



ÖSSUR HF.'S ANNUAL GENERAL MEETING

Thursday 12 March 2020 at 9:00 am (GMT)
at Grjótháls 5, Reykjavík, Iceland

AGENDA

1. The Board of Directors' report on the Company's activities for the preceding year.
2. Decision on the distribution of the Company's net profit for the fiscal year 2019.
3. Submission of the Consolidated Financial Statements of the Company for the preceding year for confirmation.
4. The Board of Directors' report on remuneration and benefits.
5. Decision on the Company's Remuneration Policy.
6. Decision on remuneration to the Board of Directors for 2020.
7. Election of the Board of Directors.
8. Election of an Auditor.
9. Proposal to reduce the Company's share capital.
The Board of Directors proposes to reduce the Company's share capital by ISK 2,377,804 nominal value by way of cancelling 2,377,804 of the Company's own shares of ISK 1 each, corresponding to 0.56% of the Company's share capital. Because of the capital reduction, it is proposed to amend Article 4, paragraph 1, of the Company's Articles of Association accordingly.
10. Proposal to grant an authorization to purchase own shares.
11. Proposal to grant an authorization to initiate share buyback programs.
12. Any other business lawfully submitted or accepted for discussion by the Annual General Meeting.

Össur hf.'s Annual General Meeting 2020

– Proposals

2. Proposals on the distribution of the Company's net profit for the fiscal year 2019

The Board of Directors proposes the Company pays a dividend of DKK 0.15 per share to the shareholders for the year 2019, corresponding to approximately 14% of the Company's net profit. The Ex-Date is 13 March 2020, the Record Date is 16 March 2020 and the Payment Date is 26 March 2020.¹

The Board proposes that the remaining net profits in 2019 are carried over to the following year.

3. Proposal on confirmation of the Consolidated Financial Statements of the Company for the preceding year

The Board of Directors proposes the Consolidated Financial Statements for 2019 are approved.

5. Proposal on the Company's Remuneration Policy

The Board of Directors proposes that the Company's current Remuneration Policy, approved at the Annual General Meeting in 2019, is approved without any changes.

6. Proposal on remuneration to the Board of Directors for 2020

The Board of Directors proposes the following Board remuneration for 2020:

Chairman of the Board	USD 100,000
Vice Chairman of the Board	USD 60,000
Board Member	USD 40,000

7. Nomination of candidates for the Board of Directors

The Board proposes that its size shall remain unchanged and that all the current Board Members are re-elected:

Mr. Niels Jacobsen
Dr. Kristján Tómas Ragnarsson
Mr. Arne Boye Nielsen
Mrs. Guðbjörg Edda Eggertsdóttir
Dr. Svafa Grönfeldt

8. Nomination of an Auditor

The Board of Directors proposes, in conformity with the Audit Committee's recommendations to the Board, to re-elect Deloitte ehf. as the Company's Auditor.

9. Proposal to reduce the Company's share capital

The Board of Directors proposes to reduce the Company's share capital by ISK 2,377,804 nominal value by way of cancelling 2,377,804 of the Company's own shares of ISK 1 each.

Because of the capital reduction, it is proposed that Article 4, paragraph 1, of the Company's Articles of Association is amended and shall state as follows:

"The share capital of the Company amounts to ISK 423,000,000 – fourhundredtwentythreemillionIcelandickrónur – and is divided into the same number of shares with a nominal value of ISK 1 each."

If the proposal is approved, Article 4, paragraph 1, of the Company's original Articles of Association in Icelandic will be amended accordingly and shall state as follows:

„Hlutfé félagsins er kr. 423.000.000 – fjögurhundruðtuttuguogþrjámilljónirkróna – að nafnverði og skiptist í jafnmarga hluti að nafnverði 1 króna hver.“

¹ **Ex-Date:** The day when trading commences without dividends (the next business day after the AGM).

Record Date: The day shareholders must be registered in the share registry to be entitled to receive dividends (the second business day after the AGM). This means that shareholders that have purchased shares on the day of the AGM will receive dividends, see comment on Ex-Date above.

Payment Date: The day when dividends are paid out to shareholders (two weeks after the AGM).

10. Proposal to grant an authorization to purchase own shares

The Board of Directors proposes that the following resolution on purchase of own shares is approved:

“The Board of Directors is authorized, at any time in the next 30 months, to allow the Company to purchase own shares of up to 10% of the Company’s share capital as it is each time. The purchase price shall not be higher than the price of the last independent trade or the highest current independent bid, whichever is higher, on the regulated market where the transaction is carried out.

This authorization is granted in accordance with Article 55 of the Icelandic Act No. 2/1995 on Limited Liability Companies.”

11. Proposal to grant an authorization to initiate share buyback programs

The Board of Directors proposes that the following resolution on share buyback programs is approved:

“The Board of Directors is authorized, until the next Annual General Meeting 8 March 2021, to allow the Company to initiate one or more share buyback programs (the “Programs”) that comply with the provisions of Regulation No. 596/2014 of the European Parliament and of the Council on market abuse (“MAR”) and the Commission’s delegated regulation 2016/1052. The main purpose of the Programs shall be to reduce the Company’s share capital, but the shares purchased may also be used to meet the Company’s obligations under share incentive programs with employees. The Company may purchase up to 8,000,000 shares in total under the Programs, corresponding to 1.9% of the current share capital. The total consideration for shares purchased under the Programs shall not exceed USD 40 million. The Company shall not purchase more than 25% of the average volume of the shares each trading day based on the average volume the 20 trading days preceding the date of purchase on the regulated market where the purchase is carried out. The purchase price shall not be higher than the price of the last independent trade or the highest current independent bid, whichever is higher, on the regulated market where the transaction is carried out. Each Program shall be managed by an investment firm or a credit institution which makes its trading decisions in relation to the Company’s shares independently of, and without influence by, the Company regarding the timing of the purchases. The Company’s purchases under the Programs shall be disclosed in accordance with law and regulations.”