

**SECOND SUPPLEMENT TO THE BASE PROSPECTUS DATED 8 JUNE 2023
THE DATE OF THIS SUPPLEMENT IS 6 FEBRUARY 2024**



LANDSBANKINN HF.

(incorporated with limited liability in Iceland)

EUR 2,000,000,000

Euro Medium Term Note Programme

This supplement (the “**Supplement**”) to the base prospectus dated 8 June 2023, as supplemented by a supplement dated 31 July 2023 (the “**Base Prospectus**”), constitutes a supplement for the purposes of Article 23 of Prospectus Regulation EU 2017/1129 (the “**Prospectus Regulation**”), and is prepared in relation to the EUR 2,000,000,000 Euro Medium Term Note Programme (the “**Programme**”) of Landsbankinn hf. (the “**Bank**” or the “**Issuer**”).

This Supplement has been approved by the Central Bank of Ireland as a competent authority under the Prospectus Regulation. The Central Bank of Ireland only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer or of the quality of the Notes that are subject of this Supplement. Investors should make their own assessment as to the suitability of investing in the Notes.

Such approval relates only to the Notes which are to be admitted to trading on a regulated market for the purposes of Directive 2014/65/EU on markets in financial instruments, as amended (“**MiFID II**”) or which are to be offered to the public in any Member State of the European Economic Area (the “**EEA**”).

Unless the context otherwise requires, terms defined in the Base Prospectus shall have the same meaning when used in this Supplement. This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus, and all documents which are incorporated herein or therein by reference.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into this Supplement and (b) any statement in or incorporated by reference in the Base Prospectus, the statements referred to in (a) will prevail.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer, the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

References to page numbers in this Supplement refer to page numbers of the Base Prospectus.

This Supplement is and will be available on the website of Euronext Dublin at <https://live.euronext.com/> for a period of 10 years from the date of the Base Prospectus. This Supplement and the documents incorporated by reference may be obtained on written request and without charge from the registered office of the Issuer at Reykjastræti 6, 101 Reykjavík, Iceland.

Purpose of this Supplement

The purpose of this Supplement is to:

- (i) incorporate by reference into the Base Prospectus in the section entitled “*Documents Incorporated by Reference*” on page 51 of the Base Prospectus, the audited consolidated financial statements of the Issuer for the year ended 31 December 2023, together with the auditor’s report on review of the Consolidated Financial Statements, and the report of the Board of Directors and the CEO (the “**2023 Financial Statements**”); and
- (ii) confirm that there has been no significant change in the financial or trading position of the Group since 31 December 2023, and that there has been no material adverse change in the prospects of the Issuer since 31 December 2023.

(i) Documents incorporated by reference

By virtue of this Supplement, the 2023 Financial Statements, which have been filed with the Central Bank of Ireland and the Irish Stock Exchange plc trading as Euronext Dublin, shall be incorporated in, and form part of, the Base Prospectus, at the section entitled “*Documents Incorporated by Reference*” on page 51 of the Base Prospectus. Copies of the 2023 Financial Statements may be obtained without charge from the registered office of the Issuer and from the Issuer’s website at

<https://www.landsbankinn.is/uploads/documents/arsskyrsluroguppjor/Consolidated-Financial-Report-2023-EN.pdf>.

If the documents which are incorporated by reference in the Base Prospectus by virtue of this Supplement themselves incorporate any information or other documents therein, such information or other documents will not form part of the Base Prospectus.

(ii) No significant change and no material adverse change

The section entitled “*General Information – Significant or Material Change*” on page 185 of the Base Prospectus is hereby amended to read as follows:

“There has been no significant change in the financial position or financial performance of the Group since 31 December 2023, and there has been no material adverse change in the prospects of the Bank since 31 December 2023.”