

Vedtægter

Articles of Association

ISS Global A/S

CVR-nr. 21 40 83 95

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1. Navn, formål og koncernsprog

1.1 Selskabets navn er ISS Global A/S. Selskabet driver tillige virksomhed under binavne:

- ISS Overseas A/S
- ISS Europe A/S
- ISS Nordic A/S
- ISS Asia A/S.

1.2 Selskabets formål er at drive virksomhed inden for service, handel og industri og anden i forbindelse hermed stående virksomhed, herunder at besidde andele i andre selskaber samt koncernintern finansieringsvirksomhed, herunder virksomhed med udlån til og optagelse af lån fra koncernvirksomheder.

1.3 Koncernsproget er engelsk.

2. Selskabets indskudskapital

2.1 Selskabets aktiekapital udgør kr. 160.000.000, fordelt i aktier à kr. 1.000 eller multipla heraf. Aktiekapitalen er fuldt indbetalt.

2.2 Aktierne skal lyde på navn. Aktierne er ikke-omsætningspapirer.

2.3 Der udstedes ikke aktiebrev.

3. Generalforsamlinger

3.1 Generalforsamlinger indkaldes af bestyrelsen med mindst 2 ugers og højst 4 ugers varsel ved brev til hver enkelt aktionær.

3.2 Den ordinære generalforsamling afholdes i så god tid, at den reviderede og godkendte

1. Name, objects and corporate language

1.1 The name of the company is ISS Global A/S. The Company also carries out business under the secondary names:

- ISS Overseas A/S
- ISS Europe A/S
- ISS Nordic A/S
- ISS Asia A/S.

1.2 The object of the company is to conduct business within service, trade and industry and other related business, including the holding of shares in other companies and financing activities within the group, hereunder lending to and borrowing from group companies.

1.3 The corporate language is English.

2. The share capital of the company

2.1 The share capital of the company is DKK 160,000,000, divided into shares of DKK 1,000 or multiples thereof. The share capital has been fully paid up.

2.2 The shares shall be in the holder's name. The shares are non-negotiable instruments.

2.3 Share certificates shall not be issued.

3. General meetings

3.1 General meetings shall be called by the board with not less than 2 weeks notice and not more than four weeks notice by letter to each shareholder.

3.2 The annual general meeting shall be held every year in time for the revised and ap-

årsrapport kan indsendes til Erhvervs- og Selskabsstyrelsen, så den er modtaget i Styrelsen inden 5 måneder fra regnskabsårets udløb.

3.3 Dagsordenen for den ordinære generalforsamling skal omfatte:

- 1) Valg af dirigent.
- 2) Forelæggelse af årsrapport til godkendelse.
- 3) Beslutning om anvendelse af overskud eller dækning af underskud i henhold til den godkendte årsrapport.
- 4) Valg af medlemmer til bestyrelsen og af eventuelle suppleanter for disse medlemmer.
- 5) Valg af revisor.
- 6) Eventuelt.

3.4 På generalforsamlingen giver hvert aktiebæleb på kr. 1.000 én stemme.

3.5 Alle beslutninger på generalforsamlingen vedtages med simpelt stemmeflertal, medmindre selskabsloven eller vedtægterne foreskriver særlige regler om repræsentation og majoritet.

4. Bestyrelse og direktion

4.1 Selskabet ledes af en bestyrelse bestående af tre til syv medlemmer valgt af generalforsamlingen.

4.2 Bestyrelsen vælger blandt sin midte formanden for bestyrelsen, hvis stemme er udslagsgivende i tilfælde af stemmelighed i bestyrelsen.

proved annual report to be sent to the Danish Commerce and Companies Agency within 5 months after the end of the financial year.

3.3 The agenda of the annual general meeting shall include the following:

- 1) Election of a chairman of the meeting.
- 2) Submission of the annual report for approval.
- 3) Decision on the allocation of profit or the covering of losses in accordance with the approved annual report.
- 4) Election of members to the board of directors and of deputy board members (if any).
- 5) Appointment of an auditor.
- 6) Any other business.

3.4 At the general meeting each share of DKK 1,000 represents one vote.

3.5 All resolutions by the general meeting require a simple majority unless the Danish Companies Act or the articles of association provide for specific rules on quorum or majority.

4. Management

4.1 The company is governed by a board of directors consisting of three to seven members appointed by the general meeting.

4.2 The board of directors elects among its members the chairman of the board of directors, who shall have a casting vote in the event of an equality of votes in the board of

- 4.3 Generalforsamlingen kan vælge to suppleanter, der kan træde i stedet for ét eller flere af de generalforsamlingsvalgte bestyrelsesmedlemmer.
- 4.4 Bestyrelsen ansætter en direktion bestående af et til tre medlemmer.
- 4.5 Bestyrelsen er bemyndiget til at træffe en eller flere beslutninger om uddeling af ekstraordinært udbytte.

5. Tegningsret

- 5.1 Selskabets tegnes af to bestyrelsesmedlemmer i forening, af et bestyrelsesmedlem og en direktør i forening eller af to direktører i forening.

6. Regnskab og revision

- 6.1 Selskabets regnskaber revideres af en af generalforsamlingen for et år ad gangen valgt revisor.
- 6.2 Selskabets regnskabsår er kalenderåret.

Dette dokument foreligger i en dansk og en engelsk udgave. I tilfælde af uoverensstemmelse er den danske version gældende.

directors.

- 4.3 The general meeting may elect two deputy board members to substitute one or more of the board members elected by the general meeting.
- 4.4 The board appoints a management consisting of one to three members.
- 4.5 The board of directors is authorised to make one or more resolutions on distribution of extraordinary dividend.

5. Rules of signature

- 5.1 The company shall be bound by the joint signatures of two members of the board of directors, or by the joint signatures of a board member and a manager or by the joint signatures of two managers.

6. Accounts and audit

- 6.1 The accounts of the company shall be audited by an accountant appointed by the general meeting for a period of one year.
- 6.2 The company's financial year is the calendar year.

This document is made in a Danish and an English version. In case of any discrepancy between the two versions, the Danish version shall prevail.

Vedtaget på selskabets generalforsamlinger, senest ændret på selskabets ordinære generalforsamling den 6. april 2010.

Adopted at the general meetings of the company and last amended at the annual general meeting of the company held on 6 April 2010.