



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 11 April 2018 at 11:00 (CET)
at ISS Facility Services A/S, Gyngemose Parkvej 50, DK-2860 Søborg, Denmark
(formerly known as TV-Byen)**

Agenda

1. The Board of Directors' report on the Company's activities in the past financial year
2. Adoption of the annual report for 2017
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. Renewal of the authorisations to increase the share capital in the Articles of Association
 - b. Amendment of the Remuneration Policy
10. 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.cfm>, 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 6 April 2018 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 2017 be noted.

Item 2: Adoption of the annual report for 2017

The Board of Directors proposes that the annual report for 2017 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. The proposed dividend distribution is in accordance with the Company's dividend policy when adjusted for specific one-off non-cash items. The remaining net profit for the year is allocated to retained earnings.

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 2017.

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 2019 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 remuneration structure of the Board of Directors is proposed to be based on an annual base fee of DKK 426,000 (the "Base Fee") to each member of the Board of Directors, which represents an increase of approximately 1.5% compared to 2017. Going forward, minor annual adjustments to the Base Fee are expected to be proposed. 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 159,750), and members of the Audit and Risk Committee shall receive an annual committee member fee of 50% of the Base Fee (DKK 213,000). The chairman of the Audit and Risk Committee shall continue to receive 100% of the Base Fee (DKK 426,000) while the chairman of the Remuneration Committee, Nomination Committee and Transaction Committee shall continue to receive 2 times the annual committee member fee (DKK 319,500).

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 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. As set out in item 9.b. below, it is proposed that members of the Board of Directors, in addition to the travel allowance for board meetings, may also receive a fixed daily allowance when travelling to attend other ISS meetings.



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 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' qualifications and positions, 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.

Item 9: Proposals from the Board of Directors

Item 9.a. Renewal of the authorisations to increase the share capital in the Articles of Association

The Board of Directors proposes that the authorisations in Articles 4.1, 4.2 and 4.3 of the Articles of Association to increase the share capital are renewed until 10 April 2023. Furthermore, the Board of Directors proposes an amendment to the wording in Article 4.3 in order to introduce that the authorisations are subject to an aggregate issue of new shares corresponding to nominally DKK 37,000,000.

It is therefore proposed to amend Articles 4.1, 4.2 and 4.3 of the Articles of Association to the following:

"4.1. In the period until 10 April 2023, the Board of Directors is authorised to increase the Company's share capital in one or more issues without pre-emption rights for the Company's existing shareholders by up to a nominal amount of DKK 37,000,000. The capital increase shall take place at market price and may be effected by cash payment or as consideration for an acquisition of a business or parts hereof or other assets.

4.2. In the period until 10 April 2023, the Board of Directors is authorised to increase the Company's share capital in one or more issues without pre-emption rights for the Company's existing shareholders by up to a nominal amount of DKK 5,000,000 in connection with the issue of new shares for the benefit of the Company's employees and/or employees of its subsidiaries. The new shares shall be issued against cash payment at a subscription price to be determined by the Board of Directors, which may be below the market price.

4.3. The authorisations set out in Articles 4.1 and 4.2 above are subject to an aggregate issue of new shares corresponding to nominally DKK 37,000,000. New shares issued pursuant to Articles 4.1 and 4.2 shall be issued in the name of the holder, shall be recorded in the holder's name in the Company's register of shareholders, shall be paid in full, shall be negotiable instruments, and shall in every respect carry the same rights as the existing shares. The Board of Directors is authorised to lay down the terms and conditions for capital increases pursuant to the above authorisations and to make any such amendments to the Company's Articles of Association as may be required as a result of the Board of Directors' exercise of the said authorisations."



Item 9.b. Amendment of the Remuneration Policy

The Board of Directors proposes that the Company's Remuneration Policy be updated to reflect recent updates to the Corporate Governance Recommendations, including minor editorial updates.

Accordingly, the last sentence of section 3.4.2 is proposed to be amended to read as follows:

"The total remuneration for the termination period, including any severance pay, to a member of the Executive Group Management Board shall not exceed two years' total remuneration."

Further, the Board of Directors proposes that board members, in addition to the travel allowance for board meetings, may also receive a fixed daily allowance when traveling to attend other ISS meetings as part of their engagement in ISS activities. Accordingly, the last sentence of section 4.7 is proposed to be amended to read as follows:

"If members of the Board of Directors have to travel to attend ISS meetings, a fixed daily allowance may be paid to such members."

The proposed amended version of the Remuneration Policy is available on the Company's website at <http://inv.issworld.com/agm.cfm>.

Adoption requirements

The proposed resolution set out in item 9.a. must be adopted by at least 2/3 of the votes cast as well as the share capital represented at the general meeting.

All other 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 4 April 2018.

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 6 April 2018 at 23:59 (CET)**. The registration form is available at the Company's website at <http://inv.issworld.com/agm.cfm>.

Admission cards may be requested as follows:

- by registering electronically through the Company's shareholder portal at <http://inv.issworld.com/shareholderportal.cfm> 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.cfm>.

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.cfm>. 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.cfm>. Proxies must be received by the Company or Computershare A/S no later than on **Friday 6 April 2018 at 23:59 (CET)**. Proxies may be submitted as follows:

- electronically through the Company's shareholder portal at <http://inv.issworld.com/shareholderportal.cfm>; 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.cfm>. Votes by correspondence must be received by the Company or Computershare A/S no later than on **Tuesday 10 April 2018 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.cfm>; 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.cfm>, including the annual report for 2017, 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 11 April 2018 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.

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 2018

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 2017.
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.

Competencies:

Professional experience in managing multi industry companies, significant financial and commercial skills and extensive board experience.



Thomas Berglund

First elected in March 2013.
Most recently elected in 2017.
Independent.
Born 1952. Swedish citizen.

Thomas Berglund is president and CEO of Capio AB (Publ)* (and holds positions on the board of directors and/or executive management of 12 of its subsidiaries). In addition, Thomas Berglund is deputy chairman of the board of directors of AcadeMedia AB*, chairman of the remuneration committee and member of quality committee of AcadeMedia AB and member of the executive management of TA Consulting GmbH.

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.

Competencies:

Extensive experience in leading and growing international service companies.



Claire Chiang

First elected in April 2015.
Most recently elected in 2017.
Independent.
Born 1951. Singapore citizen.

Claire Chiang is co-founder of Banyan Tree Hotels & Resorts and senior vice president of Banyan Tree Holdings Ltd.* (and holds directorships in two of its subsidiaries). She serves as member of the board of directors as well as the audit committee of Dufry AG*. Furthermore, Claire Chiang is member of the board of directors of Tian Rong (Tianjin) Enterprise Management Consulting Service Co., Ltd., Wildlife Reserves Singapore Conservation Fund and Mandai Park Holdings Pte. Ltd. Claire Chiang holds directorships in six family holding companies. Claire



Chiang is chairperson for China Business Development as well as Banyan Tree Global Foundation Limited and honorary council member of the Singapore Chinese Chamber of Commerce and Industry. 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.

Competencies:

Founder and senior management expertise from the hotel and hospitality industry, international sales and business development experience, broad entrepreneurial experience, human capital management and development experience.



Henrik Poulsen

First elected in August 2013.
Most recently elected in 2017.
Independent.
Born 1967. Danish citizen.

Henrik Poulsen is CEO of Ørsted A/S* and deputy chairman of the board of directors and member of audit committee of Kinnevik AB*. In addition, Henrik Poulsen acts as independent 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 a Master in Finance and Accounting, both from Aarhus School of Business.

Competencies:

International as well as executive management experience from large international companies.



Ben Stevens

First elected in April 2016.
Most recently elected in 2017.
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).

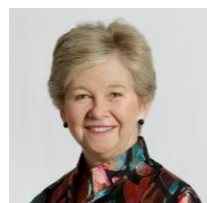
Previously, Ben Stevens held a number of roles on the executive management board of British American Tobacco, including regional director (Europe) and development director with responsibility for corporate strategy, M&A and IT. Prior to this, Ben Stevens held a number of senior executive roles within 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 an MBA from Manchester Business School (University of Manchester).

Competencies:

Broad global experience spanning senior finance, general management, commercial, strategy and M&A roles in one of the leading public listed companies on the London Stock Exchange.



Cynthia Mary Trudell

First elected in April 2015.
Most recently elected in 2017.
Independent.
Born 1953. US citizen.

Cynthia Trudell serves as the vice-chair 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), chairman 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).

Competencies:

Executive operating and general management experience with global operations in the durable goods and consumer products industries, human capital management and strategy development, and diverse board experience.