

# PROXY FORM FOR HOLDERS OF SWEDISH DEPOSITORY RECEIPTS (“SDRs”) FOR THE ANNUAL GENERAL MEETING (“AGM”) OF SHAREHOLDERS OF ARION BANK HF (THE “COMPANY”)

This original signed proxy form must be sent by post or courier so as to arrive at Skandinaviska Enskilda Banken AB (publ) (“SEB”), Issuer Agent Department, AB3, 106 40 Stockholm, Delivery address for courier deliveries (e.g. DHL Express): Råsta Strandväg 5, 169 79 Solna, no later than on 11 March, 2021. Instruction to SEB to appoint a proxy to vote at the AGM of the Company which will be conducted by electronic means, at 16.00 Icelandic time on 16 March 2021. Voting Record Date is on 11 March, 2021. Before completing this form, please read the explanatory notes below

I/We .....(name(s))  
 .....(address(es))  
 Identification number:.....being [a] registered owner[s] at Euroclear Sweden AB by 5:00 p.m. (CET) on 11 March 2021 of ..... SDRs representing shares in the above named Company hereby instruct and authorise SEB to appoint and instruct the Chairman of the AGM to attend, speak and vote on my/our behalf at the AGM of the Company to be held on 16 March, 2021 at 16:00 Icelandic time and at any adjournment of that meeting. I/we instruct and authorise SEB to direct such proxy to vote on the resolutions to be proposed at such meeting as set out below. This proxy form is only to be used in respect of the resolutions mentioned below. Please insert an X in the appropriate space alongside each resolution to indicate how you wish the votes in respect of the shares represented by your SDRs to be cast.

RESOLUTIONS	For	Against	Abstain
<b>1. The Report of the Board of Directors on the Bank’s operations, activities and financial situation during the last financial year</b>			
<b>2. Approval of the Bank’s annual financial statements</b>			
<b>3. Decision on payment of a dividend</b> It is proposed that a dividend of approximately ISK 2,990,000,000 will be paid to the Bank’s shareholders. The dividend will be equal to ISK 1.74 per share.			
<b>4. Election of the Bank’s Board of Directors</b>			
<b>5. Election of an auditing firm</b>			
<b>6. Decision on remuneration to the Board of Directors and compensation to members of the Board’s sub-committees</b>			
<b>7. Proposal concerning the Rules of Procedure for the Nomination Committee and a corresponding amendment to the Articles of Association concerning the appointment of members to the Committee</b> In connection with amendments to the Rules of Procedure for the Nomination Committee, it is proposed that Article 13.2 in the Bank’s Articles of Association be amended, so that sub-paragraph viii) is removed and sub-paragraph enumeration is adjusted accordingly.			
<b>8. Decision on remuneration to members of the Nomination Committee</b>			
<b>9. Appointment of two members of the Bank’s Nomination Committee</b>			
<b>10. Proposal from the Board of Directors concerning the Bank’s Remuneration Policy</b>			

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<p><b>11. Proposal to authorize the Board of Directors to approve an amendment to the share option plan</b></p>			
<p><b>12. Proposal to reduce share capital by cancelling the Bank’s own shares and a corresponding amendment to the Articles of Association</b>          According to the proposal, the Bank’s share capital will be reduced by a nominal value of ISK 30,000,000, i.e. from a nominal value of ISK 1,730,000,000 to ISK 1,700,000,000.          If approved, the proposal entails a change to Article 4.1 of the Articles of Association, which will read as follows: “The Company’s share capital is ISK 1,700,000,000 – one billion seven hundred million Icelandic kronur.”</p>			
<p><b>13. Proposal to renew the authorisation to purchase own shares and a corresponding amendment to the Articles of Association</b>          If the proposal is approved, the temporary authorisation to the Board of Directors to purchase up to 10% of the Bank’s share capital will be renewed and shall remain in effect until the Bank’s AGM in 2022 or 15 September 2022, whichever occurs first. The authorisation shall be used to set up a formal share repurchase program or for the purpose of offering shareholders generally to sell their shares to the Bank. The repurchase of shares is subject to prior approval by the Financial Supervisory Authority of the Central Bank of Iceland.</p>			
<p><b>14. Authorisation of issuance of Additional Tier 1 notes and a corresponding amendment to the Articles of Association</b>          The Bank’s Annual General Meeting in 2019 authorised the Board of Directors to issue convertible notes that meet Additional Tier 1 requirements according to Article 84 b of the Act on Financial Undertakings, No. 161/2002. The authorisation was valid until the Annual General Meeting in 2020.          On the one hand, the proposed rewording of Article 4.8 maintains an authorisation for the Board of Directors to issue new shares in line with the terms and conditions of bonds issued, based on the previous authorisation from the Annual General Meeting. On the other, a new Art. 4.9. will authorise the Board of Directors to issue new convertible notes, in line with conditions set out therein, for the maximum amount of ISK 20,000,000,000 or equivalent amount in other currencies, valid for the period until the Annual General Meeting in 2025.</p>			
<p><b>15. Proposal to amend the Bank’s Articles of Association</b>          The Board of Directors proposes that the Annual General Meeting approve new Articles of Association for the Company. The new Articles of Association are intended simplify the current Articles of Association, make structural changes and improve internal coherence. Additionally, proposed changes include expressions and wording which is restated from legal statutes. This will limit the risk of discrepancy with legal acts and the need to approve minor amendments should small wording changes be made to existing statutes.          The proposed new Articles of Association represent only minimal material changes. On the Bank’s website, <a href="http://www.arionbanki.is/gm">www.arionbanki.is/gm</a>, is a document that provides an overview of the intended changes to the Bank’s Articles of Association, as well as a clean version of the Articles of Association.</p>			
<p><b>16. Other business<sup>1</sup></b></p>			
<p><b>Signature:</b></p>	<p><b>Date:</b></p>		

**Notes to the proxy form**

**1** As the holder of the shares in the Company represented by your SDRs, SEB is entitled to appoint a proxy to exercise all or any of the rights attaching to such shares to attend, speak and vote at a general meeting of the Company. You can only direct SEB to appoint a proxy using the procedures set out in these notes.

<sup>1</sup> Each shareholder is entitled to have a specific matter dealt with at the meeting if he so requests in writing or by electronic means no later than ten days prior to the Annual General meeting, i.e. no later than 16:00 Icelandic time, 6 March, 2021. A rationale or a draft resolution shall be enclosed with such a request. The request shall be sent to the Board of Directors by an email to [shareholders@arionbanki.is](mailto:shareholders@arionbanki.is).

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- 2** Only SDR Holders who are directly registered in the Euroclear Sweden AB register or who have a voting right registration by 5.00 p.m. (CET) on 11 March, 2021 may instruct and authorise SEB in accordance with this proxy form.