**Candidates for the Board of SKEL fjárfestingafélag hf.**

*Note that candidates may also send a separate CV and refer to it for factors that are given in this form, as appropriate.*

Name of candidate:

Id number:

Address:

Education:

Primary occupation:

Career:

When did the candidate first become a member of the board of SKEL, if applicable:

Other positions of trust, such as on other Boards or committees:

Shares in the company directly or through related parties:

Connections with a) main clients, b) main competitors or c) major shareholders in the Company[[1]](#footnote-2):

a)

b)

c)

Other relations to the company or its management team:

1. Is the candidate an employee of SKEL or closely related companies[[2]](#footnote-3) or has in the past three years before taking a seat on the Board? Yes [ ] No [ ]

If so, please explain:

1. Has the candidate accepted or received substantial payments from SKEL, closely related company or day-to-day management, excluding salaries for board membership, for example, as a consultant or contractor, in the three years prior to taking a seat on the Board? Yes [ ] No [ ]

If so, please explain:

1. Is the candidate in, or has he/she in the past year been in, significant business with the Company or closely related companies, e.g. as a customer, supplier or partner, weather personally or through another company? Yes [ ] No [ ]

If so, please explain:

1. Is the candidate one of the day-to-day managers of another company, in which one of the board members is a day-to-day manager of SKEL? Yes [ ] No [ ]

If so, please explain:

1. Is the candidate or has he/she been, in the past year prior to taking a seat on the Board of SKEL, a partner of KPMG or related company[[3]](#footnote-4), or an employee who has been involved in the external audit of SKEL? Yes [ ] No [ ]

If so, please explain:

1. Does the candidate have a close family ties[[4]](#footnote-5) with day-to-day managers or any other persons mentioned above, and that person is in direct or indirect business with the company to such an extent that the director could not be considered independent? Yes [ ] No [ ]

If so, please explain:

Other relations to major shareholders[[5]](#footnote-6) in SKEL:

1. Does the candidate have direct or indirect control[[6]](#footnote-7) of SKEL or is a board member or an employee of a company that has control over Skeljungur? Yes [ ] No [ ]

If so, please explain:

1. Does the candidate own a significant share in SKEL or is a board member or an employee of a company that owns a significant share in SKEL? Yes [ ] No [ ]

If so, please explain:

1. Does the candidate have connections to major shareholders, other than those listed above, that the candidate wants to disclose? (See for example possible connections listed on previous pages.)

Is the candidate legally and financially competent? Yes [ ] No [ ]

Has the candidate in the past three years, in relation to the business operations, been convicted of a criminal offense under the Criminal Code or any of the Companies Act, acts regarding annual, bankruptcy or taxes? Yes [ ] No [ ]

In forming a proposal regarding the composition of the board, the Nomination Committee will look to their tasks ahead at SKEL and to the board, as a whole, possessing a broad set of skills, experience and knowledge. The Committee will in this context, among others take account of the following factors:

1. *Management experience*
2. *Strategic making and planning*
3. *Change management*
4. *Market knowledge*
5. *Legal skills and/or good knowledge of rules that apply to listed companies*
6. *Financial management and knowledge in investments*
7. *Experience in business e.g. in the retail market*
8. *Risk management*
9. *Knowledge of issues in the energy sector*
10. *Knowledge of innovation and technology*
11. *Other matters*

It is requested that the candidates submit a brief letter on how their knowledge and experience will benefit the Board of SKEL.

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Place and date

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_
Signature of the candidate

Enclosed:

 [ ] Curriculum vitae

 [ ] Letter regarding key knowledge and experience

**Data Protection and the Processing of Personal Data**

SKEL fjárfestingafélag hf. processes insider’s personal data in compliance with Act No. 2/1995, No. 20/2021, 65/2021 and in compliance with Rules issued by Nasdaq Iceland hf. for the issuer of financial undertakings together with various other rules that applies to the Company..

The processing of personal data, which are contained in this notification, is lawful in order to comply with the above-mentioned laws and rules, see paragraph 2 and 3. Art. 9 Act No. 90/2018 on Data Protection and the Processing of Personal Data.

SKEL is therefore authorized to process personal information contained in this form in order to take measures at the request of candidates and Board Members and to fulfil the legal obligation that rests on SKEL as the responsible party according to the above laws and rules.

1. This refers to the shareholders holding at least 10% of the total share capital or voting rights in the company, alone or in cooperation with related parties. A list of the largest shareholders of SKEL is published on the company´s website: <https://skel.is/hluthafar/staerstu-hluthafar> [↑](#footnote-ref-2)
2. This refers to a company where SKEL holds, either directly or indirectly, a minimum of 10% of the total share capital or voting rights. [↑](#footnote-ref-3)
3. This refers to a company where KPMG holds, either directly or indirectly, a minimum of 10% of the total share capital or voting rights. If KPMG holds 50% or more of the total voting rights or in another company, the company shall be deemed to have indirect control over the latter company´s holdings in other companies. [↑](#footnote-ref-4)
4. This refers to i.e. if the Director in question is or has been the spouse of or related in a direct or indirect line to an individual or similarly joined by means of adoption. [↑](#footnote-ref-5)
5. “Major shareholder” is anyone who holds at least 10% of the total share capital or voting rights in the company, alone or in cooperation with related parties. The largest shareholders of SKEL can be found on the Company´s website: <https://skel.is/hluthafar/staerstu-hluthafar> [↑](#footnote-ref-6)
6. „Control” refers to 50% or more of the total voting rights or shares. [↑](#footnote-ref-7)