

DATED 13TH APRIL, 2007

GLITNIR BANKI HF.
(FORMERLY ÍSLANDBANKI HF.)
AS ISSUER

BANC OF AMERICA SECURITIES LLC

AS A DEALER

MORGAN STANLEY & CO. INCORPORATED

AS A DEALER

SECOND SUPPLEMENTAL DEALER AGREEMENT

CONCERNING EXTENDIBLE SHORT-TERM
NOTES TO BE ISSUED PURSUANT TO AN
ISSUING AND PAYING AGENT AGREEMENT DATED AS OF 20TH JULY, 2005
AS SUPPLEMENTED BY THE FIRST SUPPLEMENTAL ISSUING AND PAYING AGENT
AGREEMENT TO BE DATED AS OF 20TH APRIL, 2007
BETWEEN THE ISSUER AND DEUTSCHE BANK TRUST COMPANY AMERICAS,
AS ISSUING AND PAYING AGENT AND CALCULATION AGENT

ALLEN & OVERY

ALLEN & OVERY LLP

LONDON

THIS AGREEMENT is made on 13th April, 2007 BETWEEN:

- (1) Glitnir banki hf. (formerly Íslandsbanki hf.) (the **Issuer**);
- (2) Banc of America Securities LLC as a Dealer; and
- (3) Morgan Stanley & Co. Incorporated as a Dealer (together with Banc of America Securities LLC the **Dealers**).

WHEREAS:

- (a) The Issuer and the other parties named therein entered into a Dealer Agreement dated 20th July, 2005 (the **Original Dealer Agreement**).
- (b) The parties hereto have agreed to make certain modifications to the Original Dealer Agreement in relation to the issue of extendible short term notes (the **Notes**) under the Issuing and Paying Agent Agreement dated 20th July, 2005, as supplemented by the First Supplemental Issuing and Paying Agent Agreement to be dated 20th April, 2007 (together the **Issuing and Paying Agent Agreement**).
- (c) This Agreement is supplemental to, and should be read in conjunction with, the Original Dealer Agreement (this Agreement, together with the Original Dealer Agreement, the **Dealer Agreement**).

IT IS HEREBY AGREED

1. AMENDMENTS

- 1.1 All references in the Original Dealer Agreement to Íslandsbanki hf. shall be read as references to Glitnir banki hf.
- 1.2 In accordance with Clause 1.2 of the Original Dealer Agreement, Banc of America Securities LLC shall be appointed as an additional dealer in respect of the Notes to be issued on or around 20th April, 2007 only upon the terms of the Original Dealer Agreement with effect from the date of this Agreement.
- 1.3 The Addendum to the Original Dealer Agreement shall be replaced by the Addendum to this Agreement.

2. DESCRIPTIVE HEADINGS

The descriptive headings in this Agreement are for convenience of reference only and shall not define or limit the provisions hereof.

3. GOVERNING LAW AND SUBMISSION TO JURISDICTION

The provisions of Clauses 8.3 and 8.4 of the Original Dealer Agreement shall also apply to this Agreement as if expressly incorporated herein.

4. COUNTERPARTS

This Agreement may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.

5. EFFECTIVE DATE AND DEFINITIONS

This Agreement supplements and should be read in conjunction with the Original Dealer Agreement. Each of the amendments contemplated by this Agreement shall take effect from the date hereof. Save for the amendments to the Original Dealer Agreement expressly provided herein, all terms and conditions of the Original Dealer Agreement shall remain in full force and effect. Terms defined in the Original Dealer Agreement and not otherwise defined in this Agreement shall have the same meaning in this Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the date and year first above written.

Glitnir banki hf.
as Issuer

By: 

Name:  Einar Tamimi
Title: General Counsel

By: 

Name: Steve Conner
Title:

Banc of America Securities LLC
as Dealer

By:
Name:
Title:

Morgan Stanley & Co. Incorporated
as Dealer

By:
Name:
Title:

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Glitnir bank hf.
as Issuer

By:

Name:

Title:

By:

Name:

Title:

Bank of America Securities LLC
as Dealer

By: 

Name: Joseph A. Crowley

Title: Vice President

Morgan Stanley & Co. Incorporated
as Dealer

By:

Name:

Title:

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Glitnir banki hf.
as Issuer

By:

Name:

Title:

By:

Name:

Title:

Banc of America Securities LLC
as Dealer

By:

Name:

Title:

Morgan Stanley & Co. Incorporated
as Dealer

By:

Name:

Title:

Yuriy Slya
Yuriy Slya
VP

ADDENDUM

The addresses of the respective parties are as follows:

For the Issuer:

Address: Glitnir banki hf.
Kirkjusandur 2
155 Reykjavik
Iceland

Attention: Funding
Telephone number: +354 440 4664
Fax number: +354 440 4660

For the Dealers:

Address: Banc of America Securities LLC
40 West 57th Street
NY1-040-27-03
New York, NY 10019

Attention: High Grade Debt Capital Markets Transaction Management
Telephone number: +1 646 313 8800
Fax number: +1 704 264 2522

Address: Morgan Stanley & Co. Incorporated
1585 Broadway, 4th Floor
New York, New York 10036

Attention: Manager-Financing Products Group
Telephone number: +1 212 761 1928
Fax number: +1 212 761 0587

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Glitnir banki hf.
as Issuer

By: 

Name:  Einar Tamimi
Title: General Counsel

By:

Name: 

Title:

Banc of America Securities LLC
as Dealer

By:

Name:

Title:

Morgan Stanley & Co. Incorporated
as Dealer

By:

Name:

Title: