

SIMINN NOMINATION COMMITTEE REPORT IN REGARD TO THE EGM ON NOVEMBER 21st, 2019

Introduction

A Nomination Committee (“Committee”) has been established for Síminn hf., pursuant to a decision by the Shareholders Meeting on November 28th, 2018, as well as the resolution of the shareholders at the Annual General Meeting on March 15th, 2018. The Committee represents all of Síminn’s shareholders and its purpose is to nominate candidates for the company’s Board of Directors (the “BoD”). In doing so, it seeks to ensure that the Directors collectively possess sufficient knowledge and experience to exercise their obligations under the company’s Articles of Association, the Act on Public Limited Liability Companies no 2/1995, as well as other Acts and regulations that apply to the company. The Committee assesses candidates in the light of requirements and makes nomination recommendations to the Annual General Meeting. The Committee operates in accordance with the rules of procedure of the Síminn Nomination Committee (the “Procedures”) (see Appendix 1).

At this time, the Nomination Committee has been called upon the request from Stoðir hf. to convene an Extraordinary Shareholders’ Meeting. At present, Stoðir hf. owns 14,86% of Síminn hf.’s voting rights, according to the shareholder list on Síminn’s webpage. Since Stoðir hf. holding exceeds 1/20 of Síminn’s share capital, the company is obliged to convene a Shareholders’ Meeting upon their request. In article 4.12 of the Rules of Procedure it states that reference to AGM shall apply equally to any Shareholder Meeting in which it may be required to elect new board members.

The Committee’s Report (the “Report”) is only relevant if at the EGM on November 21st, 2019 the shareholders vote to revoke the mandate of the current BoD which ends in March 2020.

Committee Composition

The Nomination Committee consists of three members. The majority of the Committee is independent of the Company and its day-to-day management (see Appendix 2). Two Committee members are elected by the AGM each year and one member is elected by the BoD at its first meeting after its election at the AGM.

The Committee for the year 2018-2019 consists of the following persons:

- Jensina Kristin Bodvarsdottir, Chairman of the Nomination Committee
- Steinunn Kristin Thordardottir
- Bertrand Kan

Jensina Kristin Bodvarsdottir and Steinunn Kristin Thordardottir were elected at the Shareholders Meeting on November 28th, 2018 and reconfirmed at the AGM in March 21st, 2019. Bertrand Kan was proposed by the BoD.

Committee's activities

In order to dispense with its task, the Committee established a work plan in accordance with the Rules of Procedure of the Nomination Committee (see Appendix 3). First, the Committee reviewed the "Síminn Competency Criteria for the Board of Directors" (see appendix 4) that was established in 2018. In addition, the Committee conducted a set of interviews with the current members of the BoD and obtained further information about the work of the BoD, including the Board of Directors' assessment of the next tasks and requirements for the Board. With each of the current directors, the interest in continuing with their board membership was established. The Committee's due diligence also included a discussion with Síminn's CEO, Orri Hauksson.

Subsequently, the Committee approached Síminn's 20 largest shareholders and invited them for a meeting to understand their views and suggestions. Shareholders could also submit their comments by sending an email to the committee. A total of 7 shareholders requested meetings with the committee, either face-to-face or over the phone.

The Committee's Report for the EGM will be submitted to the BoD on November 14th, 2019 and will be considered in the BoD meeting on November 18th, 2019. Shortly after this Board Meeting, the Committee's report will be made available to all shareholders.

Any further candidacies that may emerge before the five days deadline for submitting candidacy will be assessed by the Committee, if possible, and reported in an annex to the Committee's Report.

The Committee has assessed candidates according to the Síminn Competency Criteria for the Board of Directors and has worked under the assumption that the company carries out a customary background check on all candidates.

Recommendation

The current BoD was elected at the Company's Annual General Meeting on March 21st, 2019, for a one-year term. If the mandate of the current BoD will not be revoked, all Directors will continue to serve on the BoD for its full term. In case there will be an election for new Directors in the EGM, all current Directors have put forward their candidacy, except Ksenia Nekrasova.

The Committee has reviewed applications from all candidates with an interest to become a Síminn Board member. In considering these applications, the Committee has looked at the company's projects and requirements for the near future and has sought to ensure that the board collectively possesses the competences, experience and knowledge defined in "Síminn Competency Criteria for the Board of Directors" (see appendix 4).

The Committee review confirms that the current BoD is functioning well, that the company is in good standing and that the Committee's recommendation for the AGM on March 21st, 2019 is still valid. Accordingly, the Committee recommends that the four existing Board Members who have put forward their candidacy continue to serve on the BoD: Bertrand Kan, Helga Valfells, Sýlvía Kristín Ólafsdóttir and Bjarni Þorvarðarson. In addition, the Committee recommends that Jón Sigurðsson, with his extensive experience in the Icelandic and foreign financial markets, becomes a member of the BoD.

Kolbeinn Árnason (see appendix 5) has put forward his candidacy. The Committee has assessed his candidacy and considers him qualified. At the time of this report, no other candidates have submitted their candidacy.

It is the opinion of the Committee that the key competences, experience and knowledge can be found collectively in the following candidates. Accordingly, the Committee proposes that these candidates (see appendix 6) be elected to the Board of Directors of Síminn:

- Bertrand Kan
- Sýlvía Kristín Ólafsdóttir
- Bjarni Þorvarðarson
- Helga Valfells
- Jón Sigurðsson

Reykjavík, November 14th, 2019

Jensina Kristin Bodvarsdottir
Steinunn Kristin Thordardottir
Bertrand Kan

Appendix 1: Rules of Procedure of Síminn hf. Nomination Committee

Rules of Procedure of Síminn hf. Nomination Committee	Starfsreglur tilnefningarnefndar Símans hf.
1. Purpose of the Nomination Committee	1. Tilgangur tilnefningarnefndar
<p>1.1. The purpose of Síminn hf. (hereinafter "the Company") the Nomination Committee (hereinafter "the Committee") is to promote the interests of all shareholders and facilitate that the proposed Board of Directors (hereinafter "BoD") candidates collectively possess sufficient knowledge and experience to exercise their obligations under the Company's Article of Association, the Act on Public Limited Liability Companies no 2/1995, as well as other Acts and regulations that apply to the Company.</p> <p>1.2. The Committee shall be an active platform for assessing whether candidates for the BoD collectively have sufficient and appropriate competencies to act as the Síminn's BoD according to the Company's Competency Criteria, see appendix 1. Furthermore, it should assess whether the overall BoD composition is effective. Based on its findings the Committee shall make recommendations for BoD candidacy to the Annual General Meeting (hereinafter "AGM").</p>	<p>1.1. Tilgangur tilnefningarnefndar (hér á eftir "nefndin") Símans hf. (hér á eftir "félagið") er að stuðla að hagsmunum allra hluthafa og auðvelda að fyrirhuguð framboð til stjórn félagsins hafi, sameiginlega, fullnægjandi þekkingu og reynslu til að geta sinnt skyldum sínum samkvæmt samþykktum félagsins, lögum um hlutafélög nr. 2/1995, auk annarra laga og reglugerða sem gilda um félagið.</p> <p>1.2. Nefndin skal vera virkur vettvangur til að meta hvort framboð til stjórnar hafi, sameiginlega, fullnægjandi og viðeigandi hæfni til að starfa sem stjórnarmenn hjá félaginu samkvæmt hæfnisviðmiðum félagsins, sbr. viðauka 1. Enn fremur ætti að meta hvort samsetning stjórnar sem heild sé skilvirk. Á grundvelli niðurstaðna mun nefndin leggja fram tillögur sínar um framboð til stjórnar fyrir hvern aðalfund.</p>
2. Composition of the Nomination committee and qualification of its members	2. Samsetning og hæfisskilyrði tilnefningarnefndar
<p>2.1. The Committee shall consist of three (3) members. The majority of the Committee shall be independent of the Company and its day-to-day management.</p> <p>2.2. One member of the Committee shall be a member of the BoD but the members of the BoD may not form a majority in the Committee. Neither management nor employees of the Company may be appointed as Committee members.</p> <p>2.3. Collectively the committee members must possess:</p>	<p>2.1. Nefndin skal skipuð af þremur (3) nefndarmönnum. Meirihluti nefndarinnar skal vera óháður félaginu og framkvæmdastjórn þess.</p> <p>2.2. Einn nefndarmaður skal vera jafnframt stjórnarmaður félagsins en stjórnarmenn félagsins mega ekki vera í meirihluta nefndarinnar. Hvorki má skipa stjórnendur né starfsmenn félagsins sem nefndarmenn.</p> <p>2.3. Sameiginlega þurfa nefndarmann að hafa yfir að ráða:</p> <p>a) Víðtækri reynslu við mat einstaklinga með hliðsjón af hæfnisviðmiðum.</p>

<p>a) Extensive experience in evaluating candidates against qualification criteria. b) Good knowledge of business and board responsibilities. c) Excellent knowledge of corporate governance and requirements made by laws and regulation as well as generally accepted guidelines on corporate Governance.</p> <p>2.4. Each Committee candidate must meet at least one of the above-mentioned criteria and have a sound reputation in the business community.</p>	<p>b) Góða þekkingu á rekstri fyrirtækja og skyldum stjórnarmanna. c) Framúrskarandi þekkingu á stjórnarháttum fyrirtækja og kröfum sem gerðar eru samkvæmt lögum og reglugerðum auk almennt viðurkenndra viðmiðunarreglra um stjórnarhætti fyrirtækja.</p> <p>2.4. Hver nefndarmaður skal uppfylla að minnsta kosti eitt af ofangreindum viðmiðum og hafa góðan orðstír í atvinnulífinu.</p>
<p>3. Appointment of committee members</p>	<p>3. Skipun tilnefningarnefndar</p>
<p>3.1. Two Committee members shall be elected by the AGM each year and one member shall be elected by the BoD at the BoD first meeting after its election at the AGM. The Committee composition shall be in compliance with the gender equality requirements in the Act on Public Limited Liability Companies no 2/1995.</p> <p>3.2. In the call for the AGM it shall be clearly stipulated how potential candidates may file their candidacy for the two Committee members that are elected at the AGM. The BoD may, but is not obliged to, include in the call for the AGM a shortlist of potential Committee candidates, that meet the criteria detailed in the Article 2.</p> <p>3.3. The Committee candidates shall file their candidacy no later than five days prior to the AGM. In the Application for candidacy to the Committee, the candidates shall include the same information as is required by BoD candidates under Act on Public Limited Liability Companies no 2/1995, the Company's Article of Association, in addition to information on how the Committee Candidates fulfils one or more of the criteria under Article 2 of these Rules of Procedure.</p> <p>3.4. The BoD shall review the Committee candidacy in the same manner as the BoD reviews the BoD candidacy under the</p>	<p>3.1. Tveir nefndarmenn skulu kjörnir af aðalfundi á hverju ári og einn fulltrúi skal kjörinn af stjórn á fyrsta stjórnarfundum eftir aðalfund. Skipun nefndar skal vera í samræmi við jafnréttiskröfur í lögum um hlutafélög nr. 2/1995.</p> <p>3.2. Í fundarboði til aðalfundar skal greinilega kveðið á um hvernig væntanlegar frambjóðendur til tilnefningarnefndar meggi leggja fram framboð vegna þeirra tveggja sæta í nefndinni sem kjörin eru á aðalfundi félagsins. Stjórn er heimilt, en ekki skylt, að birta lista yfir hugsanlega frambjóðendur til tilnefningarnefndar í fundarboði til aðalfundar, sem uppfylla þau viðmið sem lýst er í 2. gr.</p> <p>3.3. Frambjóðendur til nefndarinnar skulu leggja fram framboð sitt eigi síðar en fimm dögum fyrir aðalfund. Í umsókn um framboð til nefndarinnar skulu frambjóðendur tilgreina sömu upplýsingar og frambjóðendum til stjórnar er skylt að tilgreina samkvæmt lögum um hlutafélög nr. 2/1995 og samþykktum félagsins, auk upplýsinga um hvernig frambjóðendur uppfylla eitt eða fleiri viðmið í grein 2 í þessum reglum.</p> <p>3.4. Stjórn skal meta framboð til nefndarinnar á sama hátt og stjórn metur framboð til stjórnar samkvæmt samþykktum félagsins. Eigi síðar en tveimur dögum fyrir aðalfund skal stjórn</p>

<p>Company Article of Association. No later than two days prior to the AGM the BoD shall publish the name of the candidates in the same manner as the candidates for the BoD is published.</p> <p>3.5. Information on the arrangements for the appointment of the Committee, the rules of procedures of the Committee and information on the Committee members shall be published on the Company's website.</p> <p>3.6. If a Committee Member resigns or cease to be a member of the Committee, for whatever reason, before the Committee's term has expired, the BoD shall call for a shareholders meeting to elect a new member to the Committee. If the Committee member that was chosen by the BoD exits the Committee, the Board shall choose a new member and publish its decision.</p>	<p>birta nöfn frambjóðenda til nefndarinnar á sama hátt og framboð til stjórnar eru birt.</p> <p>3.5. Upplýsingar um fyrirkomulag skipunar nefndarinnar, starfsreglur tilnefningarnefndar og upplýsingar um nefndarmenn skulu birtar á heimasíðu félagsins.</p> <p>3.6. Ef nefndarmaður lætur af störfum eða hættir sem nefndarmaður, af hvaða ástæðu sem er, áður skipunartími viðkomandi nefndarmanns er útrunninn, skal stjórn boða til hluthafafundar í þeim tilgangi að kjósa nýjan nefndarmann. Ef nefndarmaður, sem valinn var af stjórn félagsins, vísar úr nefndinni skal stjórnin velja nýjan aðila og birta ákvörðun sína.</p>
<p>4. Committee Obligation and Working Procedures</p>	<p>4. Skyldur tilnefningarnefndar og verkferlar</p>
<p>4.1 The Committee main obligation is to act as an advisory Committee regarding the election of the BoD at each AGM.</p> <p>4.2. The Committee shall publish on the Company website information on how potential BoD candidates may declare their interest in serving as BoD. The Committee shall create a standardized form detailing relevant information on candidates' qualifications and competencies and ensure that such a form exists for acting board members. Information about the procedure and the standardized form shall be accessible on the company website.</p> <p>4.3. The Committee shall conduct an assessment of the competencies and composition of the current board. The external members of the Committee should aim to interview board members individually with the purpose of assessing the individual competencies and qualities based on the Company's Competency Criteria, as well as evaluating the BoD overall effectiveness as reported by board members. Furthermore, board members should notify the Committee if they intend</p>	<p>4.1. Meginábyrgð nefndarinnar er að starfa sem ráðgjafarnefnd vegna kosningu stjórnar á hverjum aðalfundi.</p> <p>4.2. Nefndin skal birta á heimasíðu félagsins upplýsingar um hvernig hugsanlegir frambjóðendur til stjórnar geta lýst yfir áhuga sínum á að starfa sem stjórnarmenn. Nefndin skal búa til staðlað eyðublaðið þar sem fram koma viðeigandi upplýsingar um hæfi og hæfni frambjóðenda og tryggja að slíkt eyðublað sé til fyrir starfandi stjórnarmenn. Upplýsingar um málsmeðferð og stöðluð eyðublöð skulu vera aðgengileg á heimasíðu félagsins.</p> <p>4.3. Nefndin skal meta hæfni og samsetningu núverandi stjórnar. Þeir nefndarmenn sem ekki starfandi stjórnarmenn félagsins ættu að miða að því að taka viðtöl við stjórnarmenn sjálfa með það að markmiði að meta viðeigandi hæfisviðmið byggð á hæfisviðmiðum félagsins, sem og meta skilvirkni stjórnar sem heildar í samræmi við upplýsingar frá stjórnarmönnum. Ennfremur skulu starfandi stjórnarmenn tilkynna nefndinni</p>

<p>to seek reappointment to the board or not, preferably before the Committee publishes its recommendation to AGM.</p>	<p>ef þeir hyggjast leitast eftir áframhaldandi stjórnarsetu eða ekki, helst áður en nefndin gefur út tillögur sínar fyrir aðalfund.</p>
<p>4.4. Following the interviews with the members of the BoD the Committee shall make a reasoned assessment of the overall BoD qualities and composition measured against the Board Competency Criteria and determine whether there is a gap that is required to be filled by new candidates. If such gaps are established based on the reasoned opinion of the Committee it shall seek to find potential candidates that can compensate for these gaps or otherwise add to the capabilities and competencies on the BoD. In such process, shareholders shall be given an opportunity to suggest candidates and the Committee shall encourage the shareholders to put forth potential candidates in a timely manner. The committee can decide to make open announcements for candidates, such announcements should clearly detail specific requirements.</p>	<p>4.4. Í kjölfar viðtala við stjórnarmenn skal nefndin leggja fram rökstutt mat á hæfni stjórnar sem heildar og samsetningu hennar sem metin á grundvelli hæfnisviðmiða stjórnar félagsins og ákvarða hvort þurfi að brúa hæfnisskort með nýjum frambjóðendum. Ef slíkur hæfnisskortur eru staðfestur á grundvelli rökstudds álits nefndarinnar skal leitast við að finna hugsanlega frambjóðendur sem geta fyllt upp á skort á hæfni eða með öðrum hætti aukið við hæfni stjórnar félagsins. Í slíku ferli skulu hluthafar fá tækifæri til að leggja fram tillögur um frambjóðendur og skal nefndin hvetja hluthafa til að koma fram með hugsanlega frambjóðendur tímanlega. Nefndin getur ákveðið að gera birta opinberlega hvatningu til framlagningur framboða, slíkar tilkynningar skulu greinilega tilgreina sérstakar kröfur.</p>
<p>4.5. The Committee shall take appropriate action to ensure that nominated candidates collectively possess sufficient diversity and breadth in capabilities, experience and knowledge. The committee shall evaluate the independence of potential candidates, so as to make sure that the proposed pool of candidates is in compliance with the Corporate Governance Guidelines (CGG) issued by the Icelandic Chamber of Commerce. Furthermore, the committee shall ensure that the proposed pool is in accordance with Act 2/1995 regarding equal representation of gender on the board.</p>	<p>4.5. Nefndin skal gera viðeigandi ráðstafanir til að tryggja að tilnefndir frambjóðendur hafi sameiginlega fullnægjandi fjölbreytni og breidd í hæfni, reynslu og þekkingu. Nefndin skal meta sjálfstæði hugsanlegra frambjóðenda til þess að tryggja að fyrirhuguð framboð séu í samræmi við reglur um stjórnarhætti fyrirtækja sem gefin eru út af Viðskiptaráði Íslands. Enn fremur skal nefndin sjá til þess að fyrirhuguð framboð séu í samræmi við lög 2/1995 um jafnréttismál kynjanna í stjórninni.</p>
<p>4.6. The Committee shall present the BoD with its reasoned recommendations at least three days prior to the Board meeting which approves the Company's annual account.</p>	<p>4.6. Nefndin skal kynna stjórn rökstuddar tillögur sínar að minnsta kosti þremur dögum fyrir stjórnarfund sem samþykkir ársreikning félagsins.</p>
<p>4.7. Based on the evaluation process, and recruitment process if applicable, the</p>	<p>4.7. Byggt á matsferli nefndarinnar og leit að nýjum tilnefningum, ef við á, skal nefndin leggja fram rökstuddar tillögur um tilnefningar til stjórnar fyrir aðalfundar sem skal fylgja fundarboði fyrir aðalfund. Skýrslan og tillögur til aðalfundar skal gera aðgengileg hluthöfum á sama hátt og með</p>

<p>Committee shall provide the reasoned recommendations to the AGM that shall be included in the call for each AGM. The report and recommendations to the AGM, shall be made available to the shareholders in the same manner and deadline as other necessary AGM documents are published.</p> <p>4.8. Any candidacies that may emerge between the call for the AGM and the five days deadline for submitting candidacy, shall be assessed by the Committee, as possible, and reported on at the AGM. All recommendations made by the Committee must be reasoned and based on Competency Criteria and published no later than two days prior to the AGM.</p> <p>4.9. The Committee can decide to suggest the same number of candidates as the number of board seats or to suggest a higher number of candidates. Should the Committee decide to do the latter, it should clearly indicate the criteria for its suggestions.</p> <p>4.10. The Committee shall report to the BoD its main findings on collective board competencies and board effectiveness as reported by board members in the interviews. This shall serve as an input to the board's self-assessment process.</p> <p>4.11. The Committee shall regularly review these rules of procedures and make suggestions, if applicable, in its report presented before each AGM.</p> <p>4.12. Reference to AGM in these Rules of Procedure shall apply equally to any Shareholder Meeting where it is necessary to elect new board members.</p>	<p>sama fresti önnur nauðsynleg aðalfundarskjöl eru gerð aðgengileg.</p> <p>4.8. Öll framboð til stjórnar sem kunna að koma fram, frá því að boðað er til aðalfundar og þangað til að fimm daga frestur til að leggja fram framboð rennur út, skuli metin af nefndinni, eftir því sem unnt er, skal það mat lagt fyrir aðalfund. Allar tillögur nefndarinnar verða að vera rökstuddar og byggðar á hæfnisviðmiðum stjórnar og birtar eigi síðar en tveimur dögum fyrir aðalfund.</p> <p>4.9. Nefndin getur ákveðið að tilnefna sama fjölda frambjóðenda til stjórnar eins og fjöldi stjórnarsæta eða tilnefna fleiri stjórnarmenn. Ef nefndin ákveður að gera það síðarnefnda ber það að tilgreina þau viðmið sem liggja til grundvallar slíkum tillögum.</p> <p>4.10. Nefndin skal miðla til stjórnar niðurstöðum sínum um hæfni stjórnar sem heildar og skilvirkni stjórnar eins og hún kemur fram í viðtölum við stjórnarmenn. Þessar niðurstöður skal síðan nota sem innlegg í sjálfsmat stjórnar.</p> <p>4.11. Nefndin skal reglulega endurskoða þessar starfsreglur og leggja fram tillögur um breytingar, ef við á, í skýrslu sinni fyrir hverja aðalfund.</p> <p>4.12. Tilvísun til aðalfundar í þessum starfsreglum gildir jafnt um alla hluthafafund þar sem nauðsynlegt er að velja ný stjórnarmenn.</p>
<p>5. Meetings</p>	<p>5. Fundir</p>
<p>5.1 The Committee shall after its election at the AGM convene and elect the Chairman of the Committee. The Committee member that is also member of the BoD may not be the Committee Chairman.</p> <p>5.2. The Committee shall meet as needed to fulfil its obligations. The chairman shall call for meeting and chairs the meetings.</p>	<p>5.1. Nefndin skal funda, eftir kosningu sína á aðalfundi, og kjósa formann nefndarinnar. Nefndarmaður, sem einnig er í stjórn félagsins skal ekki vera formaður nefndarinnar.</p> <p>5.2. Nefndin skal funda eftir þörfum til að uppfylla skyldur sínar. Formaður skal kalla til fundar og stýra fundunum.</p>

<p>5.3. Meetings are valid and legal if attended by all members. Committee members may attend a meeting via telecommunication device.</p>	<p>5.3. Fundir eru gildir og löglegir ef allir meðlimir sækja fund. Fundarsókn nefndarmann í gegnum fjarskiptabúnað telst fullgild mæting.</p>
<p>6. Access to information</p>	<p>6. Aðgangur að upplýsingum</p>
<p>6.1. The Company, the BoD as well as potential Board of Directors candidates shall ensure that the committee members will be given timely access to all relevant documentation that the Committee deems necessary to fulfil its tasks and obligations under these Rules of Procedure.</p> <p>6.2. The Committee shall be authorised to interview the BoD or relevant employees of the Company regarding board procedures and other information relevant to the Committee’s responsibilities upon request. Such interviews shall be conducted under strict confidence.</p>	<p>6.1. Félagið, stjórnarmenn og hugsanleg frambjóðendur til stjórnar skulu tryggja að nefndarmenn fái tímalega aðgang að öllum viðeigandi gögnun sem nefndin telur nauðsynleg til að sinna verkefnum sínum og skyldum samkvæmt þessum reglum.</p> <p>6.2. Nefndin skal hafa heimild til að taka viðtöl við stjórnarmenn eða viðeigandi starfsmenn félagsins um starfsemi stjórnar sem og að kalla eftir gögnum sem eru viðeigandi fyrir störf nefndarinnar. Viðtöl skulu fara fram með á grundvelli stöngustu trúnaðarskyldna.</p>
<p>7. Confidentiality</p>	<p>7. Trúnaður</p>
<p>7.1. The members of the Committee are bound by strict confidentiality regarding their work in relation to the Committee as well as all information obtained by the Committee members, unless specifically stated in these Rules of Procedure.</p> <p>7.2. Confidentiality shall be honoured after the employment of the Committee members has expired.</p> <p>7.3. All information of the Committee shall be kept in a secure manner and stored by the Company. All personal information that is not necessary to be stored for record keeping purposes shall be deleted, destroyed or otherwise made de-identifiable.</p>	<p>7.1. Nefndarmenn eru bundnir þagnarskyldu um störf sín í tengslum við nefndina sem og allar upplýsingar sem nefndin fær starfa sinna vegna, nema annars sé sérstaklega getið í þessum starfsreglum.</p> <p>7.2. Trúnaðarskylda helst eftir að skipunartími nefndarmanna er liðinn undir lok.</p> <p>7.3. Allar upplýsingar nefndarinnar skulu geymdar á öruggan hátt og geymdar af félaginu. Allar persónugreinanlegar upplýsingar sem ekki eru nauðsynlegar á grundvelli lögmætra varðveislusjónarmiða skulu vera afmáðar, eytt eða gerðar ópersónugreinanlegar.</p>
<p>8. Committee member remuneration</p>	<p>8. Þóknun nefndarmanna</p>
<p>8.1. Annual General Meeting of the Company shall decide on remuneration to the Committee members based on suggestion of the BoD that are included in the call for the AGM.</p>	<p>8.1. Aðalfundur félagsins ákveður þóknun til nefndarmanna á grundvelli tillögu stjórnar sem getið er í fundarboði til aðalfundar.</p>
<p>9. Enter into force</p>	<p>9. Gildistaka</p>
<p>9.1 These rules shall will become effective upon the approval of the AGM and shall</p>	<p>9.1. Reglur þessar skulu koma til framkvæmda við samþykki hluthafafundar</p>

<p>apply until amended or revoked by shareholders meeting of the Company. 9.2. The rules of procedure shall be published on the Company's website. 9.3. The rules are published in English and Icelandic, in case of discrepancy between the two versions, the Icelandic version shall prevail.</p>	<p>og gilda þar til þeim er breytt eða þær afturkallaðar af hluthafafundi félagsins. 9.2. Starfsreglur þessar skulu birtar á heimasíðu félagsins. 9.3. Reglur þessar eru gefnar út á ensku og íslensku, ef textinn er ósamrýmanlegur þá skal íslenska útgáfan gilda.</p>
<p>Thus, approved at an Extraordinary Shareholders Meeting of Síminn hf. On November 28th, 2018.</p>	<p>Þannig samþykkt á aukahluthafafundi Símans hf. 28. nóvember 2018.</p>

Appendix 2: Independent committee members

Jensina Kristin Bodvarsdottir

Jensina Kristin has an MBA from University of San Diego with emphasis on marketing and consumer behavior. She also has a Bachelor of Arts degree from San Jose State University. Jensina is an Associate Partner at Valcon consulting company. Previously, Jensína worked for Alvogen as Vice President Global Strategic Planning and HR in 2015-2018. Jensina was Managing Director Corporate Development and HR at Landsbankinn 2010-2015 and Director of Sales, Residential Market, for Siminn 2007-2010. Jensina was Director of Sales and Marketing for Globus hf. 2004-2007 and Director at IMG (now Capacent) 2001-2004.

Jensína has served on the board of the IS Funds Ltd. (Íslandssjóðir hf.) since 2016 and previously served on the board of Frumtak 2010-2016, alternate board member of the Enterprise Investment Fund (Framtakssjóður Íslands) 2011-2015 and a board member and chairman of the board for Icelandic Banks Data Centre (Reiknistofa bankanna hf.) 2010-2012.

Steinunn Kristin Thordardottir

Steinunn Kristin has a Master degree in International Management from Thunderbird, Arizona and a BA in international business and politics from University of South Carolina. Steinunn was a Partner and CEO of Beringer Finance Norway in 2015-2016 and interim CEO of Beringer Finance in Iceland and global head of food and seafood until 2017. Prior to that Steinunn founded Akton AS in 2010, a management consulting company in Norway where she worked as a managing director until 2015. Steinunn worked in corporate finance at Íslandsbanki (later Glitnir) in Iceland from 2001 until 2005 when she became the managing director and head of the bank's London branch covering Europe and remained there until 2008. Before that Steinunn worked at Enron Corporation from 1999 to 2001 and was located in Houston and Frankfurt, working on international projects. Steinunn has served on various boards in Norway and Europe from 2007 to date. Steinunn was the Chairman of the board and later a board member at the British-Icelandic Chamber of Commerce.

Steinunn is a board member at Arion Banki since November 2017, she serves on the board of Cloud Insurance AS, an insurance tech company, she is also a board member at the Norwegian-Icelandic Chamber of Commerce in addition to being the founder and Chairman of Acton Capital AS.

Appendix 3: Committee's activities

TASK	DATE
First meeting of the Nomination Committee in regards to the shareholder's meeting that will be held on November 21, 2019.	October 21, 2019
Meeting with a legal advisor.	October 23, 2019
Interviews with current board members.	October 29, 2019
Meeting with CEO of Siminn.	October 29, 2019
Email sent to Siminn's 20 largest shareholders and they invited to meet with the Nomination Committee.	October 25, 2019
Meetings of the Nomination Committee with shareholders, 7 meetings.	October 25 - November 8, 2019
Interviews with new candidates	November 5 - 13 2019
Nomination Committee meeting to review meetings with shareholders and review candidates that have come forward.	November 6, 2019
Interviews with current board members, individually.	November 7, 2019
Nomination Committee meeting to review meetings with shareholders and review candidates that have come forward.	November 11, 2019
Nomination Committee meeting to review the competency criteria for the BoD and draft of the final report.	November 14, 2019
Committee's proposal and final report sent to the BoD.	November 14, 2019

Appendix 4: Síminn Competency Criteria for the Board of Directors:

Collectively Síminn's Board needs to have extensive:

- Experience in managing organizations of a substantial size
- Experience within the information society industry
- Understanding of the relevant market and market trends
- Experience in developing long term strategy
- Experience in operating in a global environment
- Access to business networks

Síminn's Board needs sufficient (but not necessarily extensive) knowledge of:

- Legal issues
- Finances
- Business operations
- Management
- Technology

All board members should meet the following requirements:

- Be forward thinking
- Be resilient
- Be a good team player
- Be assertive
- Be collaborative

All board members should strive to:

- Put company interests first
- Have a balanced view on risk
- Have the capacity to ask the right questions
- Focus on long term shareholder value

Appendix 5: Kolbeinn Árnason candidacy

Kolbeinn is an Attorney and Partner at Drangi law, a boutique legal practice operating in the corporate and finance sector. He has also been a Member of the Board of Directors of LBI ehf., formerly Landsbanki Íslands hf., since the composition of LBI ehf. in 2016. Kolbeinn was the CEO of Fisheries Iceland from 2013 to 2016 and a member of the Executive Board of SA, the Confederation of Icelandic Enterprises, during that time. He was the General Counsel and the Managing Director of the Legal Department of Kaupthing hf. from 2008 to 2013, overseeing the legal aspects of reorganization, monetization and collection of Kaupthing's assets as well as the restructuring of the company, with the view of winding it down in an orderly fashion. Kolbeinn also has extensive experience in working within the Icelandic public Administration. He was the Director of International Affairs in the Ministry of Fisheries from 1999 to 2004 and a Counsellor in Iceland's Mission to the EU in Brussels from 2004 to 2006.

Kolbeinn has a Legal Degree from the University of Iceland. He studied International Business Law at the University of Leuven. Kolbeinn holds an AMP degree from IESE Business School in Barcelona.

Appendix 6: Proposed candidates for the Board of Directors at Siminn

Bertrand Kan

Bertrand Kan has extensive professional experience in investment banking and focused on the telecoms, media and technology sector in particular. He spent most of his career at Morgan Stanley where he became a Managing Director and Head of the European Telecoms Group. Subsequently he moved to Lehman Brothers where he was Co-Head of the Global Telecoms Team and was a member of the European Operating Committee. In 2008 he became Head of the Global Telecoms, Media and Technology Group at Nomura and served on the Investment Banking Global Executive Committee. Among other responsibilities, he is currently Vice Chairman of Cellnex Telecom and a member of the Advisory Board of Wadhvani Asset Management and of the Supervisory Board of UWC Netherlands. Bertrand Kan graduated with B.Sc. and an M.Sc. degrees in Economics from the London School of Economics.

Helga Valfells

Helga is the Managing Partner of Crowberry Capital, a Nordic venture capital fund based in Reykjavik. Helga sits on a number of boards as a non-executive director. She is on the board of two technology companies, Aldin VR and Sensa, as well as being the Deputy Chairman of the boards of Islandsbanki and Siminn. Helga is the Chairman of the Icelandic Venture Capital Association Prior to co-founding Crowberry in 2017 Helga was CEO of NSA Ventures and for 8 years where she managed a total of 41 start-up companies, three Venture funds and negotiated a total of 14 exits she was also Chairman of the board of Frumtak where she was responsible for a total of 13 growth companies. From 1999 to 2005 Helga managed a number of marketing and funding initiatives for start-ups on behalf of the Trade Council of Iceland. Before joining the Icelandic venture community, Helga worked for Merrill Lynch, Estee Lauder and Islandsbanki Securities. Helga also worked as an advisor the Icelandic Minister of Business in the wake of the financial crisis in 2009. Helga Holds an MBA from London Business School and an Bachelor's degree from Harvard University

Sylvía Kristín Ólafsdóttir

Sylvia completed her MSc in Operational Research from London School of Economics in 2006. In 2005 she finished her BSc in industrial engineering at University of Iceland. Sylvia worked for 5 years Amazon first as a senior finance specialist for capital investments and later as a business analytics manager and a product manager at kindle. Prior to that she worked for the Central Bank of Iceland as a Head of Contingency from 2007-2010.

From 2015 to 2018 Sylvia worked for the National Power Company of Iceland first as a Director of Revenue Management and later as a Director of Operations Geothermal and Wind Energy. Sylvía has also been a part time lecturer at the University of Iceland in System Dynamics Modelling, Operations Management and Project Management (MPM). Currently Sylvia is a Director of Operations Support at Icelandair as well as board member of Ölgerðin Egill Skallagrímsson and WCD (Women Corporate Directors Icelandic Chapter).

Bjarni Þorvarðarson

Bjarni completed his M.Sc. degree in Electrical Engineering from University of Wisconsin, Madison in 1990, an MBA degree from ISG, Paris in 1993 and M.Sc. in Finance from LBS, London in 1998. Bjarni served as an investment and fund manager for the Icelandic investment bank FBA/Íslandsbanki between 1998 and 2002 at which time he joined the Washington based investment company CVC as their SVP of Corporate Development and served on the board of directors for a number of their telecommunication investments in Iceland, USA, Canada, Ireland, UK, Netherlands, India and Australia. Bjarni took on a CEO position with a new telecommunication company Hibernia Networks in 2004, a position he held until the company was successfully sold to a NYSE listed company in 2017 then with a worldwide fiber network, 240 employees in 9 countries headquartered in Dublin and New Jersey. Bjarni currently serves as CEO of Coripharma, a generic pharmaceutical drug manufacturer in Hafnarfjörður, Iceland.

Jón Sigurðsson

Jon Sigurdsson is the Executive Chairman of Stoðir hf., the largest shareholder of Síminn. Jon is born in 1978 and has a Business degree from University of Reykjavik. Jon has been actively involved in financial markets over the last two decades, on management and board levels, and as an investor or advisor.

Jon worked for the Corporate Advisory of Bunadarbanki Íslands and Landsbankinn during the years 2002 to 2005 and served as Head of Investments and later CEO of Stoðir hf. from 2005 to 2010. Jon has served as a Board Director for several companies, listed and unlisted, both in Iceland and abroad. Jon was a Supervisory Board Director for Refresco B.V. from 2006 to 2018 and was actively involved in forming and implementing Refresco's M&A strategy, listing on Euronext Amsterdam, and later full sale of Refresco and de-listing. Jon was on the Board of N1 (now Festi, listed on Nasdaq Iceland) from 2014 to 2018, which was a transformational period for N1, concluded with the acquisition of Festi. Over the last years, Jon has focused on private investments, as the Executive Chairman of the Board of Stoðir and Managing Director of Helgafell ehf., which holds an indirect 22% stake in Stoðir.