

Össur hf.'s Annual General Meeting 2022 - Minutes of the Meeting

Minutes of the Annual General Meeting of Össur hf. held on 8 March 2022. The Meeting was virtual as decided by the Board of Directors with an authorization in Article 17 of the Company's Articles of Association.

The Chairman of the Board of Directors, Mr. Niels Jacobsen, opened the Meeting at 16:00.

Mr. Gunnar Sturluson was elected the Chairman of the Meeting and Mr. Tómas Eiríksson was elected the Secretary of the Meeting.

Present at the Meeting were shareholders holding 322,728,614 shares, representing 76.5% of the active share capital of the Company.

The Chairman declared that the Meeting was lawfully convened and empowered to decide on all items on the agenda.

The Meeting was convened in accordance with its agenda.

1. The Board of Directors' report on the Company's activities for the preceding year

The Chairman of the Board of Directors, Mr. Niels Jacobsen, reported on the Company's operations and activities in the year 2021 on behalf of the Board.

2. Decision on the distribution of the Company's net profit for the fiscal year 2021

The shareholders approved to carry the net profit in 2021 over to the following year.

Shareholders holding 1.100 votes abstained.

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

Mr. Jón Sigurðsson, President & CEO, presented the Consolidated Financial Statements for the year 2021 and discussed the Company's financial performance.

The shareholders approved the Consolidated Financial Statements for the year 2021.

Shareholders holding 1.100 votes abstained.

4. The Board of Directors' report on remuneration and benefits

The Chairman of the Board of Directors, Mr. Niels Jacobsen, discussed the Company's compensation philosophy. He then reported on the remuneration and benefits of the Board of Directors, the President and CEO and the Executive Management, the estimated remaining costs of the current share option program and the execution of the Company's Remuneration Policy.

5. Decision on the Company's Remuneration Policy

The shareholders approved the Remuneration Policy for the Company, as set out in Annex 1 to these minutes.

Shareholders holding 1.100 votes voted against and shareholders holding 2,979,888 votes abstained.

6. Decision on remuneration to the Board of Directors for 2022

The shareholders approved the following remuneration to the Board of Directors for 2022:

Chairman of the Board – USD 103,000

Vice Chairman of the Board – USD 62,000

Board Members – USD 41,000

Shareholders holding 611,229 votes abstained.

7. Election of the Board of Directors

The Chairman informed the Meeting that five candidates had notified the Board of Directors of their candidature to the Board. As there were no other candidates, the Chairman declared that the following candidates were lawfully elected to the Board of Directors of Össur hf. until the next Annual General Meeting:

Ms. Guðbjörg Edda Eggertsdóttir

Dr. Alberto Esquenazi

Dr. Svafa Grönfeldt

Mr. Niels Jacobsen

Mr. Arne Boye Nielsen

8. Election of an Auditor

The Chairman informed the Meeting that PwC was the only candidate nominated as the Company's Auditor. As there were no other candidates, the Chairman declared that PwC was lawfully elected as the Company's auditor.

9. Authorization to purchase own shares

The shareholders approved the following proposal on an authorization to purchase own shares:

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.

Shareholders holding 14.501.842 votes voted against and shareholders holding 1.100 shares abstained.

10. Authorization to initiate share buyback programs

The shareholders approved the following proposal on an authorization to initiate share buyback programs:

The Board of Directors is authorized, until the next Annual General Meeting 10 March 2023, 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 12,000,000 shares in total under the Programs, corresponding to 2.8% of the current share capital. The total consideration for shares purchased under the Programs shall not exceed USD 60 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.

Shareholders holding 1.100 votes abstained.

11. Any other business lawfully submitted or approved for discussion at the Meeting

Mr. Jón Sigurðsson, President & CEO, took the floor. He said it had been an honor to lead Össur for the past 26 years and welcomed Mr. Sveinn Sölvason as the new President and CEO.

Mr. Sveinn Sölvason, CFO, took the floor. He thanked Jón for all his work for Össur and said he was pleased to accept the opportunity to serve Össur in a new role as the President and CEO.

The Secretary read the minutes aloud at the close of the Meeting. The shareholders made no comments.

The Chairman declared the Meeting adjourned at 17:00.



Gunnar Sturluson, Chairman



Tómas Eiríksson, Secretary

ANNEX 1

THE REMUNERATION POLICY OF ÖSSUR HF.

Board of Directors, President & CEO and Executive Management

It is the policy and priority of Össur hf. and its subsidiaries ("the Company") to attract and retain exceptional employees long-term. In order to achieve this, the Company must have in place a competitive compensation structure in each of its operations. To the extent possible, the remuneration of managers and other employees shall be harmonized and fair, taking into account their responsibilities, local trends, performance and other relevant factors.

This Remuneration Policy is designed and implemented to ensure, to the extent possible, the alignment of interest of the Board of Directors, the President & CEO and the Executive Management with the Company's performance long-term and value creation for shareholders.

The remuneration of the President & CEO and the Executive Management shall be determined as follows:

1. Fixed salary. When determining fixed salary, account should be taken of their responsibilities, local trends, performance and other relevant factors, such as the remuneration of their peers in other international companies of similar size.

2. Bonuses for short-term performance. Bonuses for short-term performance can be up to 67% of the basic salary. In determining bonuses, special attention shall be given to the Company's overall results, actual growth, long-term profitability and value creation for shareholders. Bonuses may be paid quarterly, semi-annually or annually.

Bonuses may be paid with shares in the Company, in part or in full. The shares shall not be delivered until three years after the bonus has been determined.

The Company has the option to reclaim, in whole or in part, bonus payments that have been based on false, misleading, insufficient or incorrect data, or if the recipient acted in bad faith in respect of other matters, which resulted in too high bonus payments or bonus payments which would otherwise not have been paid.

3. Share-based incentives for long-term performance. Share-based incentives, including share options, may be offered. The key terms of such share-based incentive agreements or plans shall be submitted to a Shareholders' Meeting for approval. Put options shall not be offered and no loans or guarantees shall be granted.

4. Pension contributions. Pension contributions are paid in accordance with applicable laws and employment agreements. No pension liabilities shall be undertaken, unless required by law.

5. Severance payments. No special retirement agreements shall be made, but instead shall mutual termination clauses in employment agreements apply. Termination clauses shall not exceed twenty-four (24) months.

6. Other benefits. Other benefits are awarded or reimbursed on the basis of individual employment contracts and local market practices.

The remuneration of the Board of Directors shall be approved by the Company's Annual General Meeting each year and paid in cash.

This Remuneration Policy shall apply to all future employment agreements with the President & CEO and the Executive Management. Existing agreements shall remain unchanged and in full force unless otherwise agreed by relevant parties.

The Remuneration Policy is binding for the Board as regards share options, cf. item 3 above. In other instances the Remuneration Policy shall be of guidance for the Board. Any departure from the Remuneration Policy shall be recorded and reasoned in the Board's Minutes.

This Remuneration Policy has been approved by the Board of Directors of Össur hf. in accordance with Article 79. a. of the Icelandic Companies Act No. 2/1995, taking into consideration the Danish Recommendations on Corporate Governance. The Remuneration Policy is reviewed once a year and shall be approved at the Company's Annual General Meeting, with or without amendments.