



To the shareholders of ISS A/S

NOTICE TO CONVENE THE ANNUAL GENERAL MEETING OF ISS A/S

The Board of Directors hereby has the pleasure of convening the annual general meeting of ISS A/S, CVR no. 28 50 47 99, (the “Company”) to be held on

**Wednesday 10 April 2019 at 11:00 (CET)
at ISS Facility Services A/S, Gyngemose Parkvej 50, DK-2860 Søborg, Denmark**

Agenda

1. The Board of Directors’ report on the Company’s activities in the past financial year
2. Adoption of the annual report for 2018
3. Distribution of profit according to the adopted annual report
4. Resolution to grant discharge of liability to members of the Board of Directors and the Executive Group Management Board
5. Authorisation to acquire treasury shares
6. Approval of the remuneration to the Board of Directors for the current financial year
7. Election of members to the Board of Directors
8. Election of auditor
9. Any other business

Shareholders must request an admission card in order to attend the general meeting. Admission cards can be obtained by registering electronically through the Company’s shareholder portal, <http://inv.issworld.com/shareholderportal>, or by submitting a completed registration form to Computershare A/S, Lottenborgvej 26 D, floor 1, DK-2800 Kgs. Lyngby, Denmark. The request for an admission card must be received no later than on **Friday 5 April 2019 at 23:59 (CET)**. The general meeting is held in English with simultaneous translation into Danish.



Items on the agenda, including complete proposals

Item 1: The Board of Directors' report on the Company's activities in the past financial year

The Board of Directors recommends that the report on the Company's activities in 2018 be noted.

Item 2: Adoption of the annual report for 2018

The Board of Directors proposes that the annual report for 2018 be adopted.

Item 3: Distribution of profit according to the adopted annual report

The Board of Directors proposes that the general meeting approve the Board of Directors' proposal for distribution of a dividend of DKK 7.70 per share of nominally DKK 1.

Item 4: Resolution to grant discharge of liability to members of the Board of Directors and the Executive Group Management Board

The Board of Directors proposes that the general meeting grant discharge of liability to members of the Board of Directors and the Executive Group Management Board for liability towards the Company in relation to the approved annual report for 2018.

Item 5: Authorisation to acquire treasury shares

The Board of Directors proposes that the general meeting authorise the Board of Directors in the period until 30 April 2020 to approve the Company's acquisition of treasury shares, on one or more occasions, with a total nominal value of up to 10% of the share capital of the Company, subject to the Company's holding of treasury shares after such acquisition not exceeding 10% of the Company's share capital. The consideration may not deviate by more than 10% from the official price quoted on Nasdaq Copenhagen at the time of acquisition.

Item 6: Approval of the remuneration to the Board of Directors for the current financial year

The Board of Directors proposes that the remuneration to the Board of Directors for the current financial year be approved. It is proposed to adjust the remuneration level for the Board of Directors.

The 2019 remuneration structure of the Board of Directors is proposed to be based on an annual base fee of DKK 436,000 (the "Base Fee") to each member of the Board of Directors, which represents an increase of approximately 2.4% compared to 2018. This is in line with the previously communicated approach of making minor annual adjustments to the Base Fee.

The Chairman of the Board of Directors shall receive 3 times the Base Fee and the Deputy Chairman shall receive 1.5 times the Base Fee for their extended duties.

All members of the Board of Directors who are also members of the committees established by the Board of Directors receive an additional annual fixed fee as remuneration for their committee work. Members of the Remuneration Committee, Nomination Committee and Transaction Committee shall continue to receive an annual committee member fee of 37.5% of the Base Fee (DKK 163,500), and members of the Audit and Risk Committee shall continue to receive an annual committee member fee of 50% of the Base Fee (DKK 218,000). The chairman of the Audit and Risk Committee shall continue to receive 100% of the Base Fee (DKK 436,000) while the chairman of the Remuneration Committee, Nomination Committee and Transaction Committee shall continue to receive two times the annual committee member fee (DKK 327,000).

In addition to the above-mentioned fees, members of the Board of Directors may receive a fixed daily allowance for travel to board meetings and other ISS meetings and may be reimbursed for certain reasonable expenses in relation to performance of their tasks as board members. The Chairman may be reimbursed for reasonable expenses for secretarial services in relation to the duties as Chairman.



Item 7: Election of members to the Board of Directors

The members of the Board of Directors elected by the general meeting are elected for a term of one year pursuant to Article 10.4 of the Articles of Association. Re-election of board members may take place. Pursuant to Article 10.1 of the Articles of Association, the Board of Directors shall consist of not less than four and not more than eight members elected by the general meeting.

The Board of Directors proposes to re-elect the following members of the Board of Directors elected by the general meeting: Lord Allen of Kensington Kt CBE, Thomas Berglund, Claire Chiang, Henrik Poulsen, Ben Stevens and Cynthia Mary Trudell.

Please see [Appendix 1](#) for a description of the nominated candidates' positions, qualifications and competencies, including information about other management functions held by the candidates.

Item 8: Election of auditor

The Board of Directors proposes that Ernst & Young P/S, CVR no. 30 70 02 28, be re-elected as the Company's auditor.

The proposal is in accordance with the recommendation from the Audit and Risk Committee. The Audit and Risk Committee's recommendation has not been influenced by third parties nor has it been subject to any contractual obligation restricting the general meeting's choice of certain auditors or audit firms.

Adoption requirements

All proposed resolutions on the agenda may be passed by a simple majority of votes cast.

Share capital and shareholders' voting rights

The Company's nominal share capital is DKK 185,668,226, divided into shares of DKK 1 each or multiples thereof. Each share of the nominal value of DKK 1 carries one vote.

The right of a shareholder to attend a general meeting and to vote is determined on the basis of the number of shares held by the shareholder at the registration date. The registration date is Wednesday 3 April 2019.

The shares held by each shareholder are determined at the registration date based on the number of shares held by that shareholder as registered in the Company's register of shareholders and on any notification of ownership received by the Company at the registration date for the purpose of registration in the Company's register of shareholders, which have not yet been registered.

Admission cards

Shareholders who are entitled to attend the general meeting and who wish to attend the general meeting must request an admission card no later than on **Friday 5 April 2019 at 23:59 (CET)**. The registration form is available at the Company's website at <http://inv.issworld.com/agm>.

Admission cards may be requested as follows:

- by registering electronically through the Company's shareholder portal at <http://inv.issworld.com/shareholderportal> or through Computershare A/S' website, www.computershare.dk;
- by submitting a completed, dated and signed registration form by ordinary mail to Computershare A/S, Lottenborgvej 26 D, floor 1, DK-2800 Kgs. Lyngby, Denmark, by fax on (+45) 45460998, or by e-mailing a scanned version to gf@computershare.dk; or
- by contacting Computershare A/S; by telephone (+45) 45460997, by e-mail to gf@computershare.dk, by fax to (+45) 45460998, or by personal or written enquiry to Computershare A/S, Lottenborgvej 26 D, floor 1, DK-2800 Kgs. Lyngby, Denmark.



Since 2017, the Company has distributed electronic admission cards solely by e-mail to all shareholders following registration. Please register the e-mail address to which the electronic admission card should be sent on the Company's shareholder portal at <http://inv.issworld.com/shareholderportal>.

If no e-mail address is provided, it will be possible for the shareholder to download the admission card and/or to print the admission card or collect the admission card at the general meeting upon presentation of appropriate identification. The shareholder can choose between these different options when registering electronically through the Company's shareholder portal at <http://inv.issworld.com/shareholderportal>. It is not necessary to print the admission card if it is accessible via smartphone or tablet.

If the admission card is lost or not brought to the general meeting, a new admission card may be requested at the general meeting, provided that appropriate identification is presented. This is subject to the shareholder having requested an admission card within the deadline (see above).

Proxy

Shareholders may, subject to having requested an admission card (see above), attend the general meeting in person or by proxy. The proxy form is available at the Company's website at <http://inv.issworld.com/agm>. Proxies must be received by the Company or Computershare A/S no later than on **Friday 5 April 2019 at 23:59 (CET)**. Proxies may be submitted as follows:

- electronically through the Company's shareholder portal at <http://inv.issworld.com/shareholderportal>; or
- by submitting a completed, dated and signed proxy form by ordinary mail to Computershare A/S, Lottenborgvej 26 D, floor 1, DK-2800 Kgs. Lyngby, Denmark, by fax on (+45) 45460998, or by e-mailing a scanned version to gf@computershare.dk.

Voting by correspondence

Shareholders who are entitled to participate in the general meeting are also entitled to vote by correspondence. The voting form (which is the same form used for granting a proxy) is available at the Company's website at <http://inv.issworld.com/agm>. Votes by correspondence must be received by the Company or Computershare A/S no later than on **Tuesday 9 April 2019 at 16:00 (CET)**. Voting by correspondence may take place as follows:

- electronically through the Company's shareholder portal at <http://inv.issworld.com/shareholderportal>; or
- by submitting a completed, dated and signed voting form by ordinary mail to Computershare A/S, Lottenborgvej 26 D, floor 1, DK-2800 Kgs. Lyngby, Denmark, by fax on (+45) 45460998, or by e-mailing a scanned version to gf@computershare.dk.

Additional information

Until and including the day of the general meeting, additional information regarding the general meeting will be available on the Company's website at <http://inv.issworld.com/agm>, including the annual report for 2018, information on the total number of shares and voting rights on the date of the notice to convene, and the agenda, including the complete proposals.

Registration of admission cards at the annual general meeting on 10 April 2019 will open at 10:00 (CET). Coffee, tea and snacks will be served before the general meeting.

Questions from the shareholders

Shareholders may ask questions to the Board of Directors and the Executive Group Management Board at the general meeting. Questions regarding the agenda or other documents for the general meeting may be submitted in writing by ordinary mail to ISS A/S, Att.: Group Vice President and Head of Corporate Secretariat, Tamilla Vahman, Buddingevej 197, DK-2860 Søborg, Denmark, or by e-mail to legal@group.issworld.com.

**Language**

The annual general meeting will be held in English in accordance with Article 5.6 of the Company's Articles of Association. However, shareholders may choose to speak in Danish or English. Simultaneous translation into Danish will be available at the meeting. Headsets will be made available.

Webcast

The report on the Company's activities by the Chairman of the Board of Directors and the Group CEO will be recorded and the webcast will be made available on the Company's website, www.issworld.com, after the general meeting.

Personal data

With regards to the Company's collection and processing of personal data, reference is made to the Company's information on data protection, which is available at the Company's website at <https://www.issworld.com/privacy-statement>.

How to get there

ISS Facility Services A/S, which is located Gyngemose Parkvej 50, DK-2860 Søborg, Denmark, can be reached by car or public transport. Parking is available free of charge.

Copenhagen, 7 March 2019

The Board of Directors



Appendix 1: Board candidates

* Listed companies



**Lord Allen of Kensington
Kt CBE**

First elected in March 2013.
Most recently elected in
2018.
Independent.
Born 1957. British citizen.

Lord Allen is chairman of Global Media & Entertainment Group (and member of the board of directors of seven of its subsidiaries), Boparan Holdings Ltd and 2 Sisters Food Group Ltd and member of the board of directors of Malch Limited, Grandmet Management Ltd and Grandmet Development Ltd. In addition, Lord Allen is advisory chairman of Moelis & Company and advisor to Boparan Holdings Ltd and Powerscourt.

Previously, Lord Allen was CEO of Compass as well as chief executive of Granada Group Plc. and ITV plc and executive chairman of Granada Media Plc. Lord Allen has also been chairman of EMI Music, a member of the board of directors of Virgin Media Ltd and Tesco Plc. In addition, Lord Allen was chairman of the British Red Cross and a member of the London Organising Committee of Olympic and Paralympic Games as well as vice chairman of the London 2012 Bid Committee for the Olympic and Paralympic Games.

Education:

FCMA from Institute of Management Accountants and Honorary Doctorate Degrees from the University of Salford, the Manchester Metropolitan University and the Southampton Solent University.

Special competencies:

International service industry; strategy and value creation; leadership of large international companies; transformational change; people and remuneration; finance, accounting and tax; investors and capital markets.



Thomas Berglund

First elected in March 2013.
Most recently elected in
2018.
Independent.
Born 1952. Swedish citizen.

Thomas Berglund is deputy chairman of the board of directors of AcadeMedia AB*, chairman of the remuneration committee and member of the quality committee of AcadeMedia AB.

Until October 2018 Thomas Berglund served as the president and CEO of Capiro AB (Publ).

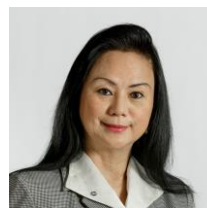
Previously, Thomas Berglund was president and CEO of Securitas and CEO of Eltel.

Education:

Bachelor of Science in Business Administration and Economics from Stockholm School of Economics.

Special competencies:

International service industry; strategy and value creation; leadership of large international companies; transformational change; finance, accounting and tax; risk management.



Claire Chiang

First elected in April 2015.
Most recently elected in 2018.
Independent.
Born 1951. Singapore citizen.

Claire Chiang is co-founder of Banyan Tree Hotels & Resorts and senior vice president of Banyan Tree Holdings Limited* (and holds directorships in two of its subsidiaries). She serves as member of the board of directors as well as the remuneration committee of Dufry AG*. Claire Chiang is chairperson for China Business Development, Wildlife Reserves Singapore Conservation Fund as well as Banyan Tree Global Foundation Limited and honorary council member of the Singapore Chinese



Chamber of Commerce and Industry. Furthermore, she is a member of the board of directors of Tian Rong (Tianjin) Enterprise Management Consulting Service Co. Ltd. and Mandai Safari Park Holdings Pte. Ltd. Claire Chiang holds directorships in six family holding companies. In addition, she serves as chair or member of several non-profit organisations.

Previously, Claire Chiang served as a Singapore Nominated Member of Parliament for two terms (1997-2001).

Education:

Arts and Social Sciences graduate from University of Singapore and Master of Philosophy (Sociology) degree from University of Hong Kong.

Special competencies:

International service industry; strategy and value creation; people and remuneration; sales and marketing; corporate responsibility.



Henrik Poulsen

First elected in August 2013.
Most recently elected in 2018.
Independent.
Born 1967. Danish citizen.

Henrik Poulsen is CEO of Ørsted A/S* and deputy chairman of the board of directors and member of the audit committee of Kinnevik AB*. In addition, Henrik Poulsen acts as industrial advisor to EQT.

Previously, Henrik Poulsen was CEO and president of TDC A/S, operating executive at Capstone/KKR in London and has held various positions with LEGO, including executive vice president of Markets and Products.

Education:

Bachelor of Science in International Business and Master in Finance and Accounting, both from Aarhus School of Business.

Special competencies:

Strategy and value creation; leadership of large international companies; transformational change; finance, accounting and tax; investors and capital markets; risk management; corporate responsibility.



Ben Stevens

First elected in April 2016.
Most recently elected in 2018.
Independent.
Born 1959. British citizen.

Ben Stevens is group finance director and member of the board of directors of British American Tobacco plc* (and holds directorships in 17 of its subsidiaries).

Previously, Ben Stevens held a number of roles on the executive management board of British American Tobacco, including regional director (Europe) and development director with responsibility for corporate strategy, M&A and IT. Prior to this, Ben Stevens held a number of senior executive roles within the British American Tobacco group. In addition, Ben Stevens has held finance positions at BET and Thorn EMI and non-executive director roles at Ciberian and Trifast in the UK as well as ITC in India.

Education:

Bachelor's degree in Economics from University of Manchester and MBA from Manchester Business School (University of Manchester).

Special competencies:

Strategy and value creation; leadership of large international companies; IT, technology and digitisation; finance, accounting and tax; investors and capital markets; risk management.



Cynthia Mary Trudell

First elected in April 2015.
Most recently elected in 2018.
Independent.
Born 1953. US citizen.

Cynthia Trudell serves as a member of the Defense Business Board (advisory to the US Department of Defense).

Cynthia Trudell served as the executive vice president, chief human resources officer for PepsiCo until September 2017. Prior to this, Cynthia Trudell held a number of executive operating and general management positions with General Motors Corporation and Brunswick Corporation including president of IBC Vehicles (UK), chair and president of Saturn Corporation (US) and president of Sea Ray Group (US). She has also served as a director of PepsiCo, Canadian Imperial Bank of Commerce and Pepsi Bottling Group prior to its acquisition by PepsiCo.

Education:

Bachelor of Science (Chemistry) from the Acadia University (Nova Scotia) and Doctorate (Physical Chemistry) from the University of Windsor (Ontario).

Special competencies:

Strategy and value creation; leadership of large international companies, transformational change; people and remuneration; sales and marketing; IT, technology and digitisation.