



## STATEMENT OF GOVERNANCE POLICY

### FOSSAR MARKETS HF.

The operations of Fossar Markets are subject to operating licenses and are under the supervision of the Financial Supervisory Authority of the Central Bank of Iceland (FSA). Various laws and regulatory acts apply to the Company's operations. The main laws that apply to Fossar's operations can be accessed on the FSA's website, en.fme.is. Fossar's management objectives are that the Company's operations are always in compliance with laws and regulatory acts, in accordance with best practices, and with the interests of the Company's clients as a guiding principle. For that purpose, the Company has set itself various internal rules and policies that apply to the business.

The Board of Directors has approved a risk management procedure policy and a risk assessment policy, and is responsible for operating an effective system of internal control. Internal audits are carried out by Grant Thornton Iceland. The Board of Directors appoints a Compliance Officer and signs the accompanying Terms of Reference. The reports and findings of the internal auditor and the Compliance Officer are presented to the Board of Directors directly.

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Board meetings are normally held monthly. Members of the Board are well educated and have extensive experience of working in the financial market. The members of Fossar's Board of Directors are:

#### ***Sigurbjorn Thorkelsson, Chairman of the Board***

Sigurbjorn Thorkelsson was elected to the Board of Fossar Markets hf. in 2015. Sigurbjorn has worked at foreign financial institutions his whole career in New York, London, Tokyo and Hong Kong and has extensive experience of leading and developing investment bank operations. In Iceland, his main focus has been on investments, especially in start-ups, as well as serving on the Boards of various companies. Sigurbjorn has worked as a government advisor and was the Chairman of the Board of Iceland's Symphony Orchestra.

Sigurbjorn has a degree in engineering from the University of Iceland and an MSc degree from Stanford University. Along with his wife, he indirectly owns approx. 66% of Class A shares in the Company. There are no conflicts of interest between Sigurbjorn and Fossar's major business partners and competitors.

#### ***Kolbeinn Arinbjarnarson, Member of the Board***

Kolbeinn Arinbjarnarson worked for Icelandair for 10 years in various fields before founding his own company, Calidris, which developed technical solutions for airlines. Calidris was sold to Sabre Corporation in the United States of America. Kolbeinn went on to serve as a managing director at Sabre for 4 years before leaving the company to work independently as a consultant and an investor as well as sitting on various corporate boards.



Kolbeinn has a degree in engineering from the University of Iceland and an MSc degree from Stanford University. Kolbeinn indirectly owns 1% of Class A shares in Fossar. There are no conflicts of interest between Sigurbjorn and Fossar's major business partners and competitors.

***Brynja Baldursdottir, Member of the Board***

Brynja Baldursdóttir took a seat on Fossar's Board of Directors in December 2017. Brynja is the Managing Director of Creditinfo in Iceland while also serving as the regional manager of Creditinfo Group in Northern and Southern Europe. Creditinfo operates in 28 countries around the world. Brynja has extensive management experience in technology and sales, such as being director at Siminn Telecom and configuration manager at OZ Software Company.

Brynja has a BSc degree in Industrial Engineering from the University of Iceland and an MSc degree in Operations Research from the Georgia Institution of Technology in Atlanta, USA. She is married Jón Guðni Ómarsson, the CFO of Islandsbanki bank hf. There are no conflicts of interest between Brynja and Fossar's major business partners and competitors.

***Gunnar Egill Egilsson, Alternate Member of the Board***

Gunnar Egill Egilsson is a partner at Nordik Legal Services in Reykjavik where he provides legal advice and handles litigation. Gunnar specialises in tax and corporate law and advises both small and large companies in these fields. Together with his law practice he has been a visiting lecturer at Reykjavik University as well as being active in various social affairs.

Gunnar Egill holds BA and MA degrees in law from Reykjavik University. There are no conflicts of interest between Gunnar and Fossar's major business partners and competitors.

***Adalheidur Magnusdottir, Alternate Member of the Board***

For most of Adalheidur's career she has worked on product strategy, advertising and marketing for various companies in New York, London and Hong Kong. Adalheidur manages Asmundarsalur, an independent exhibition hall, and sits on the Board of Harpa Music and Conference Hall.

Adalheidur holds a BA degree in Design and Marketing from Parsons School of Design in New York and has studied Artistic Management and Production at Central Saints Martin in London.

Along with her husband Sigurbjörn Thorkelsson, Adalheidur indirectly owns approx. 66% of Class A shares in Fossar. There are no conflicts of interest between Adalheidur and Fossar's major business partners and competitors.



***Haraldur I. Thordarson, CEO***

The CEO of Fossar Markets hf. is Haraldur I. Thordarson. Haraldur has worked in financial affairs for almost 18 years, and has been a Managing Director and served on the Boards of Directors for various companies in the financial sector for 12 years. Before assuming the role of CEO at Fossar Markets hf. Haraldur was the Managing Director of Market Transaction at Straumur Investment Bank from 2011 to January 2015. He also sat on the Board of Directors of Straumur Investment Bank during that same period. Previously, Haraldur was the Group Treasurer at Exista hf. from 2007 to 2010 while also serving as the Director of Financing at the same company from 2006. He was also a Member of the Board of Directors at Exista hf. Haraldur worked within the field of financial management of Kaupthing Bank hf. from 2003 to 2006, as well as working within various fields of the bank, such as asset management and financial management, while completing his studies between 2000 and 2003. Haraldur was an Alternate Member of the Board of GAM Management hf. in 2011, while also holding the same position on the Board of Lýsing hf. for some time. Haraldur is now a Member of the Board of Directors of the companies H3 ehf. and Agustson ehf.

Haraldur graduated with a BSc degree in Business Administration from the Reykjavik University in 2003 and graduated with a Global Executive MBA from IESE Business School in 2011. Haraldur also has a diploma in securities transactions.

Haraldur indirectly owns approx. 20% of Class A shares and approx. 29.3% of Class B shares in Fossar Markets hf., but no stock warrants. There are no conflicts of interest between Haraldur and Fossar's major business partners and competitors.

Thus, agreed on a board meeting on February 7<sup>th</sup>, 2020.