

## Corporate Governance Statement – Operating year 2021

Eyrir Invest hf. (hereinafter referred to as “Eyrir” or “the Company”) is an international investment company that focuses on investments in companies which have the potential to become sustainable global leaders. Eyrir places great emphasis on aligning execution with quality long-term strategic planning.

The corporate governance of Eyrir is in accordance with legal requirements, such as the Act No. 2/1995 on limited liability companies, Act no. 3/2006 on Financial Statements, Act no. 44/2005 on Competition, which are accessible on Alþingi’s website, [www.althingi.is](http://www.althingi.is). The corporate governance also takes into account updated Guidelines on Corporate Governance, issued in February 2021 by the Iceland Chamber of Commerce, the Confederation of Icelandic Employers and NASDAQ OMX Iceland, in accordance with Clause 2.26 in the Rules for issuers of financial instruments on NASDAQ OMX Iceland. The Guidelines can be found on <https://leidbeiningar.is>.

The Board has adopted rules of procedure where e.g., division of duties within the Board, the scope of work of the Board, the Chairman and the Managing Directors is identified. Current rules of procedure were confirmed by the Board on November 5, 2021.

Rules of procedure and Articles of Association are accessible on Eyrir’s website.

### Departs from the Guidelines

The Board of Directors has not established a nomination committee as it deems it not necessary.

### Internal Control and the Company’s Risk Management

Effective internal control provides reasonable assurance regarding achievement of Eyrir’s objectives. It reduces, to an acceptable level, the risk of not achieving its objective.

The Company’s risk management system aims to identify and analyse Eyrir’s main risks. Risks that exceed the acceptable levels set by Eyrir are dealt with. Effective internal control mitigates risks and therefore plays an important role in risk management.

The Company prepares interim financial reports and financial statements in accordance with laws, regulations and relevant processes. The Company ensures appropriate segregation of duties and monitors risk on a regular basis to minimize risk in the Company’s operations.

The Audit Committee’s core duties are to oversee effectiveness and efficiency of internal control and risk management and oversee financial reporting and controls. The Board is responsible for effective internal control and risk management.

### The composition and activities of the Board of Directors and the Managing Directors

The Board is elected annually at the Annual General Meeting (AGM). According to the Articles of Association the Board shall consist of five to seven members.

The Board has established written rules of procedure where the Board’s tasks, and its role in relation to the Managing Directors, are laid out. Board Members’ rules stipulate among other things the

convening of Board meetings, comprehensive rules on Board Members' suitability to participate in handling matters concerning the Company's operations, rules on confidentiality, information provided to the Board by the Managing Directors and further rules. The rules of procedure also include rules regarding the segregation of duties between the Board and the Managing Directors.

In 2021, 14 board meetings were held and on all occasions the majority of the Board attended.

### *The Board's composition*

Pórður Magnússon, born 1949, Chairman

Pórður has served on the Board since the Company was founded in the year 2000. Prior to that Pórður was CFO of Eimskip for over two decades. Pórður chairs the Board of Eyrir Invest and Eyrir Ventures, Carbon Recycling International (CRI), Sæbýli, SagaNatura, AwareGo, Handpoint, eTactica and holds a seat on the boards of many Icelandic companies, including Norvik and Mussila. He served on the Board of Directors of Össur and Stork Technical Services. Pórður holds an MBA degree from the University of Minnesota and a Business degree from the University of Iceland.

Pórður is a co-founder of Eyrir Invest and holds a major share in the Company and is therefore dependent of Eyrir. He is independent of its day-to-day managers.

Hrund Gunnsteinsdóttir, born 1974

Hrund is the Managing Director of Festa – Center for Sustainability in Iceland. She has a broad-based experience as a manager, consultant and an entrepreneur in areas ranging from innovation, education, post-conflict reconstruction and film making. She is part of the World Economic Forum Expert Network and has worked in various capacities for the United Nations since 2001. HRund is a Managing Partner at the Nordic Circular Hotspot, a Board Member of Islandsbanki's Entrepreneurship Fund and former Chair of the Technology Development Fund in Iceland. HRund is a Yale World Fellow, has a Diploma from Harvard Kennedy School, an MSc degree from the London School of Economics and a BSc from the University of Iceland.

Hrund is independent of the Company, its day-to-day managers, and major shareholders.

Ingólfur Guðmundsson, born 1957

Ingólfur has an extensive and broad experience within banking, pension funds and managing of other financial institutions. Ingólfur has through his career held numerous management positions in Landsbanki Íslands hf. Most notably he has held the positions of Marketing Director, Regional and Head Office Branch Manager as well as Managing Director for both Retail and Private Banking. His work has included development and marketing of financial instruments both in Iceland and Canada. Subsequently he worked as a Managing Director for the Engineers' Pension Fund. Ingólfur has held board positions of numerous Icelandic companies and organizations.

Ingólfur is independent of the Company, its day-to-day managers, and major shareholders.

Jón Helgi Guðmundsson, born 1947

Jón Helgi is the Chairman and CEO of Norvik, a company which runs several retail stores in Iceland as well as timber industries and logistics facilities and services across Europe. He and his family run Norvik hf. and Smaragardur ehf. which is a real estate company. Jón Helgi has a Cand. Oecon degree

in Business Administration from the University of Iceland and studied as well at Penn State University.

Jón Helgi is independent of the Company, its day-to-day managers, and major shareholders.

Ólafur Steinn Guðmundsson, born 1969

Ólafur Steinn has held various senior level management positions within R&D in the pharmaceutical industry in the US. He is an active investor. Ólafur Steinn is also associated with the Pharmaceutical Chemistry department at Purdue University in the US. He holds a doctorate degree in Pharmaceutical Chemistry from The University of Kansas and a Pharmacy degree from The University of Iceland.

Ólafur Steinn is a minor shareholder in the Company and is therefore independent of Eyrir. He is independent of its day-to-day managers and major shareholders.

Stefán Árni Auðólfsson, born 1972

Stefán Árni is a partner of LMG slf., legal services, practicing mainly in the field of Contracts and Corporate law. He is an advisor to a number of start-up and more advanced companies and he has served as an independent board member of various companies, including listed companies such as the retailer Hagar hf., Síminn telecom hf. and the real estate company Eik hf. Stefán Árni has a LL.M. degree from Kent University and a Cand. Jur degree from the University of Iceland and has concluded an examination in securities trading.

Stefán Árni is independent of the Company, its day-to-day managers and major shareholders.

The Board formally assesses its performance on a yearly basis.

### *The Management*

The Managing Directors shall carry out the day-to-day operations of Eyrir in accordance with the policies and instructions laid down by the board.

Margrét Jónsdóttir, born 1954, is the Managing Director of Operations. She has been employed at Eyrir Invest since 2004 when she was appointed CFO of the company. Prior to joining Eyrir, she worked as Director of Accounting and Budgeting at MasterCard, Iceland. Margrét was also the Director of Finance at the Industrial Loan Fund, later FBA Investment Bank, which subsequently merged with Islandsbanki. At FBA Investment Bank, she headed the Accounting and Budgeting department. Margrét was a Board Member of Marel from 2006 to 2020. She has a M.Acc. degree in Accounting and Auditing and a Cand.Oecon degree in Business Administration from the University of Iceland

Signý Sif Sigurðardóttir, born 1978, is the Managing Director of Funding. Signy joined Eyrir in 2021. She worked at Landsvirkjun from 2015 until 2021, as Treasurer from 2017, and as Head of Cash Management from 2015 to 2017. From 2010 to 2015 Signy worked at Landsbanki Islands hf. (now LBI hf.) on asset recovery and financial restructuring and prior to that at Arion bank hf. in financial restructuring and Kaupthing hf. in asset and liability management. Signy served as a Board Member of Landsbréf hf. Signy has a M.Sc degree in Operations Research from Columbia University and a B.Sc degree in Industrial Engineering from the University of Iceland. She has concluded an examination in securities trading.

## **Sub-committees**

Sub-committee members are appointed by the Board of Directors for a term of one year.

### *Audit committee*

The Audit Committee is composed of all Board Members, unless the Board of Directors decides otherwise. The majority of the Audit Committee shall be independent of the Company, Executive Management and the Company's Auditor. At least one member shall be independent of major shareholders. The Members of the Audit Committee shall possess the knowledge and expertise needed to perform the tasks of the Audit Committee. At least one member shall have solid knowledge and experience in the field of financial statements or auditing. The Audit Committee Chapter is available on [eyrir.is](http://eyrir.is).

During the year 2021, two Audit Committee meetings were held.

### *Remuneration Committee*

All Board Members except the Chairman comprise the Remuneration Committee. The Board of Directors evaluates, at least once a year, the performance of the Managing Directors.

It is Eyrir's policy to attract highly competitive professionals and offer competitive compensation. Eyrir Invest encourages its employees to increase their knowledge consistently, particularly by continuous education.

The remuneration policy is available on [eyrir.is](http://eyrir.is).

During the year 2021, the Remuneration Committee held one meeting.

## **Information on infringements of laws and regulations that the appropriate supervisory or ruling body has determined**

Eyrir has not been sentenced for violating any rules and regulations by appropriate arbiters and/or supervisory bodies.

## **Communications between shareholders and the Board**

Communication between the Board and shareholders take place at shareholders meetings. The current Articles of Association were approved at an Annual General Meeting on 29 April 2021 and according to the Articles the AGM shall be held before the end of August each year.