders.
 - The proposal before the meeting provides for an addition to the authorisation to the Board of Directors to purchase own shares in the Company, e.g. by an open offer to shareholders, for the purpose of reducing the Company's share capital. This authorisation, if approved, would therefore be added to the current repurchase authorisation under the formal repurchase programme.
4. Vote on proposed amendments to the Company's Articles of Association
 - i. Section 18.4 (d): To be delete.
 - The proposal before the meeting relates to the deletion of the above provision, which stipulates the need for the approval of all shareholders to effect material changes in the Company's objects. The provision in question could cause significant disadvantage and prevent normal and necessary changes in the Company's objects. The provisions of Article 94 of the Act on limited companies will provide continued protection to shareholders, as certain further specified amendments to articles of association require the approval of all shareholders.

¹ Note that the arrangement of the meeting may need to be changed with reference to the COVID-19 restrictions in effect on the day of the meeting, e.g. by meeting electronically, taking into account all the rules of the Companies Act regarding shareholders' meetings. Any changes to such effect will be announced in the stock exchange no later than three days prior to the meeting.

ii. Article 3: Company objects

- The proposal before the meeting relates to changes in points of emphasis and shifts in where within the Group business operations are conducted; in addition, the objects of the Company are widened in scope with the addition of investment activities. The proposal is in part linked to the Board's proposal in Item 5 of the agenda.

5. Vote on the division of the operations of the Company and on the establishment of subsidiaries, on the one hand for retail operations and on the other hand for corporate operations.

- The proposal before the meeting is the result of work on formulating a new strategy for the Company and is intended to sharpen still further the focus in the Company's business operation with the establishment of two new subsidiaries. Skeljungur hf. would be operated as the parent company of the management companies and would remain listed on the market.

6. Other matters.

Note that each proposal is explained in more detail along with Board of Director's reasoning in a special proposal document with this notice of the meeting.

SHAREHOLDERS' RIGHTS

Parties who are registered as shareholders, according to the company's share register at the time of the meeting, may exercise their rights at the shareholders' meeting. The share register refers to results of transactions in Nasdaq SCD Iceland on October 6, 2021.

When a shareholder has paid up his share in full, the shareholder shall be issued an electronic certificate which confers full rights provided for by law and in Skeljungur's Articles of Association. Persons acquiring shares in the Company cannot exercise their rights as shareholders unless their names have been entered in the Company's share ledger. Results of transaction in Nasdaq SCD Iceland registers two days after transaction and therefore it is recommended that the last trading date should be October 4, 2021, if shareholders wish to exercise their rights at the Shareholder meeting on October 7 2021.

A shareholders' meeting is legitimate if legitimately convened, regardless of attendance.

Shareholders rights to request items on the agenda

Shareholders have the right to request items to be put on the agenda and to submit proposals if requested in writing no later than on Monday 27, September 2021 by 16:00. Such proposals shall be sent to fjarfestar@skeljungur.is and will be published on the company's website. If a shareholder has requested that a matter shall be a part of the agenda or submitted a proposal before this date, the final agenda and proposals shall be updated on the company's website no later than three days before the meeting. Proposals not listed in the agenda of the shareholders' meeting cannot be resolved at the meeting unless approved by all shareholders of the company. Such matters may however be formed into a guidance for the Board of Directors.

Rules on attendance at the shareholder meeting

All shareholders may attend the meeting and make a statement. Shareholders can send their questions to fjarfestar@skeljungur.is or present their questions at the meeting. Shareholders' may be accompanied by a consultant. The consultant has neither the right to make a proposal nor any voting rights at the meeting. Shareholders may allow the consultants to speak for their hand.

Shareholders who cannot attend the meeting can provide others with power of attorney. A power of attorney form is available on the Company's website. The agent must submit the power of attorney at the meeting or have send to fjarfestar@skeljungur.is in advance. The power of attorney shall never be valid for more than one year from its date. It may be revoked at any time, but not after the meeting has commenced.

Rules on voting

At a shareholders meeting, each ISK 1 in shares shall have one vote. Skeljungur's total share capital is 1.936.033.774, Skeljungur's own shares are none. At the meeting, a simple plurality of votes will decide issues, unless the Company's Articles of Association or national laws stipulate otherwise. If a proposal receives an equal number of votes, for and against, it is considered defeated.

Voting will only be in writing if demanded at the meeting by a voting party or the meeting chairman makes such a ruling.

The Company reserves the right to conduct all voting at the meeting electronically.

Shareholders may request to vote on matters on the agenda through postal voting. A request for postal voting shall have been received at the company's office or at fjarfestar@skeljungur.is no later than at 16:00 on Saturday October 2, 2021. On the company's website shareholders can find instructions on postal voting.

For more information about the rights of shareholders, refer to Act no. 2/1995 on Public Limited Companies, which are available on the Alþingis's website, www.althingi.is.

Other information

The shareholders' meeting will be conducted in Icelandic. The meeting documents will be available in Icelandic and English.

The meeting will be paperless. Agenda for the shareholder meeting and meeting data including proposals from the Board to the meeting, will be available on the Company's website. The data will also be displayed to shareholders during work hours of the Company at the Company's headquarters at Borgartún 26 in Reykjavík, before the meeting.

Shareholders and their agents can register for the meeting at the meeting location from 15:00 on the meeting date. Shareholders can also register in advance, until 14:00 on the day of the meeting, by sending an e-mail to fjarfestar@skeljungur.is, shareholders are encouraged to pre-register. Please send your request with a name and id.no. and if appropriate a filled-out mandate to investors@skeljungur.is

All documents can be found on the Company's website, <https://en.skeljungur.is/shareholder-meeting-2021>

See also the proposals to the meeting.

Reykjavik, 16 September 2021

Board of Directors of Skeljungur hf.