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**Speakers: Jeff Gravenhorst, Henrik Andersen, Barbara Plucnar Jensen**

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MARTIN KJÆR HANSEN: Ladies and gentlemen, welcome to the investor call and presentation of the results for the first nine months of 2012 released earlier today. Please be aware that our announcement, the report, as well as the slides used for this call can be found on the website where the webcast will also be available following the call. I would like to draw your attention to slide number 2 in the presentation regarding the forward-looking statements. If you turn to slide number 3, you will see our agenda for this call. We will give you an update on our business and key events for the first nine months of the year on the financials, including the capital structure, as well as the outlook for the group for the full year 2012. Please note that the lines will be open for questions following the presentation.

With me here today I have Group CEO, Jeff Gravenhorst, Group CFO, Henrik Anderson, Group Treasurer, Barbara Plucnar Jensen who will take you through the presentation. I, therefore, give my word to Group CEO, Jeff Gravenhorst, on the key events and business update.

JEFF GRAVENHORST: Thank you, Martin. Welcome everybody to the update on the third quarter results for ISS 2012. I would just draw your attention to slide number 5. The third quarter at ISS has been an extremely important quarter in the history actually of ISS. First and foremost, we have secured two of the largest global contracts in ISS but also in the industry. We will come back to them a little bit later. We have also had two new investors coming on board in the investment of ISS which is of course also of significant importance to the company.

We still see some challenging and macro economic conditions and particularly, I would say, in Europe with relatively low growth and more particularly in the southern part of Europe but we will talk a little more about that later on. But it has meant that we have been very selective on getting out of certain areas of the southern European parts of the business where we have not been able to achieve satisfactory payment terms and/or returns on our investments.

On top of that, also, we started off now the Barclays account which is one of the major accounts and we've been able to, in the third quarter, get our margin back to the level of last year, so getting a little bit closer to the margin on the level of 2011. So, we've gone through the overall points. I'm going to take you through now. We'll talk a little bit more about the operating performance with still organic growth. We have the successful launch of the Barclays account, the emerging markets are still a very important part of our success stories and then, of course, the alignment process that we're going through under which we have identified a few non-core activities which we are divesting.

We can turn to slide number 6 on the operating performance. As I said before, we have been very selective in exiting some countries, some contracts in parts of the world where we've not been able to get the proper payment terms. Of course, this is related to public sector in Spain, Greece and some of the other southern European markets.

At the same time, though, in the third quarter, we have been able to improve our operations so that we can have a decent, good margin development in the third quarter. On the organic growth side, we, of course, were hampered by the exiting of some contracts but overall with a low growth in Europe, the overall is around 2% growth for the company for the full year until September 2012.

So, all in all, a decent development in the third quarter both from a growth perspective but also from a margin perspective and particularly very good cash for the quarter also, so we're very happy with the performance.

Slide number 7, as I alluded to before and as we already mentioned a few times, we have one of the largest contracts in this industry and this is the global facilities management partnership with Barclays. This is clearly a result of the strategy of ISS. We have won a number of these global accounts over the last few years. It is one way to actually get very good growth also in Europe. This has taken over something like 5,000 sites across the world from Barclays and make that into from several hundreds of sub-suppliers into one sub-supplier overall.

The start-up has already started. On 1 September, we started the US part of the contract and by 1 October, we started the UK part of the contract and so far we've had a very good operational start of the contract.

We've also won Novartis and that will not start until next year but it is of the same argument which is that customers, big blue-chip customers are looking for more consistent delivery across the region. Cost savings, of course, come out of that but particularly also taking care of the risk of managing their business on a more global scale.

Turning to page number 8, we continue to be very focused on development in the emerging markets. We've listed a couple of our track records on development in emerging markets. So, if we take it from a growth perspective, we have grown more than seven times since we were taken private in 2005. At the end of 2004 up to now, we have grown up to DKK 16.3 billion worth of turnover for the first nine months this year.

The same thing goes for the profit, that's even better. That's gone up by 8.5 times in the same period. So, again, the focus is really going through here in the sense that we have a presence in both Latin America and in Asia which gives us opportunities to win good, solid large accounts country by country but also across those regions.

Today, actually more than half our employees are employed in the emerging markets. This is, of course, also a good signal of where the future growth will come

from. These are areas where we need to see, of course, improvements and efficiencies but also where we will see some wage increases for the future because of the development in the labour market. That will of course in itself give us growth, both from efficiencies but also from price increases. So, this is a key part of our story also going forward.

If we can turn to page number 9, another very important part of our strategy at the moment is to be very firm on what ISS stands for. You could hear it in the introduction video today. This is a very typical case of what we're focusing on: large contracts where the partnership with the client is more about helping the client to pursue their targets. So, for example, you heard about the education where we are helping with the nutrition and playing with the idea of nutrition as an important part of your learning curve in schools. The same thing goes in hospitals; it is an important part of our hygienic and our nutrition contribution to the client to heal the patient. This is extremely important because that's part of actually delivering larger, broader service-based contracts also for the future.

Now, this also means that there are certain parts of our business which is no longer part of our strategy. So, we're focusing on using this process to divest some non-core activities which, of course, at the same time will leverage the debt in the company, so this has been a part of the focus for the last few years as well.

With that, we have divested six non-core businesses this year so far in 2012. We are still looking for other parts and we have classified some of them as held for sale. This, of course, as I said will enable us to be the more focused on our core going forward and service our clients' needs and, thereby, of course generating profitable organic growth for the future.

With that short update on where we are from a business perspective, I would say we are in a good shape but let's go through more financials, so I will turn over to our Group CFO, Henrik Andersen.

HENRIK ANDERSEN: Thank you, Jeff. If we turn to slide number 11, this just gives the short overview and summary of our financials. As you probably picked up, we have an organic growth year to date of 1.7%. We are also having a total growth of the continuing business of 4% which does include positive effects but we will come back to that breakdown.

In terms of operating margin, we are having a 5.4% year to date and a strong cash flow which we also shared with you at half year. The LTM right now at 98% in the third quarter.

Just to go a little bit deeper into the organic growth, the organic growth for the third quarter was 0.6% which means it is 1.7% year to date. That was coming off clearly a very high third quarter last year of 7% and year to date 6.4% in 2011.

We, as Jeff already mentioned, yes we are affected predominantly in the European area for lower organic growth which, to some extent, of course is by our choice of where we feel that we either need to exit contracts or we have seen a lower spend on one-off services.

In terms of that, we can also see that all our regions, except for North America and Pacific, delivered organic growth year to date. We've seen in the Pacific actually in the third quarter that they were positive, so that's good. Again, as mentioned, emerging markets did a very strong organic growth of 11% in the year.

In terms of operating margin, as I said, we had a 6.4% margin in Q3 which led to a year to date margin of 5.4%. It was very much in line with our expectations and clearly it stems from better performance, to some extent, in the Nordics and certain Western European countries and then we have seen that we are performing slightly below last year in certain areas where we have said, Netherlands, France and Brazil where we are still working with plans to restore run rate.

In terms of the emerging markets, overall delivered 6.2% year to date and that does include a lower than average performing Brazil.

Cash flow, as I said the cash conversion was 98% and that absolutely comes from an ongoing work about focusing on securing the payments. We all appreciate, I am sure, on the call here that payment conditions generally are challenged, not only in our European markets but generally across the world. So, this is for us still the key measures to be able to take our payments and also get them on time.

When we just show it on page 12, where we just illustrated how these numbers sit in an historic perspective since 2009, you will know the organic growth rate. I will just come in on the cash conversion, as you will have seen that we have been performing just below the 100 mark which is positive for us. That is the agreed strategic target for our internal countries.

In terms of operating margin, you can see the absolute number and we are keeping our outlook for 5.7% towards the full year and we are year to date at 5.4%, which was 5.5% last year.

Flip to revenue development on page 13. The thing that's important there to notice clearly the organic growth year to date is 1.7%. We have a positive FX of 2%, so growth in total of here is 4%. As you will see from the chart in the bottom to the right, the FX for third quarter was 4% alone and you will also see that a little bit more from the regions what particular regions it is in our portfolio.

So, I think overall when we look across this, I think it's been, as we say, a solid quarter. There's also some highlights sitting outside that and you will probably have picked some of those up, for instance the CAPEX is 0.9% whereas last year it was 1.3%, which is, of course, a reflection of when we are having a lower organic growth, we also see CAPEX relates to that and we would have had a net profit for the quarter of DKK 206 million which was DKK 259 million in Q3 last year.

Lastly, but not least, we have had a lower net interest expense for third quarter of 631 versus 737 of last year.

If we go down into the revenue growth by region, I think we are here presenting it in colours, so you will, of course, appreciate the yellow charts are the FX adjustment

where you will see particularly the FX positive adjustments for our part. It sits in Asia, it sits in Pacific and it sits in North America. You have minor FX negatives which sit in Latin America and Eastern Europe particularly related to some of the currencies there.

In terms of organic growth, we got to the last ones. We got the Asia part which is 15% and we got the Latin America with 7% but that does include still a Brazil that is performing below, clearly the 7% there. So, that's pulling the average down for the region.

Western Europe, we are ending up having an organic growth for Western Europe, which we are positive overall which is 1%. As you will see here also that particularly the divestment, as Jeff mentioned as a strategic focus for us right now, the divestments we have done so far particularly influenced Western Europe and the Nordic area with the 3% respectively in both areas.

So, overall if you go out to the right you will see the 1.7% for the group. You will see divestment effect of minus, negative 2%. You will see the FX of 2%, so, therefore, overall 2% for the group.

If we go to the next slide, page 15, you will see the breakdown of operating profit before other items. You will see Western Europe, we are right now running approximately two-tenths below what was third quarter last year. We are a couple of tenths above in the Nordic. Asia we are slightly below and in Asia it is very much about us catching up from when we have suddenly minimum wage changes and others in that region. Pacific, I think we've spoken about Pacific when we did the half year. We've clearly been affected by some of the weather conditions and the cyclones earlier in the year in Australia but you will see there, we are actually catching up in Pacific.

Latin America, we are below, predominantly for the region of Brazil, so we are 4.5% versus 5.5% last year. Then North America, we are forward with two-tenths which is, under the circumstances of the extra payroll taxes in North America, we are quite

pleased to see year to date. Eastern Europe, slightly below last year and that is down to a few individual countries. Again, a little bit of passing of wage increases, etc. So, we are quite positive to see how they're tracking currently in Q3.

We also inserted in this one the corporate costs. I think it's important for us to say specifically here that we do track the cost structure. We don't even track it but we also do something about it and, therefore, we generally on the corporate costs side, which means across the group here, we've gone from year to date third quarter last year of 0.6%. We are down to 0.5% but we believe that's very much from the same reasons, cautious about costs and especially cautious about the macro economic conditions. So that overall leads us to having a 5.4% versus a 5.5%, so a pretty okay end of third quarter.

I think just to mention it, you have picked up on subsequent events that we divested certain activities in the Benelux which happened after we closed third quarter.

So I think that was enough from me. I would leave the capital structure to Barbara, so Barbara please go ahead.

BARBARA PLUCNAR JENSEN: Thank you very much, Henrik. If you turn to slide 17, you can see that there's a significant change in the leverage of the company since Q2. As we announced with the half year results back in August, we received an investment from KIRKBI and Teachers of a total of €500 million which, pro forma, brought our leverage down Q2 to 5.15. Now, we have even improved the leverage in the last quarter, so for the first time in a long time, we are below five times in the current quarter. In absolute terms, this actually means that we are seasonality adjusted down more than 4.2 billion since the same quarter in 2011.

If you turn to slide number 18, you will be able to see the capital structure. As such, the area where you see an impact compared to previously would be under the cash position. But as we have also announced previously, the senior notes due 2014 of the 3.841 billion we expect to redeem after the call date in December. Otherwise, in

general, not many changes on the capital structure other than what also was mentioned last time that we have now repaid in full the A facilities that matured after Q2 and furthermore also repaid some divestment proceeds from the divestments executed earlier in the year.

If you turn to slide number 19, as mentioned last time, we have rolled the securitisation programme back in August so it now has a maturity in 2014. So, looking at the upcoming maturities, we actually don't have any more depth maturing in 2012 and what we have in 2013 is just around half a billion Danish kronor.

Finally, as mentioned, the proceeds of the investment are expected to be used to repay the 11% senior notes so that will also bring 2014 maturities down to a significantly lower level.

I will now hand over to Jeff who will give you an update for the outlook for the rest of the year 2012.

JEFF GRAVENHORST: Thank you, Barbara. Thank you, Henrik. If I can get the attention on slide number 21. Overall, we are pleased with our results for the first nine months for 2012, particularly taking into consideration that it is not the easiest macro economic conditions out there. The outlook for the rest of the year, of course, is also influenced by the fact that we do see continuation of these challenging macro economic conditions and so far we have had a slightly lower organic growth than we expected at the beginning of the year and we expect that trend to continue for the remainder. However, we will see the start-up of the Barclays account and a number of other contracts in the last part of the year which, of course, will also improve the organic growth for the next couple of months. So, what we expect to see is growth around 2% at the year end, organic growth that is.

On the operating margin, we are around the same level as last year. We expect to be around the same level as in 2011 coming out of 2012. Then of course we expect to continue our strong focus or will continue our strong focus on the cash collection

and, therefore, we expect to continue the strong cash conversion and that would mean we expect to be around the 90% for the year end.

With that, I would say thank you very much for your attention. There is one more summary slide here for your information but then turn over to the Q and As. Thank you.

**MARTIN KJÆR HANSEN:** Thank you. We will now conduct a question and answer session. If you have a question, please press zero and then one on your touch tone phone. If you wish to be removed from the queue, please press zero then two. If you are using a speaker phone, you may need to pick up the handset first before pressing the numbers. Once again, if you have a question, please press zero then one on your touch tone phone. Once again, if you have a question, please press zero then one on your touch tone phone.

Our first question comes from Mr Jens Thomsen from Jyske Bank. Please go ahead, sir.

**JENS THOMSEN:** Yes, hello. I was just wondering your outlook, you are lowering the group outlook and you explain it by exiting the non-profitable contracts and a lower level of one-off services. Which of the two is the main contributor to the lowered outlook?

**JEFF GRAVENHORST:** The overall point is it is not just a matter of an exiting of contracts in southern Europe and payment conditions. It is also because the rest of the year we will start up larger contracts which, of course, to help the organic growth but at the same time we can see that there is less expenditure on once-only jobs and projects. They are being postponed at the moment as part of the macro economics.

In all fairness, it is a little bit of both. It is both the fact that there are postponing on decisions made. There is contracts where -- or above-base jobs which have been

postponed and then, of course, we are exiting, as we have said, contracts in Greece, in particular.

We don't give guidance on how much comes from each one of them but it's a little bit of a mixed picture from all those parts.

**JENS THOMSEN:** Okay. One more question if I may. In the first point in your outlook, three months ago you were mentioning emerging markets as well as a growth driver. You don't mention that under slide 21 this time. Is that a coincidence or is there a reason for that?

**JEFF GRAVENHORST:** We do actually. It is in the outlook. It also says in the last sentence, "Continued strong growth in emerging markets" so we do expect that to continue.

**JENS THOMSEN:** Okay, great. Thank you.

**MARTIN KJÆR HANSEN:** Our next question comes from Mr Dennis Akul from BH. Please go ahead, sir.

**DENNIS AKUL:** Hi, thank you for taking the question. I just had a brief clarification question. At one point the company was looking to merge with another company. Then I have a separate point, the company was looking to do an IPO. Then I have a third point, the company got an equity injection from third party investors. I guess, which direction is the company heading towards? Is it again towards an IPO when market conditions are better and how do you absent another equity injection or a broader transaction, how do you envisage addressing your 2014, 2015 maturity profile? You briefly talked about 2014 but 2015 is still relatively concentrated and large. Thank you.

JEFF GRAVENHORST: As we actually announced when the injection came in, it's a pretty clear path at the moment. Of course, we're all depending on how the world actually turns out. We're owned originally by Goldman Sachs and EQT and with that, of course, it's PE-owned and that means at some point in time they'll do an exit. So, this is the reason why there's been different types of considerations from an exit perspective. Right now, the path is that we have had two new investors coming in and the aim is to go public and be listed probably at the Danish Stock Exchange within a few years. We've said we're not going to look at it for the next year or two because we're focusing on the business but as the macro economics will improve or the IPO conditions will improve, then we will revisit this. Of course, we're following this on an ongoing basis. This is part of what we announced when the new investors came in, so in reality this is still where we're going and it could be within a year or two, we don't really know. It depends on the market conditions.

From a maturity point of view, Henrik, maybe you will just comment on this as well.

HENRIK ANDERSEN: Yes, I think it's fair saying when we start looking at something which is now smaller in 2014 and, to some extent, bigger in 2015, I think if everyone had the same picture as us in front of them, they'd probably be smiling right now because actually we don't need to look at anything in 2012. We are positively towards what is in 2013 and we will just follow that from an ongoing month on month look how re-financing would look like.

It is obvious for everyone that if you look at what we're doing here before year end, actually we are in a stronger position to head into 2013 and if it comes, and there is an opportunity, we will take advantage of that but we are not forced to. I think the real positive here is we have a stable cash flow and that is what really pays the mortgages on a monthly basis.

DENNIS AKUL: Okay, thank you.

MARTIN KJÆR HANSEN: Once again, if you have a question, please press zero, then one on your touch tone phone. That is zero then one. We have no further questions at this time.

OPERATOR: Ladies and gentlemen, this concludes today's investor call. Thank you for participating. You may now disconnect.