

Festi hf.: Results of the Annual General Meeting 6 March 2024

The Annual General Meeting (AGM) of Festi hf. was held on Wednesday 6 March 2024 at 10:00 am at the Company's headquarters at Dalvegur 10-14, Kópavogur. The results of the meeting were as follows.

1. The Consolidated Financial Statements for 2023 were approved.

2. A decision was made to pay a dividend for the operating year 2023 as follows:

"The Board of Directors proposes to the AGM that dividends be paid to shareholders in the amount of ISK 904,500,000 for the 2023 operating year, or ISK 3.0 for every share in the Company. The dividend will be paid to shareholders on April 10, 2024. The last trading day where dividends are included in the shares is March 5, 2024, and the ex-dividend date is therefore March 6, 2024. The record date is March 7, 2024, which means that dividends are paid to those listed in Festi's hf. share register with the Nasdaq CSD at the end of day on March 7, 2024."

3. Amendments to the Nomination Committee's rules of procedure were approved.

Regarding the amendments, reference is made to the Nomination Committee's report and the proposal document for the meeting, which is available on the Company's website, <https://www.festi.is/en/cc/agm-2024>.

4. Results of board election.

Board elections were held at the meeting and the following persons were elected to the Company's Board of Directors:

Guðjón Auðunsson
Guðjón Reynisson
Hjörleifur Pálsson
Margrét Guðmundsdóttir
Sigurlína Ingvarsdóttir

The Board of Directors have convened and assigned roles and responsibilities. Guðjón Reynisson will continue as the Chairman of the Board and Sigurlína Ingvarsdóttir as the Vice Chairman of the Board.

5. The Board of Directors proposal to appoint Ólafur Arinbjörn Sigurðsson and Sigrún Ragna Ólafsdóttir to the Nomination Committee was approved.

6. Deloitte ehf. was voted the Company's auditor for 2024.

7. A decision was made on remuneration to the members of the Board of Directors, subcommittees of the Board of Directors and the Nomination Committee as follows:

The Chairman of the Board will receive ISK 860,000 per month, Vice Chairman of the Board ISK 640,000 per month and other board members ISK 430,000 per month.

Members of the Remuneration Committee receive ISK 70,000 per month and Chairman of the Remuneration Committee ISK 130,000 per month.

Members of the Audit Committee receive ISK 105,000 per month and Chairman of the Audit Committee ISK 210,000 per month.

Members of the Nomination Committee receive ISK 130,000 per month and Chairman of the Nomination Committee ISK 170,000 per month.

Members of the Investment Committee receive ISK 70,000 per month and Chairman of the Investment Committee ISK 100,000 per month. Remuneration is not paid to employees of Festi hf.

8. The Board of Directors proposal for the Company's updated Remuneration Policy was approved.

The Remuneration Policy is accessible on the Company's website: <https://www.festi.is/en/cc/agm-2024>.

9. Stock option plan for all employees of the group was approved.

Regarding the approved proposal, reference is made to the stock option plan for employees of Festi hf. and subsidiaries and a proposal document for the meeting which is available on the Company's website: <https://www.festi.is/en/cc/agm-2024>.

10. Stock option plan for senior management of the group was approved.

Regarding the approved proposal, reference is made to the stock option plan for the CEO, senior management and key employees of Festi hf. and subsidiaries and a proposal document for the meeting which is available on the Company's website: <https://www.festi.is/en/cc/agm-2024>.

11. Proposals regarding amendments to the Company's Articles of Association were approved.

Regarding the amendments, reference is made to the proposal document for the meeting, which is available on the Company's website: <https://www.festi.is/en/cc/agm-2024>.

12. Board of Directors proposal on the authorization to purchase own shares and a corresponding amendment to the company's Articles of Association were approved. The proposal is as follows:

"The Annual General Meeting of Festi hf. held on 6 March 2024 agrees to grant the Board of Directors permission, on the basis of Article 55 of the Public Limited Companies Act, No. 2/1995, to purchase on behalf of the Company up to 10% of its share capital. This authorization shall be used for the purpose of setting up a formal repurchase plan or to make a general offer to shareholders for the company's purchase of its own shares, e.g. through a tender arrangement, provided that the equality of shareholders is observed when inviting participation in such transactions. The company's purpose with buybacks is to reduce the company's share capital and/or to enable the company to meet its obligations according to stock option agreements with employees. Upon repurchase, the highest allowable remuneration per share shall not exceed the price of the last independent transaction or the highest available independent bid in the trading systems in which the shares are traded, whichever is higher. The company's transactions with its own shares must be reported in accordance with laws and regulations. This authorization is valid until the company's Annual General Meeting in 2025. Other previous authorizations for the purchase of own shares become invalid upon approval of this authorization."

13. The meeting approved the following proposal for the reduction of share capital due to own shares:

"The Annual General Meeting of Festi hf., held on 6 March 2024, agrees to reduce the share capital of the Company from ISK 304,500,000 in nominal value to ISK 301,500,000 in nominal value, solely to reduce its own shares in accordance with Act No. 2/1995 on Public Limited Companies. The company's share capital thereby decreases by ISK 3,000,000 in nominal value. The reduction applies only to own shares acquired by the Company through the purchase of its own shares in accordance with a buyback program approved at the Company's Annual General Meeting on 22 March 2023 in accordance with Article 55 of Act No. 2/1995 on Public Limited Companies."

Article 4 of the Company's Articles of Association changes in accordance with the approved proposal.

14. The Board of Directors proposal to nominate an external member of the Audit Committee was withdrawn at the meeting. The meeting approved to authorise the Company's Board of Directors to appoint external member to the Company's Audit Committee.

For further information, please contact Ásta S. Fjeldsted, CEO of Festi - asta@festi.is