

ICELANDAIR GROUP HF. – ANNUAL GENERAL MEETING 9 MARCH 2023

Electronic Meeting - Live stream from Hilton Reykjavik Nordica - 4.00 pm

The Board of Directors has decided that Icelandair Group's Annual General Meeting on 9 March 2023 will be held electronically, cf. Article 4.6 of the Company's Articles of Association. Shareholders who intend to participate electronically in the meeting shall notify the Company with 3 days notice thereof and submit written questions regarding the agenda or documents to be presented at the meeting which they require answers to, cf. Article 4.4 of the Company's Articles of Association. Registration at the meeting takes place at www.lumiconnect.com/meeting/icelandair2023. Registered participants will receive information via e-mail prior to the meeting on how to participate and cast their votes together with a link to a live stream of the meeting. The meeting will be live streamed from Hilton Reykjavik Nordica but will be open for physical attendance. Voting will be electronic only. The meeting will be conducted in Icelandic but live English translation will be offered both at the live stream and at Hilton Reykjavik Nordica.

AGENDA

1. The Board of Director's report on Icelandair Group's operations in 2022
2. Confirmation of Annual Accounts and decision on the handling of profit or loss for the financial year
3. Decision on payments to Board Members
4. Proposal of the Board of Directors regarding the Remuneration Policy
5. Report and proposal from the Nomination Committee regarding Board Membership
6. Election of Board Members
7. Election of two members of the Nomination Committee
8. Election of Auditors
9. Changes to the Articles of Association
10. Authorization to purchase Treasury Shares
11. Other lawfully submitted matters

PROPOSALS

a) Annual Accounts (Item 2)

The Board of Directors proposes to the Annual General Meeting that the Annual Accounts of the Company for 2022 will be approved.

b) Dividends payments (Item 2)

The Board of Directors proposes to the Annual General Meeting that no dividends will be paid for the 2022 financial year.

c) Remuneration to Board Members (Item 3)

The Board of Directors proposes to the Annual General Meeting that remuneration to Board Members and Sub-Committee Members shall be as follows: Each Board Member will receive ISK 380,000 per month, the Chairman will receive ISK 760,000 per month, the Deputy Chairman will receive ISK 570,000 per month, Sub-Committee Members will receive ISK 120,000, the Chairman of the Audit Committee will receive ISK 275,000 per month and the Chairman of other sub-committees will receive ISK 150,000 per month. The Board of Directors will decide on compensation for the members nominated by shareholders in the Nomination Committee. Compensation will be paid on hourly basis.

d) Remuneration Policy (Item 4)

The Board of Directors proposes to the Annual General Meeting that the current Remuneration Policy will be accepted without any changes.

e) Nomination committee (item 5)

Icelandair Group's Nomination Committee proposes that the following candidates, listed in alphabetical order, will be elected to the Board of Directors of Icelandair Group hf. on the Company's Annual General Meeting:

- 1. Guðmundur Hafsteinsson*
- 2. John F. Thomas*
- 3. Matthew Evans*
- 4. Nina Jonsson*
- 5. Svafa Grönfeldt*

f) Auditors (Item 8)

The Board of Directors proposes to the Annual General Meeting that KPMG hf. will be the Company's auditors.

g) Changes to the Articles of Association (item 9)

The Board of Directors proposes the following changes to the Company's Articles of Association:

- 1. Articles 2.6 and 2.7 will be removed and replaced with the following:*

"2.6 The Company's shares are electronically registered in a securities depository as provided for by Act No. 7/2020, on Securities Depositories, Settlement and Electronic Registration of Title to Financial Instruments.

2.7 A statement from the securities depository concerning title to shares in the Company constitutes a valid share register and a valid proof of title to shares in the Company. Any notices

to the shareholders and allocation of rights, such as dividends, shall be addressed or allotted to the party recorded in the Company's register of shares as the owner of the respective shares"

These changes are proposed to align the articles with the Icelandic Act no 7/2020 on Securities Depositories, Settlement and Electronic Registration of Title to Financial Instruments.

2. *Articles 4.6 and 4.7 will be changed as follows:*

*"4.6 The Board of Directors may decide that a shareholders' meetings **will be held by electronic means, either in full or in part.***

*4.7 If the Board of Directors feels that the meeting can be held, **either in full or in part**, electronically with suitable equipment and thereby allowing shareholders to participate electronically, the invitation to the meeting shall clearly give information regarding the technical equipment and information on how shareholders notify the Company of their electronic participation and where they can receive information, instructions and a password for participation. An inserted password into a computer system is deemed to be equal to the shareholder's signature and is viewed as valid participation in the shareholders' meeting."*

As a result of these changes shareholders' meetings could be held as partly electronic but not necessarily fully electronic as currently stated in the Articles of Association.

3. *The following item will be added to article 4.13 as a matter that shall be addressed at annual general meetings:*

"6. Election of two members of the Nomination Committee in accordance with the provisions of Clause 4.29."

The change is proposed to update article 4.13 in accordance with the provisions of article 4.29.

4. *Article 4.17 will be changed as follows:*

*"4.17 Shareholders' meetings shall be called for with a minimum of three weeks' notice **and no more than six weeks' notice.**"*

These changes are proposed to align the articles with recent changes to the Icelandic Companies Act no 2/1995.

5. *Articles 15.2 and 15.3 will be removed since these special provisions on increase of share capital have elapsed.*

- h) *Authorization to purchase Treasury Shares (Item 10)*

The Board of Directors of Icelandair Group proposes to the Annual General Meeting that the Company will be authorized to purchase in the next 18 months up to 10% of its own shares in accordance with Article 55 of the Icelandic Companies Act No 2/1995 in order to establish a market making agreement for issued shares in the Company or to set up a formal buy-back programme. It is not allowed to

purchase such shares at a higher rate than the last spot market rate or the highest bid in the trading system of a regulated market where the shares are traded.

All the current board members have confirmed that they intend to seek renewed mandate from shareholders at the meeting. Those who intend to run for the Board of Directors shall notify the Board of Directors of their candidacy at least 7 days before the meeting. A request for proportional or cumulative voting shall be presented to the Board of Directors at least 5 days before the meeting.

Shareholders have the right to put items on the agenda of the Annual General Meeting and submit proposed resolutions, provided a request thereof has been received by the Company no later than 10 days prior to the meeting via email to compliance@icelandairgroup.is.

For further information:

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