

Stefnir – Yield Fund
Prospectus

Stefnir hf.
November 2020

CONTENTS

DECLARATION	3
<i>Declaration of the Management Company</i>	3
KEY INFORMATION FROM THE PROSPECTUS	4
INFORMATION ABOUT THE FUND	6
<i>Operations</i>	6
<i>The Management Company</i>	6
<i>Depository</i>	7
<i>Distributor</i>	7
<i>Auditor</i>	7
<i>Investment policy</i>	7
<i>Risk</i>	10
<i>General</i>	10
<i>Volatility of returns</i>	10
<i>Risk associated with financial instruments</i>	11
<i>Other risks related to investments in the fund</i>	11
<i>Rights of unit holders</i>	12
<i>Buying and selling unit shares</i>	12
<i>Offer price and redemption value</i>	13
<i>Annual accounts and six-month financial statements</i>	13
<i>Taxation</i>	14
<i>Operating costs and fees</i>	14
<i>Dissolution of the Fund</i>	14
<i>Appendix I Rules of Stefnir – Yield Fund</i>	16
<i>Appendix II: Overview of funds</i>	23

DECLARATION***Declaration of the Management Company***

This prospectus has been designed to present information necessary to help investors form an opinion on investing in unit shares in Stefnir – Yield Fund.

The Fund is managed by Stefnir hf., ID-No. 700996-2479, Borgartún 19, 105 Reykjavík.

Stefnir hf. hereby declares that to the best of its knowledge this prospectus has been prepared in accordance with the facts and that no important factors are omitted which could have an effect on evaluating the Fund's unit shares.

Reykjavik, 2 November 2020.

Jóhann G. Möller

Managing Director

KEY INFORMATION FROM THE PROSPECTUS

General	The Fund is an investment fund pursuant to the Alternative Investment Fund Managers Act No. 45/2020. Investment funds have broader investment limits than UCITS. The Fund's investment authorizations are specified in the section on investment strategy in this prospectus. The Fund's ID-No. is 531020-8390.
Base currency	The Fund's base currency is the Icelandic króna (ISK).
Activities	The purpose of the fund is to receive financial assets from individuals and legal entities for collective investments in financial instruments and other assets on the basis of spreading risk, in accordance with the fund's existing investment policy.
Mgmt. Company	Stefnir hf., ID-No. 700996-2479, Borgartún 19, 105 Reykjavík.
Depository	Arion Bank hf., ID-No. 581008-0150, Borgartún 19, 105 Reykjavík.
Distributor	Arion Bank hf., ID-No. 581008-0150, Borgartún 19, 105 Reykjavík.
Bid/offer price	The price of the Fund's unit shares will change during the sale period according to changes in the price of securities and other financial instruments owned by the Fund at any given time.
Redemption period	The Fund's unit shares shall be redeemed at the owner's request at the bid price current at the end of trading on the day they are redeemed. The closing time of the Fund is 2:30 p.m. on a week day when Arion Bank hf. is also open for business. Purchases of unit shares in the Fund are settled on a T+2 basis, i.e. settlement takes place on the second working day after the order to buy unit shares is made. Sales of unit shares in the Fund are settled on a T+5 basis, i.e. settlement takes place on the fifth working day after the order to buy unit shares is made.
Dividends	The Fund is a capital growth fund. Dividends, interest and other earnings from the Fund's securities holdings shall be added to the Fund's principal.
Amount	The minimum investment is ISK 10,000 at sale value and ISK 5,000 by subscription.
Rights	All parties owning unit shares in the Fund have the same rights to the Fund's income and assets in proportion to their holdings.

Investors are reminded that all trading with financial instruments, including unit shares in the Fund, represents a risk. Returns on the Fund's unit shares can fluctuate significantly. The value of unit shares can decrease and investors may lose part or all of their investment. Deposits of funds for collective investment are not insured under Act No. 98/1999 on Deposit Guarantees and Investor Compensation Schemes.

Investors are reminded that in order for Stefnir to be able to meet its obligations pursuant to these rules, it must collect and process personal data in accordance with laws and regulations. Stefnir has adopted a data protection policy which can be viewed on the company's website, www.stefnir.is.

The documents referred to in this prospectus can be obtained from the offices of Stefnir hf. at Borgartún 19 in Reykjavík, on Stefnir's website or at branches of Arion Bank.

INFORMATION ABOUT THE FUND

Operations

Stefnir – Yield Fund is an investment fund pursuant to the Alternative Investment Fund Managers Act No. 45/2020. The Fund has not been authorized to market itself in any other country but Iceland.

Investment funds are governed by different rules to UCITS according to Act No. 128/2011, e.g. with respect to investment authorizations and the duty to effect redemption. The investment limits of investment funds are broader and investments in such funds may involve a greater degree of risk than investments in UCITS. Investors are encouraged to read the section on risk and particularly the section on the Fund's investment authorizations.

The fund has no sub-funds.

The Fund was founded on 27 October 2020.

This prospectus, the key investor information, the regulations of the Fund and regular reports on the Fund's operations can be obtained from the offices of Stefnir hf. at Borgartún 19, 105 Reykjavík. This information can also be obtained on Stefnir's website at www.stefnir.com.

This prospectus was published on 2 November 2020.

The Management Company

Stefnir hf, ID-No. 700996-2479, Borgartún 19, 105 Reykjavík, (also referred to as "the Management Company") manages the Fund in accordance with Act No. 45/2020. The Management Company was founded on 26 September 1996 and issued share capital is ISK 43.5 million and is fully paid up. The company is wholly owned by Arion Bank hf. (also referred to as "Arion Bank" or "the Bank") and related parties. The Management Company operates numerous funds for collective investment, see Appendix II for an overview.

The Management Company is licensed to operate asset management services, investment advisory and custody services and to manage financial instruments for collective investments, cf. Article 27 (1.1-3) of the Financial Undertakings Act No. 161/2002.

The company's activities are mainly focused on the management of funds for collective investments and it employs staff who are specialized in managing investment portfolios for collective investment and specialized securities portfolios for institutional investors.

The board of directors of Stefnir comprises Sigrún Ragna Ólafsdóttir, chairman, ID-No. 180863-3629, self-employed, Jón Óttar Birgisson, vice chairman, ID-No. 090474-4059, managing director of Stöplar Advisory ehf., and Guðfinna Helgadóttir, ID-No. 270176-4989, specialist at Arion Bank hf.

The alternate board members are Ásgerður Hrönn Sveinsdóttir, head of service and customer experience at Arion Bank hf., and Þórhallur Örn Guðlaugsson, associate professor in business administration at the University of Iceland.

The managing director of Stefnir is Jóhann G. Möller, ID-No. 220379-3029.

The Management Company shall operate the investment fund in accordance with sound business practices and guided by the principle of upholding the credibility of the market and the interests of unit holders cf. Article 19 of Act No. 45/2020.

Depository

The Fund's depository is Arion Bank hf., ID-No. 581008-0150, Borgartún 19, 105 Reykjavík. Arion Bank provides universal banking services and provides investment services pursuant to the Securities Transactions Act No. 108/2007.

The board of directors of Arion Bank hf. comprises Brynjólfur Bjarnason, Herdís Dröfn Fjeldsted, Gunnar Sturluson, Liv Fiksdahl, Paul Richard Horner, Renier Lemmens and Steinunn Kristín Þórðardóttir.

The Chief Executive Officer of Arion Bank is Benedikt Gíslason.

The Management Company has outsourced the safekeeping of financial instruments, the settlement of transactions and other tasks to Arion Bank hf. on the basis of Article 29 of Act No. 45/2020. Under Article 18 (2) of the Act, the outsourcing of tasks pursuant to Article 31 does not affect the Management Company's responsibility towards unit holders. The Management Company can unilaterally decide whether to change the Fund's depository and any such decision is subject to the approval of the Financial Supervisory Authority.

Article 42 of the Act also states that a depository shall be liable towards a management company and unit share owners for any losses they may incur which may be traced to the intentional or negligent actions of the depository's employees in carrying out its tasks.

The Management Company and depository should operate independently and be guided at all times by the interests of the unit share owners.

Distributor

The Management Company has partly outsourced marketing and customer service to Arion Bank on the basis of Article 29 (1) of the Act. The Bank provides services to people wishing to invest in the Fund or requesting information concerning potential investments in the Fund and acts as intermediary in the issuing and redemption of unit shares.

Auditor

The auditor of the Fund and the Management Company is Deloitte ehf., ID-No. 521098-2449, Smáratorg 3, 201 Kópavogur. Pétur Hansson, ID-No. 130382-4609, chartered accountant, is responsible for auditing the Fund for Deloitte ehf.

Investment policy

The rules of the Fund contain the following breakdown of the Fund's investment policy:

- | | |
|--|----------|
| 1. Covered bonds issued under Act No. 11/2008 | 0 - 80% |
| 2. Asset-backed bonds | 0 - 50% |
| 3. Bonds guaranteed by companies | 0 - 100% |
| 4. Corporate bonds and bills | 0 - 60% |
| 5. Other bonds issued by financial institutions | 0 - 50% |
| 6. Bonds issued by municipalities or Municipality Credit Iceland (MCI) | 0 - 50% |

7. Deposits or bills issued by financial institutions	0 - 60%
8. Other bonds and bills	0 - 30%
9. International bonds	0 - 20%
10. Convertible bonds and equities connected to them	0 - 10%
11. Derivatives	0 - 20%
12. Institutional investor funds which invest in bonds or other debt instruments	0 - 20%

Investments made pursuant to the above in unlisted financial instruments may represent a total of up to 30% of the Fund's total assets, cf. Article 4 (10).

Further information on the Fund's investment policy

The Fund's investment authorizations are limited by the rules of the Fund and in other respects by Act No. 45/2020.

According to Article 3 (1.1) the fund is authorized to invest in covered bonds issued by financial institutions which have rights of priority in the cover pool of the issuer on the basis of Act No. 11/2008 on Covered Bonds and also contractual covered bonds which have no legal basis.

According to Article 3 (1.2) the fund is authorized to invest in asset-backed bonds. The issuer may either be an institutional investor fund or a company (e.g. private limited company, limited liability company or a partnership limited by shares), which stores the collateral or assets designed to guarantee the repayment of the bonds. Asset-backed bonds can be used to fund investments in residential property, commercial property, debt instruments etc. and may be listed on a stock exchange.

According to Article 3 (1.3) is authorized to invest in bonds issued by companies which are secured by collateral, i.e. bonds where there is collateral in real estate, ships, vehicles, aircraft or other collateral.

Bonds and bills under Article 3 (1.4 to 1.9) refer to debt instruments where no special collateral is provided.

According to Article 3 (1.10) the Fund is authorized to invest in convertible bonds. Such investments mean that the Fund may acquire shares in the issuer of bonds if the conversion right is exercised. The Fund may retain such shares as part of its investment policy.

According to Article 3 (1.12) the Fund is authorized to invest in funds for collective investments which invest in bonds and other debt instruments. The Fund is authorized to own unit shares issued by such funds and bonds issued by them.

The fund is authorized to invest in derivatives, cf. Article 5.

Investments in unlisted securities and money market instruments

The Fund is authorized to invest up to 30% of its assets in unlisted securities and money market instruments. Investments in the securities of a single issuer may not exceed 10% of the assets of the investment fund.

Restrictions on the Fund's investment authorizations in a single issuer are as follows:

1. The Fund is authorized to invest up to 30% of its assets in deposits of the same financial institution according to Article 93 (1.2) of the Alternative Investment Fund Managers Act No. 45/2020.
2. The Fund is authorized pursuant to Article 93 (1.1) of the Alternative Investment Fund Managers Act No. 45/2020 to invest up to 20% of its assets in securities and money market instruments issued by the same issuer. It is, however, permitted to invest up to 35% of the Fund's assets in listed securities and money market instruments issued by the same issuer, if the investment representing more than 20% of the Fund's assets is only in one issuer.
3. The Fund is authorized pursuant to Article 93 (1.1) of the Alternative Investment Fund Managers Act No. 45/2020 to invest up to 35% of its assets in securities, money market instruments and derivatives issued by the same issuer. The Fund may invest up to 30% of its assets in deposits of the same financial institution. The combined investments of the investment fund in securities, money market instruments, derivatives and deposits from the same issuer may never be more than 40%.
4. The Financial Supervisory Authority has authorized the Fund, under Article 93 (6) of the Alternative Investment Fund Managers Act No. 45/2020, to invest up to 50% of the Fund's assets in securities and money market instruments issued or guaranteed by the Icelandic government. If the Fund exercises this authorization, investments must be distributed among at least six different securities issues, with an investment in a single securities issue never exceeding an amount representing 30% of the Fund's assets.

Derivatives

The Fund is permitted to trade with listed and unlisted derivatives provided it is possible to calculate the value of such contracts on a daily basis and it must also be possible to trade with such contracts for the duration of such contracts.

The Fund is authorized to invest in call and put options, swaps and forward contracts. The Fund must always hold suitable and sufficiently valuable assets to absorb the assessed maximum loss from a derivative. Such assessment shall be based on the value of the underlying assets, counterparty risk, external circumstances on financial markets and the time it takes to settle or sell the derivative in question.

The Fund is authorized to invest up to 10% of its total assets in derivatives transactions with the same party outside a regulated exchange if the counterparty is a financial institution within the European Economic Area or a financial institution located outside the EEA which is

subject to supervision assessed as valid by the Icelandic Financial Supervisory Authority, cf. Article 93 (1.3) of the Alternative Investment Fund Managers Act No. 45/2020.

In addition to permitted financial instruments, the underlying of a derivative which the Fund is authorized to invest in can be securities indices, interest rates and indexation.

The Fund's investments in derivatives shall be in compliance with the Fund's policy and authorization to invest in individual types of financial instruments, and restrictions on investing in a single issuer or a specific issuer.

Borrowing

The Fund is authorized under Article 95 (2) of the Alternative Investment Fund Managers Act No. 45/2020 to take out short-term loans for up to 25% of the value of the Fund's assets.

Risk

General

The Fund is designed for both the general public and institutional investors, such as pension funds and companies, who wish to choose an investment option involving funds for collective investments with a diversified portfolio of securities and other financial instruments operated and managed by professionals and in accordance with current legislation and supervision of such funds. Investments in unit shares of funds for collective investments are generally safer than buying individual securities because the funds distribute investors' risk exposure by buying more than one class of security.

All trading with financial instruments, including unit shares in the Fund, represents a risk. Returns on the Fund's unit shares can fluctuate significantly. The value of unit shares can decrease and investors may lose part or all of their investment.

Volatility of returns

Stefnir has divided its funds into seven different categories depending on the standard deviation in weekly returns over the past 5 years. Category 1 is the least volatile, while category 7 is the most volatile. A fund can be moved into a different category if the volatility of the underlying financial instruments changes. The categorization is based on guidelines issued by the European Securities and Markets Authority, ESMA. The indicator, which is published in the Key Investor Information Document for the Fund, is based entirely on historical fluctuations in returns. Past returns are not a reliable indicator of future returns and do not take into account the various risks which UCITS and investment funds may have to deal with in their operations.

Risk associated with financial instruments

Many factors can cause a decrease in the price of financial instruments in which the Fund has invested, including the price of unit shares in the Fund, factors including unforeseen events and the general economic conditions. New or amended legislation can also affect the price of unit shares, e.g. changes to tax laws or on resource fees in the fisheries. There is also liquidity risk, i.e. the risk of not being able to sell the securities when wanted. This risk can materialize in two ways, either by the market not being able to cope with the volume intended for sale due to a lack of buyers, or a significant bid/offer spread may form which means the desired results are not achieved when the securities are sold.

Other risks related to investments in the fund

1. *Market risk* refers to the impact that possible changes in the performance of financial instruments can have on the performance of the Fund. Financial instruments fluctuate in price and their value may both rise and fall, resulting in market risk for fund members.
2. *Counterparty credit risk*. Because the Fund will own, buy from and sell financial instruments to third parties there is a risk that the buyer will not pay for the sold instruments or that the seller fails to hand over the instruments which the Fund has purchased.
3. *Depository and accounting risks*. The Management Company of the Fund entrusts a depository company with the safekeeping of all the Fund's financial instruments. There is a risk is that these instruments can be lost through the bankruptcy of the depository, malpractice, misuse or fraud on the part of the depository. There is also a risk of errors during settlement.
4. *Liquidity risk*: The situation may arise where it is not possible to sell, redeem or close a position in the Fund's asset portfolio at limited expense or within an acceptable timeframe.
5. *Principal risk*. The price of financial instruments may fluctuate and therefore the principal may decrease in the short or long term, due to fluctuations in the financial instruments in which the Fund is investing at any given time. There is also always the risk when investing in any kind of debt instrument that the borrower will not be able to repay the debt in question at any given time. Even if the Fund invests, according to Article 2 (1.1-3) of the Fund's rules, in bonds which are secured by collateral to increase the likelihood that the borrower in question can repay the debt, there is always a possibility that this will not happen when put to the test. Collateral may decrease in value or may not be available when attempts are made to satisfy a debt in the event of a default. As a result the principal of the debt in question may not be repaid in part or in full. The same applies to accrued interest or inflation compensation on the debt in question. The same may apply to the Fund's investment according to Article 2 (1.4-8) of the Fund's rules.
6. *Inflation risk*. Since the Fund invests in deposits, bills, bonds and other short-term financial instruments which may not be indexed bonds, there is considerable inflation risk in the Fund. Such risk is created if short-term or long-term inflation is higher than the Fund's returns. The value of the Fund's assets will decrease in value, resulting in a decrease in the real value of the Fund's units.
7. *Extraneous circumstances* such as war, terrorism and political instability or related factors can affect the performance of financial instruments and are therefore considered a risk factor for Fund members.
8. Counterparty risk and risk connected to deposits and other lending by the Fund. Since a certain proportion of the Fund's assets are always invested in deposits of financial

companies, the payment of deposits depends on the ability of the relevant financial company/companies to pay. There is a risk that the financial company at which the Fund has invested in deposits is unable to repay them in full, which would cause damage to the Fund and unit holders through the decrease in value of the unit shares. The Fund can invest in both demand and term deposits (sometimes called wholesale deposits or money market deposits). Generally there is a higher risk associated with investing in term deposits. The Fund is also authorized to invest in bills, bonds and other debt instruments guaranteed by the Icelandic government. In such cases the issuers might not be the Icelandic government and in the event of default by these issuers, the Fund and unit holders may suffer damage, e.g. in the form of lost interest until the government guarantee comes into effect. Furthermore, if the Icelandic government does not honour its obligations this will cause damage to the Fund and unit holders.

9. *Risk connected to repurchase transactions* The Fund is authorized to enter repurchase agreements with financial institutions. There is a risk that the Fund's counterparty in repurchase agreements cannot honour their obligations and therefore the Fund will need to take possession of the underlying financial instrument (collateral) and sell it on the market. If the sale of the underlying assets does not completely satisfy the counterparty's obligation, this could result in damage to the Fund and the unit holders and reduce the value of the unit shares.

Rights of unit holders

Investors putting financial resources into the Fund will receive a receipt for buying unit shares which will state the date of purchase, the number of units and the price paid. Investors will be provided with unit share certificates if requested, cf. Article 74 (1) of Act No. 45/2020. The unit share certificate will state the name of the Fund, its management company, the name and ID-No. of the original owner of the certificate and its number. It will also contain information on how to redeem unit shares, the rules on dividends, the name and ID-No. of the transferee if the unit share certificates have been bought and sold without being redeemed. Unit share certificates shall be dated and signed by the board of the Fund's management company or by parties authorized to do so by the board. The signature may be printed or presented in another comparable way.

All parties with a holding in the Fund have the same right to assets and income in proportion to their holding and unit shares are proof of holdings in the Fund's assets in securities. No voting rights are attached to unit shares.

Stefnir hf. wields the supreme authority in the affairs of the Fund and can amend its regulations. Amendments to the Fund's regulations do not take effect until confirmed by the FSA. Unit holders must be informed of any changes to the regulations of the Fund in accordance with the provisions of Act No. 45/2020. Any proposal on the dissolution of the Fund or merger with other funds shall be made in accordance with the Fund's regulations.

Buying and selling unit shares

The Fund's unit shares will only be sold against cash payment of the bid price. The Fund issues unit shares in the form of units. The minimum investment is ISK 10,000 at sales value and ISK 5,000 by subscription. Applications for redemption received by the distributor before the closing time of the Fund on a business day of Arion Bank hf., must be dealt with on the same day. Applications received after that deadline must be dealt with on the following

business day of the bank. The Fund's unit shares shall be redeemed at the owner's request at the bid price current at the end of trading on the day they are redeemed. The closing time of the Fund is 2:30 p.m. on a week day when Arion Bank hf. is also open for business. Purchases of unit shares in the Fund are settled on a T+2 basis, i.e. settlement takes place on the second working day after the order to buy unit shares is made. Sales of unit shares in the Fund are settled on a T+5 basis, i.e. settlement takes place on the fifth working day after the order to buy unit shares is made.

The redemption price of unit shares is governed by the rules on the calculation of the redemption value of unit shares in UCITS and investment funds. The Fund is a capital growth fund. No dividends will be paid on the Fund's unit shares. Dividends and other profits from the Fund's securities holdings shall be added to the Fund's principal.

Offer price and redemption value

Arion Bank is responsible for registering the value of securities and other assets of the Fund. A special valuation committee, under the supervision of the depositary, is responsible for evaluating illiquid assets, both listed and unlisted.

The sales fee is included in the offer price. Buyers also pay a handling fee and a fee for issuing a unit share certificate if this is requested. Both make up a "certificate fee."

The fee for issuing unit share certificates is ISK 5,000.

The bid and offer price of the Fund's unit shares shall be calculated at least once every business day.

The price changes according to market conditions since the price of unit shares is based on the value of the securities in which the Fund invests. Such changes will be published by Stefnir hf. on its website and Arion Bank will also publish them at the Bank's service outlets.

The redemption value of the Fund's unit shares is the market value of the combined assets of the relevant fund, minus any debts of the Fund at the time of redemption, such as debts owed to credit institutions, unpaid administrative and management costs, collection costs and payable or imputed public levies, divided by the total number of issued and unredeemed unit shares. The calculation of the redemption value and the assessment of the market value of assets are otherwise determined by the regulations in force each time.

In addition to administrative fees, a sales fee is collected for the sale of the unit shares in the Fund. The maximum total sales and redemption fee is 2.0%. The sales fee is reflected in the bid/offer spread at any given time and is currently 1.0%. No redemption fee is collected for redeeming units in the Fund.

Annual accounts and six-month financial statements

The audited annual accounts of Stefnir hf. and the annual report shall be available to unit holders no later than four months after the end of the accounting year, which is from 1 January to 31 December. The Fund's six-month financial statement shall also be available to unit holders free of charge at the offices of the Management Company no later than two months after the publication of each financial statement. The annual report and interim financial statements shall contain separate information on the Fund.

Taxation

Profit from the redemption of unit shares in the Fund is liable for tax in Iceland in accordance with Act No. 90/2003 on Income Tax and withholding tax in accordance with Act No. 94/1996 on Withholding Tax on Capital Gains. Arion Bank, the Fund's depository, pays the capital gains tax which is calculated when unit shares are sold at a profit or when income is paid from the unit shares. Further taxes may also be levied.

With respect to residence outside Iceland, it should be determined whether additional taxation to that which applies in Iceland is relevant.

Operating costs and fees

Fees due to Stefnir hf. for operating the Fund shall be a maximum of 2.0% a year of the average net asset value of the Fund whilst in operation. The fee is currently 1.0% a year.

Fees due to Arion Bank for the supervision and safekeeping of the Fund's financial instruments are included in the fees to Stefnir.

In addition to administrative fees, a sales fee is collected for the sale of the unit shares in the Fund. The sales fee is a maximum of 2.0% of the net asset value of each unit. The sales fee is reflected in the bid/offer spread at any given time and is currently 1.0%. No redemption fee is collected for redeeming units in the Fund.

The Management Company reserves *the right to demand repayment of costs relating to financial systems other than the asset management system and costs relating to subscriptions to share indices, software, auditing, legal services, postage and paper etc.* The cost of the above may not exceed 0.10% of the average net asset value of the Fund on an annual basis.

Expenses related to the operation of the Fund are not included in the management company's fees, nor are expenses related to the FSA.

If special circumstances dictate that it is necessary to protect the interests of the Fund with measures which will significantly exceed the aforementioned ratio, it shall be permitted to charge the Fund for related expenses, provided that Stefnir has concluded that it is in the Fund members' best interests to pursue this course of action. The FSA must be notified of the charging of any such expense.

Dissolution of the Fund

If the combined market value of the Fund's securities and other financial instruments falls beneath ISK 100,000,000 the board of directors of the Fund's management company shall investigate whether it is better for the unit holders to dissolve the Fund. Any decision on the dissolution of the Fund shall be taken by Stefnir hf. Any decision on the merger between the Fund and other funds shall be taken by Stefnir hf. and should be made with the interests of the unit holders as the prime consideration. Any such arrangement shall be announced to each unit holder by letter which shall also include information on the relevant party's assets in the Fund. Such a decision shall also be announced in the press.

An announcement to unit holders shall stipulate the terms of the dissolution and/or merger and the date it will take effect.

During the period between the announcement by the management company and the merger of the Fund taking effect, unit holders who do not approve of the merger have the opportunity to request redemption of all their unit shares in accordance with the provisions on redemption.

If the Fund is dissolved, Stefnir hf. shall sell the Fund's assets with the interests of the unit holders as a priority and shall divide the net proceeds from dissolution, minus all related costs, and allocate them to unit holders in proportion to the number of unit shares owned. Stefnir hf. is authorized to divide the Fund's assets in whole or in part by assigning securities in kind to unit holders in a fair manner. When this has been completed, an auditor shall confirm the division of assets. All proceeds from the Fund which remains unpaid after assets have been divided shall be allocated to Stefnir hf. for safekeeping.

Outsourced tasks

Stefnir hf. has outsourced the following tasks to Arion Bank hf, and notified the FSA thereof in accordance with Article 29 of the Alternative Investment Fund Managers Act No. 45/2020.

- Accounting and settlement services
- Marketing
- Compliance
- Human resources
- Information technology services
- Retail banking services
- Back office services

The outsourcing of the following tasks has also been approved by the FSA:

- Internal audit, cf. Article 16 of the Financial Undertakings Act No. 161/2002 and FSA Guidelines No. 2/2011
- Information technology services, cf. Article 15 of Act No. 128/2011 on UCITS, Investment Funds and Institutional Investor Funds and FME guidelines No. 5/2003.

Additional documents

Appendix I Rules of Stefnir – Yield Fund

Rules of Stefnir – Yield Fund

Article 1

The name of the Fund

The name of the Fund is Stefnir – Yield Fund, in these rules called the Fund. The Fund's ID-No. is 531020-8390.

The Fund is managed by Stefnir hf, ID-No. 700996-2479, Borgartún 19, 105 Reykjavík.

The Fund is an investment fund, has no sub-funds and is only authorized to market itself in Iceland.

The Fund's base currency is the Icelandic króna (ISK).

Article 2

The Fund's investment policy

Investments in the Fund aim to generate returns on a diverse portfolio of domestic and international bonds issued by companies, financial institutions and public authorities or other types of bonds. The Fund is also authorized to invest in deposits of financial institutions and in institutional investor funds. The structure of the Fund at any given time will reflect the fund managers' assessment of the market conditions at the time.

Article 3

The Fund's investment policy

The rules of the Fund contain the following breakdown of the Fund's investment policy:

- | | | |
|-----|---|----------|
| 1. | Covered bonds issued under Act No. 11/2008 | 0 - 80% |
| 2. | Asset-backed bonds | 0 - 50% |
| 3. | Bonds guaranteed by companies | 0 - 100% |
| 4. | Corporate bonds and bills | 0 - 60% |
| 5. | Other bonds issued by financial institutions | 0 - 50% |
| 6. | Bonds issued by municipalities or Municipality Credit Iceland (MCI) | 0 - 50% |
| 7. | Deposits or bills issued by financial institutions | 0 - 60% |
| 8. | Other bonds and bills | 0 - 30% |
| 9. | International bonds | 0 - 20% |
| 10. | Convertible bonds and equities connected to them | 0 - 10% |
| 11. | Derivatives | 0 - 20% |

- | | |
|--|---------|
| 12. Institutional investor funds which invest in bonds or other debt instruments | 0 - 20% |
|--|---------|

Investments made pursuant to the above in unlisted financial instruments may represent a total of up to 30% of the Fund's total assets, cf. Article 4 (10).

Article 4

Further information on the Fund's investment policy

The Fund's investment authorizations are limited by the rules of the Fund and in other respects by Act No. 45/2020.

According to Article 3 (1.1) the Fund is authorized to invest in covered bonds issued by financial institutions which have rights of priority in the cover pool of the issuer on the basis of Act No. 11/2008 on Covered Bonds and also contractual covered bonds which have no legal basis.

According to Article 3 (1.2) the Fund is authorized to invest in asset-backed bonds. The issuer may either be an institutional investor fund or a company (e.g. private limited company, limited liability company or a partnership limited by shares), which stores the collateral or assets designed to guarantee the repayment of the bonds. Asset-backed bonds can be used to fund investments in residential property, commercial property, debt instruments etc. and may be listed on a stock exchange.

According to Article 3 (1.3) is authorized to invest in bonds issued by companies which are secured by collateral, i.e. bonds where there is collateral in real estate, ships, vehicles, aircraft or other collateral.

Bonds and bills under Article 3 (1.4 to 1.9) refer to debt instruments where no special collateral is provided.

According to Article 3 (1.10) the Fund is authorized to invest in convertible bonds. Such investments mean that the Fund may acquire shares in the issuer of bonds if the conversion right is exercised. The Fund may retain such shares as part of its investment policy.

According to Article 3 (1.12) the Fund is authorized to invest in funds for collective investments which invest in bonds and other debt instruments. The Fund is authorized to own unit shares issued by such funds and bonds issued by them.

The Fund is authorized to invest in derivatives, cf. Article 5.

Investments in unlisted securities and money market instruments

The Fund is authorized to invest up to 30% of its assets in unlisted securities and money market instruments. Investments in the securities of a single issuer may not exceed 10% of the assets of the investment fund.

Restrictions on the Fund's investment authorizations in a single issuer are as follows:

5. The Fund is authorized to invest up to 30% of its assets in deposits of the same financial institution according to Article 93 (1.2) of the Alternative Investment Fund Managers Act No. 45/2020.
6. The Fund is authorized pursuant to Article 93 (1.1) of the Alternative Investment Fund Managers Act No. 45/2020 to invest up to 20% of its assets in securities and money market instruments issued by the same issuer. It is, however, permitted to invest up to 35% of the Fund's assets in listed securities and money market instruments issued by the same issuer, if the investment representing more than 20% of the Fund's assets is only in one issuer.
7. The Fund is authorized pursuant to Article 93 (1.1) of the Alternative Investment Fund Managers Act No. 45/2020 to invest up to 35% of its assets in securities, money market instruments and derivatives issued by the same issuer. The Fund may invest up to 30% of its assets in deposits of the same financial institution. The combined investments of the investment fund in securities, money market instruments, derivatives and deposits from the same issuer may never be more than 40%.
8. The Financial Supervisory Authority has authorized the Fund, under Article 93 (6) of the Alternative Investment Fund Managers Act No. 45/2020, to invest up to 50% of the Fund's assets in securities and money market instruments issued or guaranteed by the Icelandic government. If the Fund exercises this authorization, investments must be distributed among at least six different securities issues, with an investment in a single securities issue never exceeding an amount representing 30% of the Fund's assets.

Article 5

Derivatives

The Fund is permitted to trade with listed and unlisted derivatives provided it is possible to calculate the value of such contracts on a daily basis and it must also be possible to trade with such contracts for the duration of such contracts.

The Fund is authorized to invest in call and put options, swaps and forward contracts. The Fund must always hold suitable and sufficiently valuable assets to absorb the assessed maximum loss from a derivative. Such assessment shall be based on the value of the underlying assets, counterparty risk, external circumstances on financial markets and the time it takes to settle or sell the derivative in question.

The Fund is authorized to invest up to 10% of its total assets in derivatives transactions with the same party outside a regulated exchange if the counterparty is a financial institution within the European Economic Area or a financial institution located outside the EEA which is subject to supervision assessed as valid by the Icelandic Financial Supervisory Authority, cf. Article 93 (1.3) of the Alternative Investment Fund Managers Act No. 45/2020.

In addition to permitted financial instruments, the underlying of a derivative which the Fund is authorized to invest in can be securities indices, interest rates and indexation.

The Fund's investments in derivatives shall be in compliance with the Fund's policy and authorization to invest in individual types of financial instruments, and restrictions on investing in a single issuer or a specific issuer.

Article 6

Borrowing

The Fund is authorized under Article 95 (2) of the Alternative Investment Fund Managers Act No. 45/2020 to take out short-term loans for up to 25% of the value of the Fund's assets.

Article 7

Tasks of the Fund

Stefnir hf, ID-No. 700996-2479, manages the Fund in accordance with Alternative Investment Fund Managers Act No. 45/2020.

The Fund's depositary is Arion Bank hf., ID-No. 581008-0150, Borgartún 19, 105 Reykjavík. Stefnir hf. may not change depositary without the permission of the FSA. Apart from the safekeeping of securities, Arion Bank is responsible for several other tasks related to the Fund's operation. The management company has notified the FSA, cf. Article 29 of the Alternative Investment Fund Managers Act No. 45/2020 of the outsourcing to Arion Bank of various statutory tasks, e.g. assess the value of securities and other assets of the Fund. A special valuation committee at Stefnir, in collaboration with Arion Bank, is responsible for evaluating illiquid assets, both listed and unlisted. In accordance with the same legal provision, Arion Bank shall maintain a register of unit holders, calculate the Fund's redemption value and is responsible for the safekeeping of other trading data. Under Article 31 of the Act the outsourcing of the aforementioned statutory tasks of the Management Company does not alter the company's responsibility towards unit holders.

Arion Bank also handles and is responsible for the book-keeping and accounts of the Fund in accordance with the rules of the Fund, the law on the management of the Fund and the Accounting Act. Arion Bank hf. is responsible for preparing and submitting the balance sheet and income statement for auditing. Furthermore, Arion Bank shall send regular reports to the Central Bank of Iceland and the FSA as required of such funds. Other reporting concerning the Fund to public bodies is also the responsibility of Arion Bank if the subject of the report concerns aspects of operations which Arion Bank is responsible for pursuant to the agreement.

At the end of each month Arion Bank hf. is responsible for paying asset management and custody fees for the Fund. The Fund's monthly financial statement, the financial statement to the auditors and a report to external regulators and customers shall be sent to the managing director of Stefnir for review.

Arion Bank hf. is the distributor of the Fund and provides services to those who invest in the Fund or request information in connection with proposed investments in the Fund and will act

as intermediary in the issuing and redemption of unit shares. Arion Bank hf. will be responsible for the sale and marketing of unit shares in other respects.

Stefnir hf. manages numerous UCITS, investment funds and institutional investor funds. In the interests of unit holders the company has entered into agreements on the acquisition of services. Such agreements may grant discounts on acquired goods or services which are split between the customer and Stefnir. Such agreements are beneficial to the funds and thus their unit holders. Discounts vary between companies and often depend on the amount invested each time. Further information on the above can be obtained from Stefnir hf.

The tasks of the Fund are described in greater detail in agreements between Stefnir and the relevant parties.

Article 8

Fees

Fees due to Stefnir hf. for operating the Fund shall be a maximum of 2.0% a year of the average net asset value of the Fund whilst in operation. The fee is currently 1.0% a year.

Fees due to Arion Bank for the supervision and safekeeping of the Fund's financial instruments are included in the fees to Stefnir.

In addition to administrative fees, a sales fee is collected for the sale of the unit shares in the Fund. The sales fee is a maximum of 2.0% of the net asset value of each unit. The sales fee is reflected in the bid/offer spread at any given time and is currently 1.0%. No redemption fee is collected for redeeming units in the Fund.

The Management Company reserves the right to demand repayment of costs relating to financial systems other than the asset management system and costs relating to subscriptions to share indices, software, auditing, legal services, postage and paper etc. The cost of the above may not exceed 0.10% of the average net asset value of the Fund on an annual basis.

Expenses related to the operation of the Fund are not included in the management company's fees, nor are expenses related to the FSA.

If special circumstances dictate that it is necessary to protect the interests of the Fund with measures which will significantly exceed the aforementioned ratio, it shall be permitted to charge the Fund for related expenses, provided that Stefnir has concluded that it is in the Fund members' best interests to pursue this course of action. The FSA must be notified of the charging of any such expense.

Article 9

Issue and redemption of unit shares

All parties with a holding in the Fund have the same right to assets and income in proportion to their holding.

The unit share certificates shall be issued by Stefnir hf. to parties who entrust assets to the Fund for investment and request them. Unit share certificates will be sent to people who

request them by registered post no later than 30 days after the purchase has taken place and the distributor has issued a receipt. The Fund's unit shares will only be sold against cash payment of the bid price. The Fund issues unit shares in the form of units.

The redemption price of unit shares is governed by the rules on the calculation of the redemption value of unit shares in UCITS and investment funds. The Fund's unit shares shall be redeemed at the owner's request at the bid price current at the end of trading on the day they are redeemed. The closing time of the Fund is 2:30 p.m. on a week day when Arion Bank hf. is also open for business. Purchases of unit shares in the Fund are settled on a T+2 basis, i.e. settlement takes place on the second working day after the order to buy unit shares is made. Sales of unit shares in the Fund are settled on a T+5 basis, i.e. settlement takes place on the fifth working day after the order to buy unit shares is made.

It is possible to suspend the redemption of unit shares under certain circumstances and if it is in the interest of the unit holders to do so, provided that this does not contravene the conditions of Act No. 45/2020.

Article 10

Disposal of dividends and other earnings

The Fund is a capital growth fund. No dividends will be paid on the Fund's unit shares. Dividends, interest and other earnings from the Fund's securities holdings shall be added to the Fund's principal.

Article 11

Calculation of the redemption value of unit shares

The redemption value of the Fund's unit shares is the market value of combined assets minus any debts of the Fund at the time of redemption, such as debts owed to credit institutions, unpaid administrative and management costs, collection costs and payable or imputed public levies, divided by the total number of issued and unredeemed unit shares. The calculation of the redemption value and the assessment of the market value of assets are otherwise determined by the regulations in force each time.

Article 12

Dissolution of the Fund, merger etc.

If the combined market value of the Fund's securities and other financial instruments falls beneath ISK 100,000,000 the board of directors of the Fund's management company shall investigate whether it is better for the unit holders to dissolve the Fund. Any decision on the dissolution of the Fund shall be taken by Stefnir hf. Any decision on the merger between the Fund and other funds shall be taken by Stefnir hf. and should be made with the interests of the unit holders as the prime consideration. Any such arrangement shall be announced to each unit holder by letter which shall also include information on the relevant party's assets in the Fund. Such a decision shall also be announced in the press.

An announcement to unit holders shall stipulate the terms of the dissolution and/or merger and the date it will take effect.

During the period between the announcement by the management company and the merger of the Fund taking effect, unit holders who do not approve of the merger have the opportunity to request redemption of all their unit shares in accordance with the provisions on redemption.

If the Fund is dissolved, Stefnir hf. shall sell the Fund's assets with the interests of the unit holders as a priority and shall divide the net proceeds from dissolution, minus all related costs, and allocate them to unit holders in proportion to the number of unit shares owned. Stefnir hf. is authorized to divide the Fund's assets in whole or in part by assigning securities in kind to unit holders in a fair manner. When this has been completed, an auditor shall confirm the division of assets. All proceeds from the Fund which remains unpaid after assets have been divided shall be allocated to Stefnir hf. for safekeeping.

Stefnir hf. is the management company of the Fund. The management company cannot be changed unless decided by the board of directors of Stefnir hf. and with the approval of the FSA. In event of such decision the unit holders in the Fund must be notified of the change and their redemption right pursuant to Articles 84 and 85 of Act No. 45/2020.

Reykjavik, 27 October 2020

Appendix II: Overview of funds

Overview of the main funds managed by Stefnir hf. at the time this prospectus is published:

Name/asset class	ID-No.	Type
<i>Icelandic bonds</i>		
Stefnir – Inflation Linked Fund	671009-9910	UCITS
Stefnir – Treasury Note Fund	630109-9810	UCITS
Stefnir – Government Bonds Medium	650398-9129	UCITS
Stefnir – Government Bonds Long	490499-9039	UCITS
Stefnir – Fixed Income Opportunities Fund	531213-9980	Investment Fund
Stefnir – Liquidity Fund	520412-9640	Investment Fund
Stefnir – Savings Fund	520617-9810	Investment Fund
<i>Mixed funds</i>		
Stefnir – Balanced Fund	561204-9180	Investment Fund
Asset Allocation Fund A	511005-8920	Investment Fund
Asset Allocation Fund B	511005-8840	Investment Fund
Asset Allocation Fund C	511005-9060	Investment Fund
Asset Allocation Equities Fund	591112-9880	Investment Fund
<i>Icelandic equities</i>		
Stefnir – Icelandic Growth Fund	470206-8450	Investment Fund
<i>International equities</i>		
Stefnir - Scandinavian Fund	430407-9880	UCITS
Asset Allocation International Equities Fund	591110-9930	Investment Fund
<i>Institutional investor funds</i>		
Stefnir - Icelandic Growth Fund	4304079610	Institutional Investor Fund
SIA I	640210-9900	Institutional Investor Fund
Alþjóða fasteignasjóðurinn	621104-9260	Institutional Investor Fund
KLS	700113-9810	Institutional Investor Fund
REG 1	680912-9390	Institutional Investor Fund
REG 2 - Smáralind	621112-9960	Institutional Investor Fund
Ármúli lánasafn	660614-9900	Institutional Investor Fund
SÍA II slhf.	550512-2620	Institutional Investor Fund
SÍA III slhf.	420216-0920	Institutional Investor Fund
ST1	4709169900	Institutional Investor Fund
SRL slhf.	670318-0520	Institutional Investor Fund
<i>Closed funds</i>		
Stefnir – Kjarabréf	4210099960	UCITS

Undirritunarsíða

Ensk útb.lýsing - Vaxtasjóður
Jóhann Georg Möller