

# 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 12 March, 2020. Instruction to SEB to appoint a proxy to vote at the AGM of the Company convened at the Company’s headquarters at Borgartun 19, 105 Reykjavik, at 16.00 Icelandic time on 17 March 2020. Voting Record Date is on 12 March, 2020. 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 12 March, 2020 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 17 March, 2020 at 16:00 Icelandic time and at any adjournment of the meeting. I/we instruct and authorise SEB to direct such proxy to vote on the resolutions to be proposed at such meetings as set out below. This proxy form is 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. A decision on payment of a dividend</b> It is proposed that a dividend of 9,977,000,000.00 ISK will be paid to the Bank’s shareholders. The dividend will be equal to 5.50 ISK per share.			
<b>4. Election of the Bank’s Board of Directors</b>			
<b>5. Election of an auditing firm</b>			
<b>6. A decision on remuneration to the Board of Directors and compensation to members of the Board’s sub-committees</b>			
<b>7. A decision on remuneration to the members of the Nomination Committee</b>			
<b>8. A proposal for an authorisation to the Board of Directors to implement a share option plan</b> If the proposal is approved the AGM authorises the Board of Directors to implement a share option plan based on the provisions of Article 10 of the Income Tax Act no. 90/2003.			
<b>9. A proposal from the Board of Directors concerning the Bank’s Remuneration Policy</b>			
<b>10. A proposal from the Board of Directors concerning the Rules of Procedure for the Nomination Committee</b>			

## Notes to the proxy form

- 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.
- 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 12 March, 2020 may instruct and authorise SEB in accordance with this proxy form.

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<b>11. Appointment of two members of the Bank’s Nomination Committee</b>			
<b>12. Proposal to reduce share capital by cancelling the Bank’s own shares and a corresponding amendment to the Articles of Association</b> a. According to the proposal the Bank’s share capital will be reduced by a nominal value of ISK 84,000,000, i.e. from a nominal value of ISK 1,814,000,000 to ISK 1,730,000,000]. b. 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 1,730,000,000 – one billion seven hundred and thirty million Icelandic kronur.”			
<b>13. Proposal to renew the authorisation to purchase own shares and a corresponding amendment to the Articles of Association.</b> If the proposal will be 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 2021 or 15 September 2021, whichever occurs first. The authorisation shall be used for setting 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.			
<b>14. Authorisation to issue warrants and a corresponding amendment to the Articles of Association</b> The proposal entails that a new Article 4.9 will be adopted to the Bank’s Articles of Association, providing the board of directors with an authorisation pursuant to Article 46 of Act no. 2/1995 on Public Limited Companies to issue warrants for up to 54,000,000 shares in the company and to execute the necessary share issue upon exercise of the warrants. According to the proposal, shareholders waive any preferential rights to the warrants and new shares issued in relation thereto.			
<b>15. Amendments to the Bank’s Articles of Association</b> It is proposed that Article 10.10 of the Bank’s Articles of Association be amended in such a way that a shareholders right to have a specific matter dealt with at a convened shareholders’ meeting, if it makes a written or electronic request to the Board of Directors be limited to the Annual General Meeting cf. Par. 2 Art. 86 of the Act respecting Public Limited Companies no 2/1995. If approved, the wording “shareholders’ meeting” in the first sentence of Article 10.10 will be replaced with “Annual General Meeting”.			
<b>16. Other business<sup>1</sup></b>			
<b>Signature:</b>	<b>Date:</b>		

<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, 7 March, 2020. 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.

**Notes to the proxy form**

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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 12 March, 2020 may instruct and authorise SEB in accordance with this proxy form.