

Extract of minutes of Annual General Meeting of ISS A/S on 2 April 2020

On 2 April 2020 at 11:00 (CET), the Annual General Meeting of ISS A/S, CVR no. 28 50 47 99 (the “Company”), was held at ISS Facility Services A/S, Gyngemose Parkvej 50, DK-2860 Søborg, Denmark.

The agenda was as follows:

1. The Board of Directors’ report on the Company’s activities in the past financial year
2. Adoption of the annual report for 2019
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. Proposals from the Board of Directors
 - a. Update of Remuneration Policy
10. Any other business

Head of Investor relations, Martin Kjær Hansen, welcomed the shareholders to the Company’s Annual General Meeting.

Martin Kjær Hansen noted that as a result of restrictions and health and safety guidelines issued by the Danish authorities in relation to Covid-19, the Chairman of the Board of Directors, Lord Allen of Kensington Kt CBE, had joined the Annual General meeting via a conference call, and that both the Chairman of the Board of Directors Lord Allen of Kensington Kt CBE, and Group CEO Jeff Gravenhorst would be available for questions.

Martin Kjær Hansen noted that in accordance with Article 5.8 of the Company’s Articles of Association, the Board of Directors had appointed attorney-at-law Niels Heering as chairman of the Annual General Meeting.

The chairman of the Annual General Meeting, Niels Heering (the “chairman”), informed the general meeting that the Annual General Meeting was held in English in accordance with Article 5.6 of the Articles of Association. Shareholders could ask questions or provide comments to the items on the agenda in English or Danish.

The chairman reviewed the rules of the Danish Companies Act and the Company's Articles of Association regarding convening of the Annual General Meeting and noted that the Annual General Meeting had been duly convened and was able to transact the business on the agenda.

[...]

Re item 2: Adoption of the annual report for 2019

The chairman stated that the Board of Directors had proposed that the annual report for 2019 be adopted and referred to the independent auditors' report included in the annual report on pages 92-94, which was without any qualifications or supplementary comments.

The chairman noted that as communicated by the Company in company announcement no. 5 of 20 March 2020, the Board of Directors had withdrawn the outlook for 2020 as a result of COVID-19 as well as the proposal for distribution of ordinary dividend resulting in the total net profit for 2019 being allocated to retained earnings. In accordance with common practice, the annual report for 2019 issued and published 26 February 2020 had not and would not be adjusted or changed as a result thereof. Pages 2-3, 7, 9-11, 17, 51 and 72 in the annual report for 2019 were impacted by the withdrawal of the outlook for 2020 or the withdrawal of the proposal to pay ordinary dividend resulting in the total net profit for 2019 being allocated to retained earnings.

There were no comments to the proposal and the chairman concluded that the proposal had been adopted.

Re item 3: Distribution of profit according to the adopted annual report

The chairman noted that as communicated by the Company in company announcement no. 5 of 20 March 2020, the Board of Directors had decided to withdraw its proposal to pay ordinary dividend of DKK 7.70 per share as a precautionary measure due to the uncertainty of the consequences of COVID-19.

As the proposal for distribution of ordinary dividend had been withdrawn, the total net profit for 2019 were allocated to retained earnings.

There were no comments to the proposal and the chairman concluded that the total net profit for 2019 were allocated to retained earnings.

[...]

The Annual General Meeting was adjourned.

Niels Heering