

Tryggingamiðstöðin hf. Annual General Meeting 2019

The Annual General Meeting of Tryggingamiðstöðin hf. will be held on Thursday, 14 March 2019 at 16:00 at Hvammur, Grand Hotel Reykjavík, Sigtún 38, Reykjavík.

Agenda:

1. Report from the Board of Directors on Company activities during the past operating year.
2. The Company's Annual Financial Statements for the preceding operating year together with the Auditor's Report shall be submitted for approval.
3. Disposition of the Company's surplus revenue.
4. Proposal for the authority to purchase own shares.
5. Proposal submitted by the Board as regards the Company's remuneration policy.
6. Decision on remuneration to the Board of Directors, the sub-committees of the Board and the Nomination Committee.
7. Election of the Board of Directors.
8. Election of two members to the Nomination Committee.
9. Other items lawfully submitted.

Shareholders have the right to have a certain issue placed before the meeting, and a demand to that effect shall be accompanied by a substantiation or a draft resolution that shall have been received by the Board of Directors of the Company in writing or electronically at stjorn@tm.is no later than 4 March next.

A shareholder may appoint a proxy to attend the shareholders' meeting on his/her behalf. The proxy shall submit a written or electronic letter of representation or a form made accessible on the website of the Company – tm.is/fjarfestar. An electronic letter of representation shall be sent to the Company at the website stjorn@tm.is before the beginning of the meeting.

Electronic votes will not be possible at the meeting. Should a shareholder wish to participate in a vote in advance in writing and be supplied with a ballot, he/she shall so demand in writing to the Company no later than five days before the meeting. Furthermore, a vote may be cast at the Company's office during regular business hours (9:00–16:00) until and including 13 March 2019 up to the close of office hours on that date, when ballots shall also have been turned in. Further rules on voting and the validity of votes shall be in accordance with the regulations of the Company on voting outside of shareholders' meetings, set by the Board of Directors of the Company on 18 December 2013.

Nomination of candidates for the Board shall be announced in writing to the Nomination Committee of the Company no later than five days before the shareholders' meeting.

A nomination of candidature shall be submitted on a special form provided by the Nomination Committee and is accessible on the website of the Company, www.tm.is/fjarfestar. The notice shall contain clear and detailed information on the subjects listed on the form, cf. paragraph 1, Article 16 of the Company's Articles of Association. The completed and signed notice of candidature shall have been received by the Nomination Committee at the Company's office or by e-mail to tilnefningarnefnd@tm.is before the end of the candidature deadline.

According to the recommendation of the Nomination Committee, the existing Board should be reelected. It is composed of Andri Þór Guðmundsson, Einar Örn Ólafsson, Kristín Friðgeirsdóttir, Ragnheiður Elfa Þorsteinsdóttir and Örvar Kærnedsted as well as alternates Bjarki Már Baxter and Bryndís Hrafnkelsdóttir.

The agenda of the Annual General Meeting as well as proposals put to it, including a substantiated recommendation of the Nomination Committee, as well as other necessary information on the meeting, may be found on the Company's website (www.tm.is/fjarfestar). The Company's Annual Financial Statements (Consolidated Accounts), the Directors' Report and Auditor's Report shall be available at the Company's office and on its website for examination by shareholders 14 days prior to the meeting.

Information concerning candidates to the Board of Directors will be available no later than two days prior to the Annual General Meeting.

Shareholders and proxies can register for the meeting at its venue half an hour before its beginning and receive meeting documents.

The Board of Directors of Tryggingamiðstöðin hf.

Disclaimer.

This document is an English translation of the same document in Icelandic. If there is a discrepancy between the English document and the Icelandic, the Icelandic document applies.