

Festi hf.: Results of the Annual General Meeting 22 March 2023

The Annual General Meeting (AGM) of Festi hf. was held on Tuesday 22 March 2023 at 10:00 am at the company's headquarters at Dalvegur 10-14, Kópavogur. The meeting elected a new board of directors and the following proposals were approved.

Approved proposals:

1. The Consolidated Financial Statements for 2022 were approved.
2. A decision was made to pay a dividend for the operating year 2022 as follows:

"The Board of Directors proposes to the AGM that dividends be paid to shareholders in the amount of ISK 913,500,000 for the 2022 operating year, or ISK 3.0 for every share in the Company. The dividend will be paid to shareholders on April 12, 2023. The last trading day where dividends are included in the shares is March 21, 2023, and the ex-dividend date is herefore March 22, 2023. The record date is March 23 2023, 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 23 March 2023."

3. Amendments to the company's Articles of Association (article 17, paragraph 5) were approved. The deadline for candidates for the Board of Directors was extended to 10 days. The paragraph reads as follows:

"Those who intend to be eligible to serve on the Board of Directors shall notify the Board of Directors in writing at least ten days before the beginning of the Annual General Meeting, or an extraordinary meeting when the election of the Board of Directors is on the agenda. They alone are eligible for election to the Board of Directors at a shareholders' meeting, which is thus eligible."

4. 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-2023>

5. Proposal for additional remuneration for elected members of the Nomination Committee for the operating year 2022 – 2023 were approved. The proposal is as follows:

"Remuneration will be paid to the independent members of the Nomination Committee of Festi hf. for the last year of operation, amounting to a 75% surcharge on the already determined remuneration and will be payable after the Annual General Meeting."

6. The Board of Directors proposal to appoint Sigrún Ragna Ólafsdóttir and Tryggvi Pálsson to the Nomination Committee was approved.
7. Deloitte ehf. was voted the company's auditor for 2023.
8. 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 820,000 per month, Vice Chairman of the Board ISK 615,000 per month and other board members ISK 410,000 per month.

Members of the Remuneration Committee receive ISK 65,000 per month and Chairman of the Remuneration Committee ISK 120,000 per month.

Members of the Audit Committee receive ISK 100,000 per month and Chairman of the Audit Committee ISK 200,000 per month.

The Chairman of the Nomination Committee receives ISK 160,000 per month, while other committee members ISK 125,000 per month. If a board member is on the committee, his fee shall be ISK 80,000 per month.

9. The company's Remuneration Policy was approved.

The company's Remuneration Policy remains unchanged from last operating year.

10. 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 22 March 2023 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. 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 2024. Other previous authorizations for the purchase of own shares become invalid upon approval of this authorization“

11. The proposal from Gildi Pension Fund for a resolution regarding review of the Nomination Committee's rules of procedure for the company's next AGM was approved.

The proposal and accompanying rationale can be accessed on the company's website, <https://www.festi.is/en/cc/agm-2023>

Board elections were held at the meeting and the following were candidates: Guðjón Reynisson, Hjörleifur Pálsson, Magnús Júlíusson, Margrét Guðmundsdóttir and Sigurlína Ingvarsdóttir. They were self-elected at the meeting and therefore appoint the Board of Directors of Festi hf. until the next Annual General Meeting. 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.

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