

**NIÐURSTÖÐUR AÐALFUNDUAR ÖSSURAR HF.**

**HALDINN Í HÖFUÐSTÖÐVUM FÉLAGSINS, AÐ GRJÓTHÁLSI 5, REYKJAVÍK,  
FÖSTUDAGINN 20. FEBRÚAR 2009 KL. 8:30**

1. Ársreikningur og skýrsla stjórnar voru samþykkt samhljóða.
2. Lögð fram og samþykkt tillaga um að hagnaður félagsins rekstrarárið 2008 verði fluttur til næsta árs.
3. Tillaga að starfskjarastefnu skv. 79.gr.a. hlutafélagalaga, staðfest.
4. Tekin ákvörðun um að þóknun til stjórnarmanna fyrir árið 2008 verði eftirfarandi:

Stjórnarformaður USD. 62.500

Varaformaður USD. 37.500

Meðstjórnendur USD. 25.000

5. Eftirtaldir aðilar voru kostnir í stjórn félagsins til næsta aðalfundar:

Arne Boye Nielsen

Niels Jacobsen – Stjórnarformaður

Kristján Tómas Ragnarsson

Svafa Grönfeldt

Þórður Magnússon - varaformaður

6. Endurskoðandafélag Össurar hf. til næsta árs verði Deloitte hf.

7. Lögð fram og samþykkt tillaga um heimild til stjórnar að kaupa eigin hlutabréf félagsins. Tillagan var svo hljóðandi:

Félaginu er heimilt, í samræmi við 55 gr. hlutafélagalaga nr. 2/1995, að kaupa allt að 10% af eigin hlutafé á gengi sem sé ekki hærra en 10% yfir og ekki lægra en 10% undir skráðu meðalgengi bréfa félagsins á næstu tveimur vikum á undan kaupunum.

Heimild þessi gildi í næstu 18 mánuði. Eldri heimildir falla jafnframt niður.



Policy submitted and confirmed. No changes since last confirmed. No deviations during 2008

### **The Remuneration Policy of Össur hf.**

In accordance with Article 79.a. of the Act respecting Limited Liability Companies No. 2/1995

*Submitted at the Annual General Meeting of Össur hf., 20 February 2009*

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*It is the policy and priority of Ossur hf. to attract and retain exceptional employees. In order to achieve this, the Company must have in place a competitive compensation structure in each of its operations. This remuneration policy is designed and implemented to ensure the alignment of interest of the long-term shareholders of Ossur hf. and its employees and other stakeholders, in a principled, simple and transparent way.*

In addition to base salary, Ossur hf. (the “Company”), provides employees with necessary working equipment. The Company compensates managers and employees with other payments, reimbursements and other rewards including:

1. With performance-linked payments and benefits. The Company can pay bonuses that reflect individual contribution to the Company’s projects, specific divisions or the Company as a whole. Managers will also be provided with vehicles in few exceptional cases.
2. With share options. The Board of Directors of Ossur hf. (the “Board”) can offer employees share options in the Company. The strike price of such share options agreements shall never be below the market prices of the Company’s shares at the time of issuing. All share option agreements offered to the managers of the Company will be laid before a shareholders’ meeting for approval. Ossur’s annual report always discloses the share options held by managers and members of the Board. The Board can in exceptional circumstances provide the Company’s managers with sales rights on their options of shares in the Company.
3. Ossur hf. does not provide managers or other employees with loans or guarantees in relation to purchase of shares in the Company, as authorised in 2<sup>nd</sup> paragraph of Article 104 in the Act respecting Public Limited Companies, or for other purposes.
4. Ossur hf. pays employer’s share to pension funds for employees in accordance with applicable laws and general labour contracts. The Company does not enter into special pension fund agreements and no such agreements exist. The Company, in exceptional circumstances, pays an additional pension contribution for managers, never exceeding 20% of annual salary.
5. Ossur hf. does not enter into special retirement agreements with managers and other employees, but prefers to have mutual termination clauses apply as practiced on the labour market. Ossur’s employees have three months notice clause in accordance with employment agreements or general union labour requirements. The Board reserves the right to approve, in specific instances, a termination notice up to 12 [twelve] months, particularly in the case of managers located abroad. Currently some managers have up to 12 [twelve] months termination clause.
6. The remuneration of the Board of Directors is approved, with forward effect for one year at a time, by the Company’s Annual General Meeting in accordance with Company Law.

*This Remuneration Policy is reviewed once a year by The Board of Directors of Ossur hf.*

