

Landsnet hf. Gylfaflöt 9 112 Reykjavík

# Contents

Endorsement and Signatures by the Board of Directors and the CEO	64
Independent Auditor's Report	65
Income Statement	66
Statement of Comprehensive Income	67
Balance Sheet	68
Statement of Changes in Equity	69
Statement of Cash Flows	70
Notes to the Financial Statements	71
Appendix: Corporate Governance Statement	93

# Endorsement by the Board of Directors and the CEO

Landsnet hf was established in 2004 on the basis of the Electricity Act passed by the Icelandic parliament, the Althingi, in 2003. The role of Landsnet is to administer the transmission of electricity and system operation in accordance with the provisions of Chapter III of the Electricity Act No. 65/2003.

#### Results of the year 2014

According to the income statement, profit and total profit for the year amounted to ISK 3.8 billion. According to the balance sheet, the Company's equity at year end amounted to ISK 19.2 billion, including share capital in the amount of ISK 5.9 billion. Average number of employees was 125.

Share capital at year end 2014 is divided between four shareholders as at the beginning of the year:

	Snare
Landsvirkjun	64.73%
Rarik ohf.	22.51%
Orkuveita Reykjavíkur	6.78%
Orkubú Vestfjarða ohf.	5.98%

The Board of Directors proposes that no dividends be paid to shareholders in 2015 for the operating year 2014, in which context the Board makes reference to the annual financial statements regarding changes in equity.

Although the 2011 Electricity Act clearly stipulates that the Company's rate of return and thereby its revenue cap must be decided five years in advance, a decision on the revenue cap for 2011-2015 remains unavailable in early 2015. The National Energy Authority's most recent decision on the Company's rate of return, from 2 October 2012, was annulled by a ruling of the Appeals Committee on Electricity on 2 December 2013. Landsnet's tariff and thereby its revenue are based on a tariff approved on the basis of the Authority's aforesaid decision on the rate of return. In the event that the Authority's decision on the rate of return, and thereby on the revenue cap, proves to be substantially divergent from its previous decision, this can clearly have a significant impact on the Company's financial performance and balance sheet in 2015, and even over a longer period. For further information, reference is made to Note 31.

#### Corporate governance

The Board of Directors of Landsnet hf. emphasizes maintaining good management practices. The Board of Directors has laid down comprehensive guidelines wherein the competence of the Board is defined and its scope of work vis-à vis the CEO. These rules include i.e. rules regarding order at meetings, comprehensive rules on the competence of Directors to participate in the discussion and decision of issues presented to the Board, rules on secrecy, rules on information disclosure by the CEO to the Board and other issues. The Coporate Governance Statement, which is a appendix in the Financial Statements, provides further information.

#### Statement of the Board of Directors and the CEO

According to the best of the Board of Director's and the CEO's knowledge, the financial statements are in accordance with the International Financial Reporting Standards as adopted by the EU and it is the Board's and CEO's opinion that the annual financial statements give a true and fair view of the financial performance of the Company for the financial year 2014, its assets, liabilities and financial position as at 31 December 2014 and its cash flows for the financial year 2014.

Further, in our opinion the financial statements and the endorsement by the Board of Directors and the CEO give a fair view of the development and performance of the Company's operations and its position and describes the principal risks and uncertainties faced by the Company (see notes 29 and 31).

The Board of Directors and the CEO have today discussed the annual financial statements of Landsnet hf. for the year 2014 and confirmed them by means of their signatures.

Reykjavik, 19 February 2015

The Board of Directors:
Geir A. Gunnlaugsson
Svana Helen Björnsdóttir
Ómar Benediktsson

CEO:

Guðmundur Ingi Ásmundsson

# Independent Auditor's Report

To the Board of Directors and Shareholders of Landsnet hf.

We have audited the accompanying financial statements of Landsnet hf., which comprise the statement of financial position as at December 31, 2014, the statements of comprehensive income, changes in equity and cash flows for the year then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

#### Management's responsibility for the financial statements

The Board of Directors and CEO are responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards as adopted by the EU, and for such internal control as management and CEO determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

#### **Auditor's responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting principles used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### **Opinion**

In our opinion, the financial statements give a true and fair view of the financial position of Landsnet hf. as at December 31, 2014, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the EU.

#### **Report on the Board of Directors report**

Pursuant to the legal requirement under Article 104, Paragraph 2 of the Icelandic Financial Statement Act No. 3/2006, we confirm that, to the best of our knowledge, the report of the Board of Directors accompanying the financial statements includes the information required by the Financial Statement Act if not disclosed elsewhere in the Financial Statements.

Reykjavik, 19 February 2015.

#### KPMG ehf.

Sæmundur Valdimarsson

# Income Statement for the year 2014

	Notes		2014		2013
Operating revenue					
Transmission	5,6		14,227,404		13,717,748
Other income	7		123,002		156,534
		-	14,350,406		13,874,282
Operating expenses					
Energy procurement costs	8		1,763,886		1,499,804
Transmission costs	9,10		4,235,226		3,793,580
System operation	9,10		1,111,813		1,087,733
Other operating expenses	9,10		1,065,329		925,417
			8,176,254		7,306,534
Operating profit			6,174,152		6,567,748
Financial income			1,125,451		141,041
Financial expenses		(	2,644,510)	(	4,010,935)
Net financial expenses	11	(	1,519,059)	(	3,869,894)
Share in net earnings of associated company	16		38,303		25,055
Profit before income tax			4,693,396		2,722,909
Income tax	12,24	(	931,155)	(	539,511)
Profit			3,762,241		2,183,398
Earnings per share:					
Basic and diluted earnings per each ISK 1 share	22		0.64		0.37

Notes no. 1 to 35 are an integral part of these financial statements.

# Statement of Comprehensive Income for the year 2014

	Notes	2014	2013
Profit	_	3,762,241	2,183,398
Total items under total profit recognised among equity	_	0	0
Total profit of the year		3,762,241	2,183,398

Notes no. 1 to 35 are an integral part of these financial statements.

# Balance Sheet as at 31 December 2014

	Notes	2014	2013
Assets			
Fixed assets in operation	13	63,771,382	63,197,621
Projects under construction	13	809,211	1,086,550
Intangible assets	14	1,479,695	1,392,994
Investment in subsidiary	15	500	500
Investment in associates	16	707,209	668,906
Long-term note		11,643	23,286
Fixed assets	_	66,779,640	66,369,857
Inventories	17	549,804	519,313
Receivable from parent company	32	702,735	0
Trade and other receivables	18	1,121,663	567,397
Marketable securities	19	470,971	234,344
Cash and cash equivalents	20	12,234,663	9,917,204
Current assets		15,079,836	11,238,258
Total assets	_	81,859,476	77,608,115
Equity			
Share capital		5,902,733	5,902,733
Statutory reserve		227,774	0
Revaluation account		10,460,730	11,027,997
Retained earnings (accumulated deficit)		2,617,237	( 1,484,497)
Equity	21 _	19,208,474	15,446,233
Liabilities			
Long term liabilities from parent company	23	44,692,176	44,235,700
Other interest bearing long-term liabilities	23	9,955,162	10,852,410
Deferred income tax liability	24	2,674,787	2,331,443
Deferred income	25	354,109	369,222
Provision due to site restoration	26	819,766	775,163
Long-term liabilities and obligations	_	58,496,000	58,563,938
Loans from parent company	23	1,463,420	1,936,526
Current maturities	23	919,008	914,607
Income tax payable	24	587,811	0
Trade and other payables	28	1,184,763	746,811
Short-term liabilities	_	4,155,002	3,597,944
Total liabilities	_	62,651,002	62,161,882
Total equity and liabilities	_	81,859,476	77,608,115

Notes no. 1 to 35 are an integral part of these financial statements.

# Statement of Changes in Equity for the year 2014

Year 2013:	Share capital	Statutory reserve	Revaluation account	•	Accumulated ficit)/retained earnings	Total
Equity at 1 January 2013  Total comprehensive income  Depreciation on revaluation recognised under accumulated deficit	5,902,733	0	11,593,238	(	4,233,136) 2,183,398	13,262,835 2,183,398
under accumulated deficit			( 565,241)		565,241	0
Equity at 31 December 2013	5,902,733	0	11,027,997	(	1,484,497)	15,446,233
Year 2014:						
Equity at 1 January 2014 Total comprehensive income	5,902,733	0	11,027,997	(	1,484,497) 3,762,241	15,446,233 3,762,241
Transfer to statutory reserve  Depreciation on revaluation recognised		227,774		(	227,774)	0
under accumulated deficit			( 567,267)		567,267	0
Equity at 31 December 2014	5,902,733	227,774	10,460,730		2,617,237	19,208,474

Notes no. 1 to 35 are an integral part of these financial statements.

# Statement of Cash Flows for the year 2014

	Notes		2014		2013
Cash flow from operating activities					
Operating profit			6,174,152		6,567,748
Adjustments for:					
Profit from sales of fixed assets			0	(	865)
Depreciation and amortisation	10		2,967,730		2,597,921
Working capital from operation before financial items			9,141,882		9,164,804
Operating assets, (increase) decrease		(	1,269,593)		791,449
Operating liabilities, increase (decrease)			194,992	(	459,392)
Net Cash from operating activities before financial items			8,067,281		9,496,861
Interest income received			143,891		141,041
Interest expenses paid and foreign exchange difference		(	1,980,531)	(	1,904,633)
Net cash from operating activities			6,230,641		7,733,269
Cash flow from investing activities					
Investment in transmission infrastructures	13	(	2,672,056)	(	5,949,468)
Other investments	13	(	936,078)	(	461,312)
Proceeds from sale of property, plant and equipment			0		2,697
Repayments of long-term note			11,643		0
Marketable securities, change		(	254,526)		0
Net cash to investment activities		(	3,851,017)	(	6,408,083)
Cash flow from financing activities					
Payments of long-term liabilities		(	907,061)	(	913,374)
Change in deferred income		`	0	`	88,500
Net cash to financing activities		(	907,061)	(	824,874)
N. d			<del></del>		500.040
Net increase in cash and cash equivalents			1,472,563		500,312
Effect of exchange rate changes on cash					
and cash equivalents			844,896	(	892,880)
Cash and cash equivalents at 1 January			9,917,204		10,309,772
Cash and cash equivalents at 31 December	20		12,234,663		9,917,204

Notes no. 1 to 35 are an integral part of these financial statements.

# Notes to the Financial Statements

#### 1. Reporting entity

Landsnet hf has its headquarters in Iceland and is domiciled at Gylfaflöt 9 in Reykjavik, Iceland. The Company is a subsidiary of Landsvirkjun, and the financial statement of Landsnet hf. is included in the consolidated financial statements of Landsvirkjun. Landsnet was established in 2004 on the basis of the Electricity Act passed by the Icelandic parliament, the Althingi, in the spring of 2003. The role of Landsnet is to administer the transmission of electricity and system operation in accordance with the provisions of Chapter III of the Electricity Act No. 65/2003, which stipulates that the Company must not engage in any activities other than necessary to perform its duties under the Act.

#### 2. Basis of preparation

The financial statements have been prepared in accordance with the International Financial Reporting Standards (IFRS) as adopted by the EU.

The financial statements were approved by the Board of Directors on 19 February 2015.

Details of the Company's accounting policies are included in note 35.

#### 3. Functional and presentational currency

These financial statements are presented in Icelandic krónur (ISK), which is the Company's functional currency. All financial information presented in ISK has been rounded to the nearest thousand.

#### 4. Use of estimates and judgements

The preparation of the financial statements in conformity with IFRS standards requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements is included in the following notes:

- Note 13 and 35c Fixed assets in operation
- Note 14 and 35d Intangible assets
- Note 26 and 35j Estimation of provision due to site restoration
- Note 24 and 35n Income tax

#### **Determination of fair values**

A number of the Company's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability. Landsnet revaluates part of fixed assets to fair value, as stated in note 13, just as they do with marketable securities, as stated in note 19. Other assets and liabilities are not recognised at fair value.

#### Trade and other receivables

The fair value of trade and other receivables is measured at the estimated discounted cash flow, based on market interests on the reporting date.

#### Non-derivative financial liabilities

Fair value, which is determined for disclosure purposes, is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of intest at the reporting date.

#### See accounting policies in note 35k

Transmission revenue consist of:	2014	2013
Energy transmission	12,184,594	12,277,156
Transmission losses and ancillary services	1,906,911	1,320,226
Service income	41,777	30,950
Input fees	94,122	89,416
Transmission revenue total	14,227,404	13,717,748

### 5. Revenue, contd.:

Landsnet's largest customers are also shareholders in the company. Further information on revenues from shareholders is provided in Note 32 on related parties.

6.	Energy transmission	2014	2013
	Energy transmission consist of:		
	Energy transmission to power-intensive consumers	8,459,538	8,785,696
	Energy transmission to distribution system operators	3,725,056	3,491,460
	Energy transmission total	12,184,594	12,277,156
_	Othershapens		
7.	Other income		
	Other income consist of:		
	Income from work sold	53,057	74,501
	Rental income	26,385	8,828
	Income from guarantees of origin and certification	38,961	70,823
	Sales profit from fixed assets	0	865
	Other income	4,599	1,517
	Other income total	123,002	156,534
			100,001
8.	Energy procurement costs		
	Energy procurement costs consist of:		
	3, 1		
	Electricity purchases due to transmission losses	1,091,576	854,946
	Purchase of ancillary services		644,858
	Energy procurement costs total	1,763,886	1,499,804
9.	Personnel expenses		
	See accounting policies in note 35i		
	Salaries and other personnel expenses consist of:		
	Salaries	1,248,163	1,182,882
	Defined contribution plan payments	159,491	143,152
	Defined benefit plan payments	7,281	8,178
	Other payroll expenses	126,856	126,828
	Capitalised salaries	· / /	210,047)
	Personnell expenses total	1,356,425	1,250,993
	Personnel expenses are specified as follows:		
	Transmission costs	457,159	415,458
	System operation	509,957	480,889
	Other operating expenses	389,309	354,646
		1,356,425	1,250,993
	Average number of employees	125	122
	Full-time equivalent units at year-end	113	114
	·		
	Remuneration of the Board of Directors, CEO and two Executive Directors were	as follows:	
	Remuneration of the Board of Directors	6,611	6,486
	Remuneration and benefits of the CEO	17,015	15,440
	Remuneration of two Excecutive Directors	45,966	41,621

#### 9. Personnel expenses, contd.:

Changes in senior management were made at year-end 2014, in respect of which remuneration settlements were recognised in 2014.

10.	Depreciation and amortisation See accounting policies in notes 35c and 35d Depreciation and amortisation are specified as follows:		2014	2013
	Depreciation of fixed assets in operation, see Note 13		2,737,096	2,509,721
	Amortisation and impairment losses, see Note 14		230,634	88,200
	Depreciation and amortisation recognised in the income statement		2,967,730	2,597,921
	Depreciation and amortisation are allocated as follows to operating items:			
	Transmission costs		2,792,187	2,436,690
	System operation		69,013	66,277
	Other operating expenses		106,530	94,954
	Depreciation and amortisation recognised in the income statement		2,967,730	2,597,921
11.	Financial income and expenses See accounting policies in note 35m Financial income and expenses are specified as follows:			
	Interest income		116,685	129,748
	Net gain in fair value of marketable securities		27,206	11,293
	Exchange rate difference		981,560	0
	Total financial income	_	1,125,451	141,041
	Interest expenses	(	2,181,395) (	2,161,747)
	Indexation	(	511,459) (	1,751,913)
	Exchange rate difference		0 (	328,397)
	Change in present value of the provision due to site restoration	(	43,698) (	40,856)
	Capitalised interest expense due to projects under construction		92,042	271,978
	Total financial expenses	(	2,644,510) (	4,010,935)
	Net financial expenses	(	1,519,059) (	3,869,894)

Net financial expenses due to the construction of a transmission infrastructure amounting to ISK 92 million (2013: 272 million) is capitalised and has been reported as a reduction in financial expenses.

Capitalised financial expenses were 4.8% of capital tied in transmission structures under construction during the year (2013: 7.0%). This is the Company's average finance cost.

#### 12. Income tax

See accounting policies in note 35n

Income tax recognised in the income statement is specified as follows:

Calculated income tax for the year	(	343,344) (	539,511)
Income tax payable	(	587,811)	0
Income tax recognised in the income statement	(	931,155) (	539,511)
Change in deferred income tax liability is specified as follows:			
Change in temporary differences	(	152,137)	120,199
Change in carry-forward losses	(	191,207) (	659,710)
Change in deferred tax assets	(	343.344) (	539.511)

#### 12. Income tax, contd.:

		2014		2013
Reconciliation of effective tax rate  Profit before income tax	_	4,693,396		2,722,909
Income tax according to the current				
tax rate	20.0%	( 938,679)	20.0%	( 544,582)
Effects of associates (	0.2%)	7,661	( 0.2%)	5,011
Other (	0.0%) (	( 137)	0.0%	60
Effective tax rate	19.8%	( 931,155)	19.8%	( 539,511)

#### 13. Fixed assets in operation:

See accounting policies in note 35c

#### Basis of revaluation of fixed assets in operation

In accordance with the International Accounting Standard, the Company's lines and substations are recognised according to the revaluation method. A revaluation was conducted on those assets in the year 2008. The revaluation was based on two methods. First, it was based on the estimated reconstruction cost of the transmission system, which was calculated by independent experts at the beginning of year and projected to year-end 2008. Second, the operating value was measured using a cash flow analysis. The valuation period was from 2009 to 2013, with the future operating value calculated thereafter. The year's revaluation was based on the operating value, the main premises of which were the Company's operating budgets for the years 2009-2013, a 30% equity ratio and that Landsnet's tariff for transmission to distributors would reflect price developments in Iceland while the tariff for industrial users would reflect price level changes in the United States. The estimation of weighted-average cost of capital (WACC) was based on comparable companies abroad. In the assessment of the Company's management, a revaluation of fixed assets in operation in 2014 is not necessary. The revaluation has been categorised as level 3 fair value.

#### Fixed assets in operation:

		Transmission		
	Substations	lines	Other	Total
Cost				
Balance at 1.1.2013	23,084,752	47,408,117	3,489,244	73,982,113
Additions	500,107	175,437	311,121	986,665
Transferred from				
projects under construction	3,564,171	2,532,923	0	6,097,094
Sold and disposed of	0	0	( 5,672)	( 5,672)
Balance at 31.12.2013	27,149,030	50,116,477	3,794,693	81,060,200
Additions	587,873	173,209	392,789	1,153,871
Transferred from				
projects under construction	2,051,466	105,521	0	2,156,987
Balance at 31.12.2014	29,788,369	50,395,207	4,187,482	84,371,058
Depreciation				
Balance at 1.1.2013	4,774,360	9,699,091	883,247	15,356,698
Depreciation	797,613	1,533,159	178,949	2,509,721
Sold and disposed of	0	0	( 3,840)	( 3,840)
Balance at 31.12.2013	5,571,973	11,232,250	1,058,356	17,862,579
Depreciation	926,411	1,613,287	197,398	2,737,096
Balance 31.12.2014	6,498,384	12,845,537	1,255,754	20,599,675
Carrying amount				
1.1.2013	18,310,392	37,709,026	2,605,997	58,625,415
31.12.2013	21,577,057	38,884,227	2,736,337	63,197,621
31.12.2014	23,289,985	37,549,670	2,931,728	63,771,382
	21,577,057		2,736,337	63,197,621

# 13. Fixed assets in operation, contd.: Carrying amount without revaluation

Fixed assets in operation:	Transmission			
	Substations	lines	Other	Total
1.1.2013	15,794,313	25,733,557	2,605,997	44,133,867
31.12.2013	19,182,702	27,493,585	2,736,337	49,412,624
31.12.2014	21,021,349	26,742,393	2,931,728	50,695,470

#### Rateable value and insurance value

The rateable value of the Company's real property amounts to upwards of ISK 3.2 billion (2013: ISK 2.8 billion). Assessed value for the same property's fire insurance amounts to ISK 5.5 billion (2013: ISK 5.2 billion) and book value amounts to ISK 4.0 billion (2013: ISK 3.6 billion). The insurance value of the Company's assets amounts to ISK 53.5 billion (2013: ISK 47.5 billion), excluding transmission lines and cables, which are insured by an emergency insurance fund. The Company's emergency insurance amounts to ISK 113.1 billion (2013: ISK 109.9 billion).

#### **Projects under construction:**

				2014		2013
	Balance at 1.1.			1,086,550		1,769,671
	Additions			1,765,113		5,364,675
	Transferred to fixed assets in operation		(	2,156,987)	(	6,097,094)
	Transferred from intangible assets			114,535		49,298
	Balance at 31.12.			809,211		1,086,550
14.	Intangible assets:	Capitalised				
	See accounting policies in note 35d	development				
		cost		Software		Total
	Cost					
	Balance at 1.1.2013	1,482,113		391,844		1,873,957
	Additions	118,607		35,655		154,262
	Transferred to projects under construction	( 49,298)		0	(	49,298)
	Balance at 31.12.2013	1,551,422		427,499		1,978,921
	Additions	349,717		82,153		431,870
	Transferred to projects under construction	( 114,535)		0	(	114,535)
	Balance at 31.12.2014	1,786,604		509,652		2,296,256
	Amortisation and impairment losses					
	Balance at 1.1.2013	220,489		277,238		497,727
	Amortisation and impairment losses			12,893		88,200
	Balance at 31.12.2013	295,796		290,131		585,927
	Amortisation and impairment losses			19,258		230,634
	Balance at 31.12.2014	507,172		309,389		816,561
	Carrying amount					
	1.1.2013	1,261,624		114,606		1,376,230
	31.12.2013	1,255,626		137,368		1,392,994

1,279,432

31.12.2014 .....

1,479,695

200,263

#### 14. Intangible assets, contd.:

Preparation costs are reviewed each year by the management of Landsnet hf. and are examined for any indications of impairment. If the management believes that impairment has occurred, that preparation cost is expensed as impairment.

#### 15. Investment in subsidiary

See accounting policies in note 35e

The breakdown of investment in subsidiary is as follows:

	2014		2013	
	Share	Carrying amount	Share	Carrying amount
Landsnet ehf	100.00%	500	100.00%	500

The Company's share in Landsnet ehf is stated at cost as the firm has not conducted any operations from its establishment.

#### 16. Investment in associates

See accounting policies in note 35f

The breakdown of investment in associates is as follows:

	2014	2013	2014	2013
	Share in	Share in	Carrying	Carrying
	net earnings	net earnings	amount	amount
Orkufjarskipti hf. 50%	38,303	25,055	707,209	668,906

#### 17. Inventories

See accounting policies in note 35g

Inventories are spare parts and material inventories. No write-down due to the Company's inventories is recognised in the financial statements for the year 2014 nor for the year 2013.

18.	Trade and other receivables See accounting policies in note 35b Trade and other receivables:	2014	2013
	Trade receivables	838,817	405,808
	Other receivables	282,846	161,589
	Trade and other receivables total	1,121,663	567,397

#### 19. Marketable securities

See accounting policies in note 35b

Marketable securities held by the Company are listed on a stock exchange. They are liquid but cannot be classed as cash because their maturity is more than three months. The measurements of marketable securities are categorised as Level 1 fair value.

#### 20. Cash and cash equivalents

See accounting policies in note 35b

Cash and cash equivalents consist of instant-access bank deposits.

#### 21. Equity

See accounting policies in note 35b

#### **Share capital**

The Company's total share capital according to its Articles of Association was ISK 5,903 million at year-end. The Company holds no treasury shares. Each share of ISK in the Company carries one vote. All share capital has been paid.

#### 21. Equity, contd.:

#### **Revaluation account**

The Company's revaluation account consists of the revaluation increase of the Company's fixed assets after income tax effects. Depreciation of the revalued price is entered in the income statement and transferred from the revaluation account to unadjusted loss.

#### Statutory reserve

Under the Public Limited Companies Act, 25% of the nominal value of the Company's share capital must be held in a statutory reserve, which is not permitted to be used to pay dividends to shareholders. 10% of each year's profit must be deposited in the reserve until it amounts to 10% of the nominal value of the share capital, when the percentage deposited becomes 5%.

#### **Dividends**

The Company paid no dividends in 2014 for the financial year 2013, nor in the year 2013 for the financial year 2012.

# 22. Earnings per share20142013See accounting policies in note 3503,762,2412,183,398Profit to shareholders3,762,2412,183,398Weighted average number of ordinary shares at 31 December5,902,7335,902,733Basic and diluted earnings per share0.640.37

#### 23. Interest-bearing loans and borrowings

See accounting policies in note 35b

This Note provides information on the contractual terms of the Company's interest-bearing loans and borrowings, which are measured at amortised cost.

	2014	2013
Long-term liabilities		
Indexed bond loan from parent company in ISK, fixed interest	44,692,176	44,235,700
Loan agreement in CHF, LIBOR + margin	5,639,308	6,436,052
Indexed bond loan in ISK, fixed interest	5,234,862	5,330,965
	55,566,346	56,002,717
Current maturities on long-term liabilities	( 919,008)	( 914,607)
Interest-bearing long-term liabilities total	54,647,338	55,088,110
Short-term liabilities Short-term loans from parent company specifies as follows:		
Accrued interest of long-term liabilities with parent company	1,463,420	1,448,473
Short-term loans from parent company total	1,463,420	1,448,473

The bond loan from the parent company is an inflation-indexed bullet loan maturing in 2020 with interest payable once per year. Inflation-indexed bond loans from third parties consist of a 25-year superannuation loan maturing in 2034. The loan agreement denominated in Swiss francs (CFH) is a bond with equal installments and maturing in 2022.

#### Terms of interest-bearing loans and borrowings

Debts in foreign currencies:

		2014 2013		2014 201	
	Final	Weighted	Carrying	Weighted	Carrying
	maturity	avg. rate	amount	avg. rate	amount
Debt in CHF	2022	0.30%	5,639,308	0.31%	6,436,052
Debt in ISK:					
Indexed	2020 - 2034	4.30%	49,927,038	4.30%	49,566,665
Total interest-bearing loans and	borrowings		55,566,346	-	56,002,717

23.	Loans and borrowings, contd.:				
	Maturities by year of interest-bearing loans and borrowings:		2014		2013
	Year 2015/2014		919,008	9	14,607
	Year 2016/2015		927,468	9	22,577
	Year 2017/2016		936,356	9	30,950
	Year 2018/2017		945,693	9	39,747
	Year 2019/2018		955,504	9	48,989
	Later		50,882,317	51,3	45,847
			55,566,346	56,0	02,717
24.	Deferred tax liability				
	See accounting policies in note 35n				
	The breakdown of deferred tax liability is as follows:				
	Deferred tax liability at 1 January		2,331,443	1,7	91,932
	Calculated income tax for the year		931,155	5	39,511
	Income tax payable	(	587,811)		0
	Deferred tax liability at 31 December		2,674,787	2,3	31,443
	The breakdown of deferred tax liability was as follows at year-end:				
	Fixed assets in operation		2,604,009	2,6	09,784
	Intangible assets		189,042	2	08,035
	Other assets		20,913		
	Provision due to site restoration	(	163,953) (	1	55,033)
	Other obligations	(	84,206) (		86,162)
	Unrealized exchange rate difference		108,982 (		53,974)
	Tax losses carried forward		0 (	1	91,207)
	Deferred tax liability at 31 December		2,674,787	2,3	31,443

#### 25. Deferred income

Deferred income is recognised with regard to connection charges paid by electricity buyers to the Company during the year. At year-end, deferred income amounted to ISK 369 millon (2013: 384 million). The part of deferred income that will be recognised in the income statement next year is recognised in current liabilities. Connection charges recognised in profit or loss for 2014 amounted to ISK 15 million (2013: 12 million).

#### 26. Provision due to site restoration

See accounting policies in note 35j

Change in the provision due to site restoration is specified as follows:	2014	2013
Balance at 1.1.	775,163	734,307
Present value for the year reversed	43,699	40,856
Increase in provision	904	0
Balance at year-end	819,766	775,163

The initial value of property, plant and equipment includes the estimated cost of the demolition thereof after use. The estimated demolition cost of lines has been valuated and discounted based on life-cycle criteria. The discounted value is recognised as a provision under long-term liabilities. In the income statement, the change in the discounting provision, which is based on a 6.9% interest rate (2013: 6.9%), is reported under financial expenses, in addition to depreciation under operating expenses.

#### 27. Pension fund obligation

#### See accounting policies in note 35i

The Pension Fund for State Employees calculates at the end of each year the benefit plan obligation accrued for the year. Actuary assessment is based on the accrued obligation for the year being discounted at year-end on the basis of the annual interest rate generally used to assess pension fund obligations. The present annual rate is 3.5%. A total of ISK 7 million is expensed in relation thereto for 2014 (2013: 8 million), but the accrued benefit plan obligation is paid in full each year.

#### 28. Trade and other payables

#### See accounting policies in note 35b

Trade and other payables are specified as follows:	2014	2013
Trade payables	847,191	419,108
Other payables	337,572	327,703
Trade and other payables total	1,184,763	746,811

#### 29. Financial instruments

#### Overview

The Company has exposure to the following risks from its use of financial instruments:

- Credit risk
- Liquidity risk
- Market risk

This Note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk and its management of capital. Further quantitative disclosures are included throughout these financial statements.

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors seeks consultation regarding financial risk both from its employees and external consultants and discusses it regularly at Board meetings.

The Company's objective is to discover and analyse the risks it faces, set a benchmark for risk exposure and control it. The Company's risk management policy is regularily reviewed to analyse market changes and changes within the Company.

#### Credit risk

Credit risk is the risk of financial loss of the Company owing to the failure of a customer or counterparty to a financial instrument to meet its contractual obligations. The Company's credit risk is mainly due to trade receivables and is dependant on the financial condition and operations of each customer.

#### Trade and other receivables

The Company's main customers are electricity generating companies, distribution system operators and power-intensive consumers. The Company's largest customers are also shareholders in the Company. Approximately 86% (2013: 87%) of the Company's transmission income derives from the Company's shareholders.

#### Highest possible loss due to credit risk

The Company's highest possible loss due to financial assets is their book value, which was as follows at yearend:

	2014	2013
Long-term note	23,286	34,929
Receivables from parent company	702,735	0
Trade and other receivables	1,110,020	555,754
Market securities	470,971	234,344
Cash and cash equivalents	12,234,663	9,917,204
Highest possible loss due to credit risk total	14,541,675	10,742,231

#### Impairment losses

No impairment loss has been recognised in relation to accounts receivable at year-end; nor has loss on receivables been expensed during the year, which is based on the management's experience. The Company's collection issues are reviewed on a regular basis.

#### Liquidity risk

Liquidity risk is the risk that the company will not be able to meet its financial obligations as they will fall due. The Company endeavours to ensure, to the extent possible, that it always has sufficient liquidity to meet its liabilities when due, without incurring unacceptable losses or risking damage to the Company's reputation.

The following are the contractual maturities of financial liabilities, including future interest payments:

2014	Carrying amount	Contractual cash flow	Within 12 months	1-2 years	2-5 years	After 5 years
Non-derivative		ousii iiow	12 monuio	1 2 yours	2 o years	Aiter o years
liabilities:						
Long-term						
liabilities from	10 155 500	FF 004 400	4 004 544	4 004 544	E 044 000	40 570 740
parent comp.	46,155,596	55,981,420	1,881,541	1,881,541	5,644,622	46,573,716
Long-term liabilities	10,874,170	13,942,350	1,205,789	1,202,673	3,374,244	8,159,644
Trade and other		10,012,000	1,200,700	1,202,070	0,07 1,211	0,100,011
payables	1,184,763	1,184,763	1,184,763	0	0	0
_	58,214,529	71,108,533	4,272,093	3,084,214	9,018,866	54,733,360
2013						
Long-term						
liabilities from						
parent comp.	45,684,173	57,271,961	1,862,323	1,862,323	5,586,969	47,960,346
Long-term						
liabilities	11,767,017	15,144,891	1,239,031	1,225,321	3,698,011	8,982,528
Trade and other		4 004 004	4 004 004	0	0	^
payables	1,234,864	1,234,864	1,234,864	0	0 284 080	<u> </u>
_	58,686,054	73,651,716	4,336,218	3,087,644	9,284,980	56,942,874

#### Market risk

Market risk is the risk that changes in the market prices of foreign exchange rates and interest rates will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising return.

#### **Currency risk**

Currency risk is the risk of a loss because of unfavorable changes in the rate of currencies. The Company is exposed to currency risk on sales, purchases and borrowings that are denominated in a currency other than the Company's functional currency. The Company's functional currency is the Icelandic króna (ISK) and therefore a currency risk arises from the net cash flow and opening balance in currencies other than ISK. Supstantial part of the Company's income derives from US dollars. In 2014, 58.8% (2013: 62.7%) of the Company's total revenue was in USD while purchases were mainly in ISK but a portion of its purchases is made in other currencies than Icelandic króna (ISK), mainly in euro (EUR) and Swiss Francs (CHF). The main currencies posing a foreign exchange risk are the USD and the Swiss Francs (CHF). In 2015, it is estimated that 64.4% of the Company's total revenue will be in USD.

The Company does in general not hedge against foreign exchange risk but reviews on a regular basis the currency combination of its liabilities against the currency combination of its income.

The Company's currency risk on borrowings denominated in Swiss Francs (CHF), is partly hedged against its revenues. The interest rates on these borrowings are on average lower than those on the Company's ISK-denominated borrowings.

The Company's exposure to foreign currency risk, based on nominal amounts, was as follows:

	EUR		CHF	USD
2014				
Cash and cash equivalent	7,177		8,476	10,509,162
Trade and other receivables	526		0	277,192
Other long-term liabilities	0	(	5,639,308)	0
Trade and other payables	( 80,814)	(	5,569) (	3,788)
Net currency risk	( 73,111)	(	5,636,401)	10,782,566
2013				
Cash and cash equivalent	10,991		25,987	8,541,356
Trade and other receivables	424		0	294,025
Other long-term liabilities	0	(	6,436,052)	0
Trade and other payables	( 61,263)	(	6,506) (	15,680)
Net currency risk	( 49,848)	(	6,416,571)	8,819,701

	Av. exch. rate for the year		Year-end	exch. rate
	2014	2013	2014	2013
Currency risk				
EUR	154.86	162.38	154.27	158.50
CHF	127.50	131.91	128.29	129.19
USD	116.75	122.23	126.90	115.03

#### Sensitivity analysis

A 10% strengthening of the ISK against the following currencies at 31 December would have increased (decreased) after-tax profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant. The analysis is performed on the same basis for 2013.

	2014	2013
EUR	5,849	3,988
CHF	450,912	513,326
USD	862,605) (	705,576)

A 10% weakening of the ISK against the above currencies at 31 December would have had the equal but opposite effect on profit or loss after tax to the amounts shown above, given that all other variables remain constant.

#### Interest rate risk

The Company's interest rate risk arises from interest bearing assets and liabilities. The Company's borrowings bear both floating interest and fixed inflation-indexed interest. The majority of the Company's borrowings bear fixed inflation-indexed interest, cf. Note 23. At year end 2014, the proportion of liabilities with floating interest rates was 10% compared to 11% at year end 2013.

The breakdown of the Company's interest-bearing financial instruments at year-end was as follows:

		Carrying amount		
		2014		2013
Financial instruments with floating interest rate				
Financial assets		12,728,920		10,186,477
Financial liabilities	(	5,639,308)	(	6,436,052)
		7,089,612		3,750,425
		_		_
Financial instruments with fixed interest rate				
Financial liabilities	(	49,927,038)	(	49,566,665)

#### Cash-flow sensitivity analysis for fixed-interest-rate instruments

The Company's liabilities carrying fixed interest rates are, on the one hand, an indexed bullet bond repayable in a single payment in 2020 to its parent company and, on the other, a 25-year superannuation bond loan. These liabilities are not recognised at fair value. Therefore, interest changes on the settlement date should not affect the Company's income statement.

#### Cash-flow sensitivity analysis for floating interest rate instruments

An increase in interest rates of 100 basis points at the reporting date would have increased (decreased) equity and profit or loss after tax by the amounts stated below. If interest rates had decreased by 100 basis points, the effect would have had the equal but opposite effect on profit or loss after tax. This analysis assumes that all other variables, in particular the exchange rates, remain constant. The analysis was performed in the same manner for the year 2013.

	Earnings		
	100bp		100bp
	increase		decrease
31 December 2014			
Financial instruments with floating interest rates	43,360	(	77,010)
Cash flow sensitivy (net)	43,360	(	77,010)
31 December 2013			
Financial instruments with floating interest rates	26,061	(	65,027)
Cash flow sensitivy (net)	26,061	(	65,027)

#### Fair value

#### Fair value versus carrying amounts

The fair values and carrying amounts of financial assets and liabilities as reported in the balance sheet are specified as follows:

	20 <sup>-</sup>	14	2013		
	Carrying		Carrying		
	amount	Fair value	amount	Fair value	
Long-term liabilities from parent company	( 44,692,176)	( 47,580,197)	( 44,235,700) (	49,842,048)	
Other long-term liabilities	( 10,874,170)	( 11,907,963)	( 11,767,017) (	13,115,500)	
	( 55,566,346)	( 59,488,160)	( 56,002,717) (	62,957,548)	

The fair values of other financial assets and liabilities are equivalent to its carrying amounts.

#### Interest rate in valuation of fair value

Where applicable, expected contractual cash flow is discounted using the interest rate on government bonds plus a 0.4% margin on the reporting date. The same margin was used in discounting expected contractual cash flow in the year 2013.

2.1

#### Classification of financial assets and liabilities

The following table shows the Company's classification of financial assets and liabilities:

	Financial assets and liabilities designated at	Loans and	Financial liabilities at	
	fair value	receivables	amortised cost	Carrying amount
2014		44.040		44.040
Long-term note		11,643		11,643
Receivables from parent company		702,735		702,735
Trade and other receivables		1,121,663		1,121,663
Marketable securities	470,971			470,971
Cash and cash equivalents		12,234,663		12,234,663
-	470,971	14,070,704	0	14,541,675
Loans from parent company			46,155,596	46,155,596
Other long-term liabilities			10,874,170	10,874,170
Trade and other payables		1,184,763		1,184,763
	0	1,184,763	57,029,766	58,214,529
2013				
Long-term note		23,286		23,286
Trade and other receivables		567,397		567,397
Marketable securities	234,344			234,344
Cash and cash equivalents		9,917,204		9,917,204
	234,344	10,507,887	0	10,742,231
Loans from parent company		488,053	45,684,173	46,172,226
Other long-term liabilities			11,767,017	11,767,017
Trade and other payables		746,811		746,811
	0	1,234,864	57,451,190	58,686,054
Indovetion rick				

#### Indexation risk

Indexation risk derives from changes in the Consumer Price Index, which affect the financial position and cash flows of inflation-indexed financial instruments. The majority of the company's loans are denominated in inflation-indexed ISK, while the majority of its revenue is USD-denominated

#### Cash-flow sensitivity analysis for the Consumer Price Index

An increase in the Consumer Price Index of 100 basis points at the reporting date would have increased (decreased) equity and profit or loss after tax by the amounts stated below. If the Consumer Price Index had decreased by 100 basis points, the effect would have had the equal but opposite effect on profit or loss after tax. This analysis assumes that all other variables, in particular the exchange rates, remain constant. The analysis was performed in the same manner for the year 2013.

		Earnings		
		100bp	100bp	
		increase	decrease	
31 December 2014				
Inflation-indexed financial instruments	(	416,024)	416,024	
Cash flow sensitivy (net)	(	416,024)	416,024	
31 December 2013				
Inflation-indexed financial instruments	(	407,848)	407,848	
Cash flow sensitivy (net)	(	407,848)	407,848	

#### Other market price risk

Other market price risk is limited because investment in bonds and shares is an insubstantial part of the Company's operations.

#### Capital management

The Company is not subject to external rules on minimum capital requirements.

#### 30. Operating leases

#### The Company as lessee

The Company leases a part of the transmission structures it uses from domestic energy companies. The lease agreements have an indeterminate lease term and the lease price is determined by the National Energy Authority. Expensed lease payments in 2014 amounted to ISK 143 million (2013: ISK 166 million).

#### 31. Uncertainty

Under the Electricity Act No. 65/2003, the National Energy Authority shall set a revenue cap for Landsnet hf. in advance and for a specified period. The cap was initially set for a single year. In 2006, the revenue cap was for the first time set for a three-year period, 2007-2009, as prescribed by the then current Act. The 2010 revenue cap was not set by the Authority until August 2012, and then for only a single year owing to amendments to the Electricity Act that took effect in 2011.

Act No. 19/2011 introduced a number of amendments to the Electricity Act with respect to the revenue cap regime, which apply to the setting of the revenue cap as of 2011. The main changes were that the revenue cap period was lengthened from three to five years, profitability was to be based on weighted average cost of capital (WACC) instead of the yield on 5-year non-indexed government bonds, the asset base for power-intensive consumers was converted from ISK to USD and account was taken of investment in current assets. Under the current Electricity Act, a profitability limit must be determined separately for power-intensive consumers on the one hand and distribution system operators on the other hand. The revenue cap must be set no later than 15 September of the year prior to the year in which it takes effect and no later than 1 August of each year the Authority must submit the updated revenue cap and the settlement for the preceding year, including reasoning for any changes. One of the main prerequisites for attaining the Electricity Act's objective of efficiency in Landsnet's operations, which is an aim of the revenue cap model, is that the rate of return be decided five years in advance.

The Authority and Landsnet have been unable to agree on the settlement for the years 2006-2009 owing to different interpretations of the profitability criteria for distribution system operators. Landsnet has three times appealed the Authority's decision on the settlement for that period to the Appeals Committee on Electricity, which in its ruling of 6 June 2014 overturned the Authority's decision for a third time and referred the case back to the Authority for a reassessment.

On 1 October 2012, the Authority issued a decision on the weighted average cost of capital, to be effective from 1 January 2011. The revenue cap for 2011-2015 was established by the Authority on 28 July 2013 on the basis of the aforesaid decision. Stakeholders appealed the Authority's decision to the Appeals Committee on Electricity, which overturned it on 2 December 2013. The rationale for overturning the Authority's decision was that further reasoning was required to determine risk premiums and interest margins. Under the Appeals Committee's ruling, the Authority must issue a new decision on rate of return criteria based on a new opinion delivered by an expert committee. That decision remains to be made, which means uncertainty over the revenue cap for the period.

The repeated failure to issue the Authority's decisions on Landsnet's allowed rate of return and revenue cap at the time stipulated by law creates major uncertainty for the Company's operations. As a result, the Company is unable to react to the Authority's decisions with tariff changes before the start of each revenue cap year.

The settlement for 2010 is not in dispute, but uncertainty will remain regarding the revenue cap for 2011-2014 until the final decision on the weighted average cost of capital becomes available, which causes uncertainty about the Company's position.

#### 31. Uncertainty, contd.:

#### **Power-intensive consumers**

Between 2005 and August 2007, Landsnet's revenue and revenue cap for power-intensive consumers were denominated in ISK. In August 2007, after obtaining the National Energy Authority's approval, the tariff currency for power-intensive consumers was changed to USD, without changing the revenue cap accordingly.

Following the sharp ISK depreciation in 2008, Landsnet's USD-denominated revenue from power-intensive consumers increased substantially in ISK. The government authorities showed willingness to address the problem that this presented for the revenue cap regime and to amend legislation in order that the revenue cap for power-intensive consumers would be denominated in the same currency as the tariff. With Act No. 19/2011, amending the Electricity Act, the asset base from which profitability and depreciation are derived as determinants of the revenue cap for power-intensive consumers was converted to USD based on the exchange rate at 31 July 2007, thereby redressing the balance between the revenue cap and the tariff. Since 2011, Landsnet has accrued a credit balance vis-à-vis power-intensive consumers, and the Company estimates that obligations due to over-collected revenue in previous years have been settled in accordance with the provisions of law, whereas the Authority's revenue cap settlement remains pending.

The anticipated decision of the Authority on the weighted average cost of capital, and thereby the revenue cap for 2011-2014, could change that result, as previously mentioned.

#### Distribution system operators

At year-end 2014, a dispute remained to be resolved between Landsnet and the National Energy Authority regarding the profitability criteria used to determine the revenue cap for distribution system operators for the period 2006-2009 and the interpretation of a transitional provision of the Electricity Act on this matter. Since the final decision on this matter is still pending, the level of the revenue cap for distribution system operators during this period remains unclear, with approximately ISK 1.5 billion in dispute. In response to decisions by the National Energy Authority, Landsnet has initiated legal proceedings before the Reykjavík District Court to determine the interpretation of the said transitional provision, which applies to the period 2006-2009, but this case is pending until the Authority delivers a new decision. During the time that this matter has been unsettled, Landsnet has based its tariff on the Authority's decision, on which basis the repayment amount is currently estimated at ISK 0.3 billion.

The anticipated decision of the Authority on the weighted average cost of capital, and thereby the revenue cap for 2011-2014, could change that result, as previously mentioned.

#### Provisions of law concerning repayments

A transitional provision of Act No. 19/2011, amending the Electricity Act, provides that, in the event of the transmission system operator's over-collection of revenue for previous years, the Company shall set its tariff at a level ensuring that over-collected revenue does not exceed 10% of the revenue cap at year-end 2020. Over-collected revenue is not subject to interest calculation or inflation-indexation.

The provisions of the Act do not require Landsnet to deliver cash or other assets in repayment of over-collected revenue, nor to provide additional services without charge. Landsnet bases its tariff decisions on the revenue cap and the repayment provision

On the basis of the provisions of law governing the repayment of over-collected revenue and the provisions of the International Financial Reporting Standards, no effects of revenue-cap-based settlements for 2006-2014 are recognised in the annual financial statements.

#### 32. Related parties

#### **Definition of related parties**

The Company has a related-party relationship with its shareholders, subsidiary, associates, directors, excecutive officers and companies in their possession.

#### Transactions with senior management

#### (i) Payments to senior management

In addition to receiving salaries, the CEO and Managing Directors (Vice Presidents) of the Company receive a contribution to a defined benefit pension fund. They also receive a car allowance. Management's salaries are accounted for in Note 9.

#### 32. Related parties, contd.:

#### Other transactions with related parties

	2014	2013
Sale of goods and services:		
Landsnet's parent company and its subsidiaries	7,428,440	6,656,405
Landsnet's other shareholders	4,900,660	4,765,500
Sale of goods and services to related parties total	12,329,100	11,421,905
Cost of goods and services:		
Landsnet's parent company and its subsidiaries	1,680,357	1,418,704
Landsnet's other shareholders	475,008	509,992
Cost of goods and services to related parties total	2,155,365	1,928,696

In addition the costs outlined above, the Company paid ISK 1,859 million (2013: ISK 1,802 million) in interest to its parent company.

#### Balance:

33.

Trade receivables and trade payables with related parties are as follows:

Trade receivables and trade payables with related	2014		201	3	
	Receivables	Payables	Receivables	Payables	
Landsnet's parent company					
and its subsidiaries	702,735	0	0 (	488,053)	
Landsnet's other shareholders	543,582	0	398,764 (	14,252)	
_	1,246,317	0	398,764 (	502,305)	
Other receivables and payables with related parti	es are as follows:				
, ,			2014	2013	
Interest-bearing liabilities to parent company, see	e note 23		44,692,176	44,235,700	
Accrued interest payable to parent company			1,463,420	1,448,473	
			46,155,596	45,684,173	
Financial ratios					
The company's key financial ratios:					
Financial performance:					
EBIT			6,174,152	6,567,748	
EBITDA			9,141,882	9,165,669	
Financial position:					
Current ratio – current assets/current liabilities			3.63	3.12	
Equity ratio – equity/total assets			23.5%	19.9%	

The Company's revenue is determined under Article 12 of the Electricity Act and is based, inter alia, on a decision on profitability. The profitability parameters under the Act are determined on the basis of cost of capital in the market and a certain capital structure. The return on the calculated equity according to the revenue cap set for 2014 was 13.6% (2013: 9.0%). The Company's equity ratio is somewhat lower than assumed in the profitability criteria, but its return on equity based on the revenue cap criteria is in line with the objectives on which the determined profitability is based.

#### 34. Basis of measurement

The financial statements have been prepared on the historical cost basis, except for:

Return on equity .....

- The Company's transmission system is recognised at a revalued amount, which was its fari value at revaluation date in the year 2008.
- Financial assets at fair value through profit and loss are recognised at fair value.

24.4%

## Notes, continued

#### 35. Significant accounting policies

The following accounting methods have been consistently applied to all disclosed periods in the financial statements

The following table of contents shows the pages on which various significant accounting policies may be found.

a.	Foreign currency	87
b.	Financial instruments	87
C.	Property, plant and equipment	88
d.	Intangible assets	89
e.	Investment in subsidiaries	89
f.	Investment in associates	90
g.	Inventories	90
h.	Impairment	90
i.	Employee benefits	90
j.	Provisions	91
k.	Revenue	91
l.	Lease payments	91
m.	Finance income and expenses	91
n.	Income tax	91
ο.	Earnings per share	92
p.	Segment reporting	92
q.	New standards and interpretations thereof	92

#### a. Foreign currency

Transactions in foreign currencies are translated to the functional currency of the Company at the exchange rates on the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies on the reporting date are retranslated to the functional currency at the exchange rate on that date. Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate on the date that the fair value was determined. Foreign currency differences arising on retranslation are recognised in profit or loss.

#### b. Financial instruments

#### (i) Non-derivative financial instruments

The Company initially recognises loans, receivables and cash and cash equivalents on the date that they are originated. All other financial assets (including assets designanted as at fair value through profit or loss) are recognised initially on the trade date, which is the date that the Company becomes a party to the contractual provisions of the instrument.

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred. Any interest is such transferred financial assets that is created or retained by the Company is recognised as a separate asset or liability.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

The Company classifes non-deravative financial assets into the following catagories: financial assets at fair value through profit or loss and loans and receivables.

#### Financial assets at fair value through profit or loss

An instrument is classified at fair value through profit or loss if it is held for trading or is designated as such upon initial recognition. Financial instruments are designated at fair value through profit or loss if the Company manages such investments and makes purchase and sale decisions based on their fair value. Upon initial recognition, attributable transaction costs are recognised in profit or loss when incurred. Financial instruments at fair value through profit or loss are measured at fair value, and changes therein are recognised in profit or loss. Marketable securities are recognised at fair value through profit or loss.

#### 3. Significant accounting policies, contd.:

#### Loans and receivables

Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, loans and receivables are measured at amortised cost using the effective interest method, less any impairment losses.

Loans and receivables comprise trade and other receivables.

Cash and cash equivalents comprise cash balances and call deposits.

#### (ii) Non-derivative financial liabilities

The Company initially recognises debt securities issued and subordinated liabilities on the date that they are originated. All other financial liabilities (including liabilities designated as at fari valure through profit or loss) are recognised initially on the trade date, which is the date that the Company becomes a party to the contractual provisions of the instrument.

The Company derecognises a financial liability when its contractual obligations are discharged, cancelled or expire.

The Company classifies non-derivative financial liabilities into the other financial liabilities category. Such financial liabilities are recognised initially at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these financial liabilities are measured at amortised cost using the effective interest method.

Other financial liabilities comprise loans and borrowings and trade and other payables.

#### (iii) Share capital

Share capital is classified as equity. Incremental costs directly attributable to the issue of shares are recognised as a deduction from equity.

## c. Property, plant and equipment

#### (i) Fixed assets in operation

Items of fixed assets in operation other than transmission lines and substations are measured at cost less accumulated depreciation and impairment losses.

The cost includes expenditures directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct labour, any other costs directly attributable to bringing the asset to a working condition for its intended use and the costs of dismantling and removing the items as well as restoring the site on which they are located.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

In accordance with the provisions of the International Accounting Standards, the Company's transmission lines and substations are recognised on the basis of the revaluation method. The Company's transmission lines and substations are thus stated at a revalued cost in the balance sheet, which is their fair value on the revaluation date less revalued depreciation from the assets' acquisition date. The revaluation of those assets will be performed on a regular basis and when the management believes that their fair value has changed significantly, among other things due to external factors. All value increases due to the revaluation are entered in a revaluation account among equity after income tax. Depreciation of the revalued price is recognised in the income statement. Upon sale or disposal of an asset, the part of the revaluation account pertaining to that asset is recognised in retained earnings.

The most recent revaluation of transmission lines and substations was carried out at year-end 2008.

Any gain on disposal of an item of fixed assets in operating (calculated as the difference between the net proceeds from disposal and the carrying amount of the item) is recognised in profit or loss as other income but any loss on disposal of an item of fixed assets in operation is recognised in profit or loss as other operating expenses.

## Notes, continued

#### 3. Significant accounting policies, contd.:

#### (ii) Transmission structures under construction

Projects under construction are capitalised on the basis of the cost of purchased services, materials, direct wages and other costs directly attributable to the property. Assets that have not been put to use are not depreciated. Cost of capital for financing the cost of projects under construction is capitalised in the period that the asset is being constructed and is considered a part of the cost of the asset. Capitalised cost of capital is the Company's weighted average cost of capital.

#### (iii) Leased assets

The leases the Company holds are operating leases. Leased assets are not recognised in the Company's balance sheet.

#### (iv) Subsequent costs

The cost of replacing a part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The costs of day-to-day servicing of fixed assets in operation are recognised in profit or loss when incurred.

#### (v) Depreciation

Depreciation is recognised in profit or loss on a straight-line basis over the estimated useful lives of each part of an item of property, plant or equipment until the salvage value is reached. The estimated useful lives are as follows:

Substations	20 - 40 years
Transmission lines	20 - 50 years
Buildings	50 years
Other assets	4 - 10 years

Depreciation methods, useful lives and residual values are reviewed at each reporting date.

#### d. Intangible assets

#### (i) Developement cost

Developement cost is capitalised within fixed assets. This cost consists largely of expenses relating to exploration for transmission line sites, preparation for transmission structures and environmental impact assessments of proposed projects. The Company has concluded agreements whereby the prospective buyers of electricity shall bear all expenses of the project if it is cancelled. Cost of capital attributable to developement costs is capitalised except when there is a extended delay on the projects. Developement cost is not depreciated at this stage, but possible impairment losses have been considered, as discussed in Note 35h.

When the decision to construct a transmission structure has been made and all neccessary approvals have been obtained, the development cost of the transmission structure is capitalised in fixed assets as a project under construction.

At each accounting date, capitalised development cost is reviewed by management and impairment is recognised if premises for the recognition of development cost no longer exist.

Expenditure on research activities is recognised in profit or loss when incurred.

#### (ii) Software and other intangible assets

Software and other intangible assets are measured at cost less accumulated amortisation and accumulated impairment losses.

#### (iii) Amortisation

Amortisation is recognised in profit or loss on a straight-line basis over the estimated useful lives of intangible assets. The estimated useful lives of software are 4 years.

#### e. Investment in subsidiaries

The Company has one subsidiary, Landsnet ehf. The financial statements of the two companies are not consolidated and the holding is recognised at historical cost. The subsidiary has had no activity since its establishment. The share capital of the subsidiary is ISK 500 thousand.

#### 3. Significant accounting policies, contd.:

#### f. Investment in associates

Associates are those entities in which the Company has significant influence, but not control, over financial and operating policies. Significant influence is presumed to exist when the Company holds between 20 and 50 percent of the voting power of another entity. Associates are accounted for using the equity method and are initially recognised at cost. The financial statements include the Company's share of the total recognised gains and losses of equity movements of associates on an equity-accounted basis from the date that significant influence commences until the date that the significant influence ceases. When the Company's share of losses exceeds its interest in an associate, the Company's carrying amount, including any long-term investments, is reduced to nil and recognition of further losses is discontinued except to the extent that the Company has undertaken an obligation for or made payments on behalf of the investee.

#### a. Inventories

Inventories are measured at the lower of cost and net realisable value. Net realisable value is the expected sales price in normal operation net of any cost of selling the product. The cost of inventories is based on the first-in-first-out (FIFO) principle of inventory valuation and includes cost incurred in acquiring the inventories and bringing them to their existing location and condition.

#### h. Impairment

#### (i) Financial assets

A financial asset is assessed at each reporting date to determine whether there is any objective evidence that it is impaired. A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate.

Individually significant financial assets are tested for impairment on an individual basis. The remaining financial assets are assessed collectively in groups that share similar credit risk characteristics.

All impairment losses are recognised in profit or loss.

#### (ii) Other assets

The carrying amount of the Company's other assets, except for inventories and deferred tax assets, is reviewed at each reporting date to determine whether there is any indication of an impairment loss. If any such indication exists, the asset's recoverable amount is estimated.

An impairment loss is recognised if the carrying amount of an asset or its cash-generating unit exceeds its estimated recoverable amount. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows of other assets or groups of assets (the "cash-generating unit"). Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amount of the other assets in the unit (group of units) on a pro rata basis. An impairment loss of revalued assets is recognised in revaluation account amongst retained earnings.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

#### i. Employee benefits

#### (i) Defined contribution plans

The Company pays a contribution for part of its employees to defined contribution pension funds. The Company has no responsibility regarding the obligations of the pension funds. The contributions are recognised as an expense under salary and salary related expenses as incurred.

#### 3. Significant accounting policies, contd.:

#### (ii) Defined benefit plans

Under an agreement between the Company and the Pension Fund for State Employees (LSR), the Company's obligations regarding employees who are members of LSR shall be settled yearly. LSR estimates specifically at year-end the present value of the pension obligation accrued during the year and deducts from that amount the contributions paid by employees and the Company to LSR due to pension rights accrued during the year. The difference is recognised in profit or loss and settled on a yearly basis. The actuarial estimation shall assume that the obligation accrued for the year is calculated to the present value at year-end using the interest rate normally used to estimate the obligations of pension funds, which is currently 3.5% per annum.

#### j. Provisions

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are estimated by discounting the expected future cash flows at a pre-tax rate that reflects the current market assessment of the time value of money and the risks specific to the liability.

#### (i) Site restoration

The Company has estimated the cost of demolition of current line lots. The estimation is based on expert assessment. The demolition cost has been discounted based on the estimated useful life of the Company's power transmission lines. The discounted value is entered, on the one hand, as an increase for the relevant asset and, on the other hand, as an obligation in the balance sheet.

#### k. Revenue

Income from electricity transmission is recognised in the income statement on the basis of measured delivery during the year. Other revenue is recognised as earned or delivered. A revenue cap is set for the Company on the basis of Article 12 of the Electricity Act No. 65/2003.

#### I. Lease payments

Payments made under operating leases are recognised in profit or loss on a straight-line basis over the term of the lease.

An asset lease is expensed in the financial statements, the amount of which corresponds to financing cost and depreciation during the year, in relation to the use of electricity companies' transmission structures. The lease charge is regulated by the National Energy Authority.

#### m. Finance income and expenses

Finance income comprises interest income on funds invested, changes in the fair value of financial assets at fair value through profit or loss and foreign exchange rate differences recognised in profit or loss. Interest income is recognised as it accrues in profit or loss, using the effective interest method.

Finance expenses comprise interest expense on borrowings, reversal of discounting of obligations, foreign exchange losses, changes in the fair value of financial assets at fair value through profit or loss and impairment losses recognised on financial assets.

Foreign currency gains and losses are reported on a net basis.

#### n. Income tax

Income tax on the profit for the year is deferred income tax. Income tax is recognised in profit or loss except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Deferred tax is recognised using the balance sheet method, providing for temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

## Notes, continued

#### 3. Significant accounting policies, contd.:

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised. The income tax rate is 20%.

#### o. Earnings per share

The Company presents basic and diluted earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period. Diluted EPS is the same as basic EPS, as the Company has not issued any call options or convertible bonds.

#### p. Segment reporting

Under the Electricity Act, the Company may only administer the transmission of electricity and system management in Iceland and operate an electricity trading market. The Company has not begun operating an electricity trading market and considers its present operation as one single segment, for which reason it does not provide segment reporting.

#### q. New standards and interpretations thereof

The Company has implemented all International Financial Reporting Standards, amendments thereto and interpretations confirmed by the EU at year-end 2014 and that apply to its operations. The Company has not implemented standards, amendments thereto or interpretations entering into effect after year-end 2014 but allowed to be implemented sooner. The effect thereof on the Company's financial statements has not been fully determined but is considered to be insubstantial.

## Corporate Governance Statement

#### Role of Landsnet hf.

Under the Electricity Act No. 65/2003, Landsnet's role is to operate an electricity transmission system and administer its system management. The Company must ensure and maintain the capabilities of the transmission system on a long-term basis and ensure the electricity system's operational security. Landsnet's role is also to maintain a balance between electricity supply and demand at all times and manage the settlement of electricity flows countrywide. In addition, the Company is charged with promoting an efficient electricity market.

#### Corporate governance

The Board of Directors of Landsnet hf is committed to maintaining good corporate governance and complying with the Guidelines on Corporate Governance issued by the Icelandic Chamber of Commerce, NASDAQ OMX Iceland and the Confederation of Icelandic Employers in March 2012. The Board adopts Rules of Procedure defining the scope of its powers and duties vis-à-vis the President & CEO. The current Rules of Procedure were confirmed at the Annual General Meeting of Landsnet held on 27 June 2013 and are available for inspection at the Company's head office.

#### Internal control and risk management

To ensure that Landsnet's financial statements accord with generally accepted accounting practice, the Company has emphasised well-defined areas of responsibility, proper segregation of duties, regular reporting and transparency in its activities. The process of monthly reporting and reviews for individual departments is an important part of monitoring financial performance and other key performance indicators. Monthly financial results are produced and submitted to the Company's Board of Directors. The Board of Directors monitors the Company's financial risk and receives regular reports thereon. Information on risk management is provided in Note 29 to the annual financial statements.

#### **Corporate values and Code of Ethics**

Landsnet's employees are obliged to abide by the Company's values in all their activities. Its corporate values are informed by its role and future vision and provide the foundation for the corporate culture for which the Company strives. Landsnet's values are: reliability, progress, economy and respect. These values are further defined as follows:

- Reliability. We show independence whilst maintaining due confidentiality and equal treatment of our customers. We show integrity and diligence in our behaviour and work methods.
- Progress. We take initiative, seek out opportunities and strive for continual improvement. We are creative and develop methods and solutions that stimulate competition. We pride ourselves on completing tasks and projects promptly and methodically.
- Economy. We maintain prudent stewardship of our funds and other resources and are guided by profitability targets.
- Respect. Our customers come first. We respect the natural environment and seek to minimise any undesirable effects of our operations. We respect our colleagues and their views and do not compromise on personal safety.

Landsnet's Code of Conduct was approved at a meeting of the Board of Directors on 25 July 2005 and is designed to encourage honesty, justice and fairness among staff towards each other, the Company and its customers. The Code is also intended to promote the trust and confidence of customers and the general public in Landsnet, as well as to limit the risk of reputational damage. The Board of Directors is of the view that a clear Code of Conduct that is duly observed in the Company's day-to-day activities forms the basis of its success and future growth. Landsnet's Code of Conduct applies to all its employees, including the Directors and the President & CEO. The Code of Conduct is available for inspection at Landsnet's head office.

Landsnet is committed to a strong community awareness. The Company's policies include that the development of the transmission system aims to deliver macroeconomic benefits and minimise any undesirable environmental impact of its operations. They also include that Landsnet honours its obligations and supports projects that are of relevance to its activities and benefit society.

#### Landsnet's management structure

The main units of Landsnet's management structure are the Board of Directors and the Executive Committee. Key roles are also performed by two committees appointed by the Board of Directors: the Audit Committee and the Remuneration Committee..

## Corporate Governance Statement, contd.:

#### Relations between shareholders and the Board of Directors/management

Under the provisions of Act No. 75/2004 on the Establishment of Landsnet and the Electricity Act No. 65/2003, the Company's Directors shall be independent in all respects from other companies engaging in the generation, distribution or sale of electricity, whether these companies are owners of the Company or not. The purpose of these provisions is to meet the statutory requirement that the transmission system operator maintains utmost impartiality and non-discrimination in its activities.

With respect to the Company's special status under Chapter III of the Electricity Act and its strict duties to maintain impartiality and non-discrimination, it should be reiterated that shareholders are not permitted to interfere in individual affairs relating to Landsnet's activities.

As a rule, the shareholders' involvement must be limited to general policy decisions taken at regular shareholders' meetings, e.g. on financial targets.

#### **Board of Directors**

The Board of Directors of Landsnet hf is the supreme authority in the Company's affairs between Annual General Meetings. The Board is responsible for the Company's policy-making and major decisions between shareholders' meetings, as specified in, e.g., the Rules of Procedure of the Board of Directors. The Board supervises all Company operations, and works to ensure that its activities are in proper and good order at all times. The Board ensures sufficient supervision of the Company's financial management and that its accounts and financial statements are in good order. The Board engages the Chief Executive Officer of the Company, whose salary and employment terms are decided by the Remuneration Committee.

Landsnet's Board of Directors consists of the following three members:

#### Geir A. Gunnlaugsson, Chairman of the Board

Geir A. Gunnlaugsson was born on 30 July 1943 and lives in Reykjavík, Iceland. He read mechanical engineering at the University of Iceland, earned an MSc degree in mechanical engineering from the Technical University of Denmark and a PhD from Brown University, USA. He was professor of mechanical engineering at the University of Iceland in 1975-1986. He was chief executive of Icelandic Metals in 1983-1987, Marel in 1987-1999 and Hæfi, chairman of Reyðarál in 2000-2002 and chief executive of Promens in 2003-2006. Mr Gunnlaugsson has served on government negotiating committees on power-intensive industry and on the board of the Marketing Office of the Ministry of Industry and the National Power Company in 1988-1997, including as chairman in 1989-1997. He has sat on the board of numerous businesses, both Icelandic and foreign, as well as other organisations and institutions, and has extensive experience in business management in Iceland and overseas. Mr Gunnlaugsson has been a member of Landsnet's Board of Directors from 31 March 2011.

#### Svana Helen Björnsdóttir, Director

Svana Helen Björnsdóttir was born on 20 December 1960 and lives in Seltjarnarnes, Iceland. She pursued studies in electrical engineering at the University of Iceland. She read electrical engineering at the Technische Universität Darmstadt in Germany, from which she earned a Dipl.-Ing./MSc degree in electrical power engineering in 1987. Ms Björnsdóttir also holds a diploma in operations management from the University of Iceland and is an IRCA-certified lead auditor of corporate information security management systems based on international standards. She founded the information security company Stiki in 1992 and the subsidiary Stiki Ltd in the United Kingdom in 1996. Ms Björnsdóttir is now the Chairman of the Board of Stiki and a former CEO of Stiki and has worked as an IT and software engineering consultant on various projects for companies and organisations. She has served as a government supervisor on various projects. She has extensive experience in business management, international co-operation and export activities. She was chairman of the Federation of Icelandic Industries. Ms Björnsdóttir was at the same time chairman of Akkur SI. In addition, she was a member of the Executive Committee and a board member of the Confederation of Icelandic Employers. Her board memberships include Hagar hf, the Icelandic Data Protection Authority, the Association of Chartered Engineers in Iceland, the Seed Company Association in Iceland, University Council of Reykjavík University and the Icelandic Society for Information Processing. She has sat on the Expert Panels of the Technology Development Fund and Research Fund of the Icelandic Centre for Research (RANNÍS). For several years she was Iceland's representative on the Council of European Professional Informatics Societies. Ms Björnsdóttir is boardmember of the software company Menn og mýs ehf., a boardmember in the General Pension Fund, the Association of Small Investors, the Science and Technology Council and the High Tech and Seed Forum, a consultative forum between government and business. Ms Björnsdóttir has been a member of Landsnet's Board of Directors from 31 March 2009.

33

## Corporate Governance Statement, contd.:

#### Ómar Benediktsson, Director

Ómar Benediktsson was born on 22 October 1959 and lives in Reykjavík, Iceland. He holds a cand. oecon. degree in business administration from the University of Iceland. He served in managerial positions in tourism and aviation for 30 years, including at Island Tours, Íslandsflug and Air Atlanta. He has sat on numerous boards and committees in these fields, including the Civil Aviation Board and the Icelandic Tourist Board, the Committee on Iceland's Future Policy on Tourism and as vice-chairman of Icelandair Group hf. Mr Benediktsson has been active in promoting Iceland as a tourist destination and has sat on a number of committees devoted to this end, including as chairman of the Icelandic Tourist Board Marketing Committee and chairman of Iceland Naturally, a co-operative marketing organisation. He founded the first Icelandic-owned specialised travel wholesaler offering trips to Iceland in Germany and later in other continental European countries. He sat on the preparatory committee for the founding of the Icelandic Travel Industry Association and on its nominations committee for the first few years. He has led the launch of a number of tourist industry companies, including Fosshótel. He was the first chairman of the Icelandic National Broadcasting Service after its conversion into a state-owned public limited company and sat on the boards of Blue Bird Cargo and Penninn for a number of years. Mr Benediktsson has longstanding experience in international business and relations. At the beginning of 2012, he became CEO of Farice ehf, which operates the submarine telecommunications network linking Iceland with the rest of the world. Farice is also a key player in developing Iceland's emerging data centre industry. Mr Benediktsson has been a member of Landsnet's Board of Directors from 29 March 2012.

The Alternate Director is Svava Bjarnadóttir

The Board of Directors held 15 meetings in 2014. All of the meetings were attended by all Board members except for two meetings where one member was absent. Two meetings were attended by an Alternate Director.

#### Landsnet's Executive Committee

# Guðmundur Ingi Ásmundsson, CEO & President from the beginning of 2015, is a member of the Executive Committee.

Mr Ásmundsson was born in 1955 in Reykjavík. He took a degree in electrical engineering from the University of Iceland in 1980 and a master's degree in electrical power engineering from the Technical University of Denmark in 1982. He joined Landsvirkjun in 1982 as an engineer in the Operations department, later becoming chief engineer and Head of System Operations from 1993. He served as Landsnet's System Manager from the Company's founding on 1 January 2005 and Director of System Operations from 1 November 2005. Mr Ásmundsson became Deputy CEO of Landsnet on 1 January 2008 and CEO & President on 1 January 2015.

#### Þórður Guðmundsson, former CEO & President, was a member of the Executive Committee.

Mr Guðmundsson was born on 2 October 1949 and lives in Garðabær, Iceland. He pursued studies at the Industrial Vocational School in Reykjavík, the Technical College of Iceland and the Norwegian University of Science and Technology, from which he graduated with an MSc degree in electrical engineering in 1978. He joined Landsvirkjun in 1978, starting as an engineer and later becoming chief engineer in the Operations department until appointed managing director of Operations in 1992. Following organisational changes in 1997, he became managing director of the Transmission division until appointed Landsnet's President & CEO on 1 January 2005. Mr Guðmundsson was CEO & President of Landsnet from 1 January 2005 until 31 December 2014.

The President & CEO is responsible for the Company's day-to-day activities. He/she is empowered to make decisions on all Company affairs not entrusted to others under Act No. 2/1995 and/or the Company's Articles of Association. The President & CEO conducts the operations of the Company in accordance with rules and/or decisions of the Board of Directors, the Articles of Association and the law. The President & CEO's signature constitutes an obligation on the Company's part. He/she is an authorised signatory of the Company ("procuration holder"). The President & CEO may grant power of attorney to other employees of the Company to exercise designated powers of his/her duties of office, provided that prior approval is obtained from the Board of Directors.

## Corporate Governance Statement, contd.:

The President & CEO is responsible for detecting, measuring, monitoring and controlling risks relating to the Company's operations. The President & CEO must maintain an organisation chart of the Company that clearly delineates areas of responsibility, employees' powers and communication channels within the Company. The President & CEO shall set internal control targets in consultation with the Board and monitor the effectiveness of internal control mechanisms. The President & CEO prepares meetings of the Board of Directors together with its Chairman and reports regularly to the Board on the Company's activities and position.

Guðlaug Sigurðardóttir, CFO is also a member of Lansdnet's Executive Committee

#### **Audit Committee**

The current Audit Committee of Landsnet hf was appointed on 10 November 2011 and consists of:

Ólafur Nilsson, accountant, Chairman

Geir A. Gunnlaugsson, Chairman of the Board of Landsnet hf

Svava Bjarnadóttir, Alternate Director of Landsnet's Board

The Audit Committee has adopted Rules of Procedure, which define the Committee's role as follows:

The Audit Committee shall, among other things, have the following role, regardless of the responsibilities of the Board of Directors, management staff or others in this area:

- Oversight of procedures for the preparation of financial statements.
- Oversight of the structures and functioning of the Company's internal controls, internal auditing, if applicable, and risk management.
- Oversight of the auditing of the annual financial statements and consolidated financial statements.
- Assessment of the independence of the Company's auditor or audit firm; monitoring of the work of the auditor or audit firm.

The Audit Committee also makes proposals for improvements and deliberates on matters at the Board's request.

A total of 7 meetings were held in 2014, all of which were attended by all Committee members.

#### **Remuneration Committee**

The Board of Directors of Landsnet hf performs the role of the Company's Remuneration Committee. Landsnet hf has formulated a Remuneration Policy, which was approved at the Company's Annual General Meeting on 31 March 2011. The Remuneration Policy can be viewed on the Company's website. The business of the Remuneration Committee is transacted at meetings of the Board of Directors when applicable.