

# **WORK SCHEDULE OF THE ICELANDAIR GROUP NOMINATION COMMITTEE**

**for the operating year of 2019-2020**

## **1. Introduction**

Icelandair Group hf.'s Nomination Committee for 2019-2020 conducts its work in accordance with Sections 4.28 and 4.29 of the Company's Articles of Association; its members are Hjörleifur Pálsson, Chairman, Helga Árnadóttir and Úlfar Steindórsson. The first two members were elected to their posts at the Company's Annual General Meeting, while the last was nominated by the Company's Board of Directors. The work schedule of Icelandair Group hf.'s Nomination Committee shall form the basis of the Committee's work for the operating year of 2019-2020.

## **2. Structure**

This work schedule is intended to ensure the efficiency of the Nomination Committee's work and to ensure that the Committee performs in its role in accordance with the provisions of Icelandair Group's Articles of Association and Guidelines on Good Governance.

## **3. Role of the Committee**

According to Section 3.3 of the Committee's Rules of Procedure the role of the Committee is the following:

- To request in a timely manner proposals for candidates for seats on the Board of Directors from the Company's largest shareholders before the Annual General Meeting or a shareholders' meeting where elections to the Board of Directors are scheduled
- To take delivery of announcements of candidacy and proposals of prospective Board members from shareholders and other parties.
- To assess the qualifications of prospective Board members, e.g. based on the size and composition of the Board in order to ensure that the Board commands adequate knowledge in the areas required. In this regard, account shall be taken of the future strategy and operations of the company, which need to be reflected in the Board of Directors.
- To assess the independence of prospective members of the Board.
- To ensure compliance with the provisions of law on gender ratios in the Company's Board of Directors.
- To prepare a reasoned opinion regarding the selection of candidates for seats on the Board of Directors, which will be made public concurrently with the notice of the Annual General Meeting.

- To prepare a report for the Annual General Meeting on the work of the Committee and what comprises the work of Icelandair Group’s Board of Directors and, as applicable, to present the report at the Annual General Meeting.

This work schedule assumes that the Committee will have adequate time to perform the above tasks in a satisfactory manner and that all necessary matters will be addressed in the Committee’s work.

#### 4. Organisation of meetings

The Chairman of the Committee will submit a draft of the organisation of meetings, to be approved by the Committee itself. In other respects, the secretary of the Committee will organise preparations for meetings. As a general rule, the meetings of the Committee will be held in the offices of Icelandair Group at Reykjavik Airport on Mondays, starting at 11:00 a.m. The time of meetings is flexible and subject to circumstances at any time.

The agenda and items of business of the meeting will be sent with at least two days’ notice, and the minutes of the meeting shall be sent to Committee members as promptly as possible for comment. The general assumption is that the minutes should be received by members no later than two days after a meeting.

#### 5. Work schedule

	<b>Business of Committee meetings</b>
26 March 2019	<ul style="list-style-type: none"> <li>• Assignment of tasks</li> <li>• Appointment of Committee secretary</li> </ul>
24 April 2019	<ul style="list-style-type: none"> <li>• Review of the Committee’s work schedule</li> <li>• Proposal submitted on Rules of Procedure for the Nomination Committee</li> <li>• Presentation held by Ólafur Arinbjörn Sigurðsson, attorney at law</li> </ul>
29 May 2019 (10:00 a.m.)	<ul style="list-style-type: none"> <li>• Company strategy and key operating factors</li> <li>• Presentation by employees of the above matters</li> <li>• Discussions on key knowledge and qualifications required on the Board of Directors</li> </ul>
19 June 2019	<ul style="list-style-type: none"> <li>• Definition of key knowledge and qualifications that the Board of Directors is required to possess</li> <li>• Preparation of meetings with shareholders</li> </ul>

<p>1 September – 30 October 2019</p>	<ul style="list-style-type: none"> <li>• Meetings with major shareholders</li> <li>• Meetings with Board members</li> <li>• Meetings with President &amp; CEO and other employees</li> <li>• Precise date to be decided later in consultation with the parties in question</li> </ul>
<p>11 December 2019</p>	<ul style="list-style-type: none"> <li>• Review of the Board's performance assessment</li> <li>• Discussions of proposals from shareholders</li> <li>• Discussions of the viewpoints expressed by the President &amp; CEO and other employees</li> </ul>
<p>13 January 2020</p>	<ul style="list-style-type: none"> <li>• Assessment of the qualifications of individual candidates submitted to the Board of Directors</li> <li>• Proposal on the composition of the Board of Directors.</li> <li>• Other preparations for the Annual General Meeting and preparation of a report on the work of the Committee.</li> </ul>

Approved at a meeting of the Nomination Committee of Icelandair Group hf. 24 April 2019.