

*This document is an unofficial translation of the corresponding Swedish document. In the event of any discrepancies between this document and the Swedish version, the latter shall prevail.*

## **Notice of Annual General Meeting of the shareholders in Intrum Justitia AB (publ)**

**The shareholders of Intrum Justitia AB (publ) are hereby summoned to the Annual General Meeting on Friday 27 April 2018, at 3 p.m. at the company's premises, Hesselmans Torg 14 in Nacka, Stockholm, Sweden. Coffee is served from 2 p.m.**

### **Participation**

Shareholders who wish to attend the Annual General Meeting shall

*both*      be entered in the company's register of shareholders kept by Euroclear Sweden AB (not nominee-registered) by Friday 20 April 2018; and  
*and*        notify their intention to attend the meeting by Monday 23 April 2018 at the latest.

The notification shall be made in writing to Intrum Justitia AB (publ), "Årsstämma", 105 24 Stockholm, by e-mail to [agm@intrum.com](mailto:agm@intrum.com) or by phone +46 (8) 616 77 00. The notification shall include:

- name
- personal identity number / registration number
- telephone number (daytime)
- registered shareholding
- information on potential assistants (maximum two)
- where applicable, information on deputies or representatives

Shareholders represented by proxy shall send the written, dated and by the shareholder signed proxy to the company in original in ample time before the annual general meeting. Attested copies of the certificate of registration (or equivalent authorization documents) evidencing the authority to issue the proxy, shall be enclosed if the proxy is issued by a legal entity. A proxy form is available on the company's website, [www.intrum.com](http://www.intrum.com).

Shareholders whose shares are nominee-registered must have their shares temporarily registered with Euroclear Sweden AB in their own name. Such re-registration must be effected by Friday 20 April 2018. Shareholders should thus make the request via their nominee in ample time before this date. Such registration may be temporary.

Personal data obtained from notifications, proxies and from the share register maintained by Euroclear Sweden AB will be used for the necessary registration and preparation of the voting list for the Annual General Meeting.

The shareholders are reminded of their right to ask questions to the Board and the Managing Director at the Annual General Meeting in accordance with Chapter 7, Section 32 of the Swedish Companies Act.

There are in total 131,541,320 shares and votes in the company at the time of the notice. At the day of adoption of the notice the company did not hold any own shares.

## **Proposed Agenda**

1. Opening of the Meeting
2. Election of Chairman of the Meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of persons to attest the accuracy of the minutes (and to count votes)
6. Determination of whether the Meeting has been duly convened
7. a) Presentation of the Board's and the Board Committees' work  
b) Presentation by the Managing Director
8. Submission of the annual accounts and the auditor's report, and consolidated accounts and auditor's report on the consolidated accounts, for the financial year 2017
9. Resolution on adoption of profit and loss statement and balance sheet and consolidated profit and loss statement and consolidated balance sheet
10. Resolution on appropriation of profit
11. Resolution regarding discharge from liability of the Members of the Board and the Managing Director for the administration during 2017
12. Determination of the number of Board Members and Deputy Board Members.  
In connection hereto, a report on the work of the Nomination Committee
13. Determination of remuneration to the Members of the Board and fee to the auditor
14. Election of Board Members and Deputy Board Members as well as Chairman of the Board
15. Election of auditor
16. Resolution regarding the Nomination Committee prior to the Annual General Meeting 2019

17. Resolution regarding guidelines for remuneration and other terms of employment for key executives
18. Resolution regarding long-term incentive program 2018 and transfer of shares under the program
19. Resolution regarding authorisation for the Board to resolve on acquisition and transfer of own shares
20. Resolution regarding amendment to the Articles of Association
21. Conclusion of the Meeting

### **Nomination Committee**

The Nomination Committee has consisted of:

- Robert Furuhjelm (Chairman)	Cidron 1748 Sarl/Nordic Capital
- Johan Strandberg	SEB Fonder
- Mats Gustafsson	Lannebo Fonder
- Carl Cederschiöld	Handelsbanken Fonder
- Tomas Flodén	AMF and AMF Fonder

The Nomination Committee that was appointed in September 2017 also included Lennart Francke, appointed by Swedbank Robur Fonder. After a change in ownership, Lennart Francke was replaced on 13 November 2017 by Tomas Flodén, appointed by AMF and AMF Fonder.

### **Proposals by the Nomination Committee**

Item 2 Björn Kristiansson, Kanter Attorneys, is proposed to be appointed Chairman of the Meeting.

Item 12 The board is proposed to consist of nine (9) Board Members with no deputy Board Members.

Item 13 The remuneration to the Board and for committee work (to Board Members elected by the AGM) is proposed to amount to a total of SEK 6,830,000 (5,395,000) which shall be distributed as follows:

- SEK 975,000 to the Chairman of the Board (unchanged)
- SEK 550,000 to the vice Chairman of the Board (unchanged)
- SEK 450,000 to each of the other Board members (unchanged)
- SEK 200,000 to the Chairman of the Audit Committee (unchanged)
- SEK 150,000 to each of the other two members of the Audit Committee (unchanged)
- SEK 250,000 to the Chairman of the Investment Committee (new)
- SEK 150,000 to each of the other eight members of the Investment

Committee (new)

- SEK 85,000 to each of the two members of the remuneration committee (unchanged)

Fee to the auditor is proposed to be paid in accordance with approved invoice.

**Item 14** It is proposed to re-elect Per E. Larsson, Hans Larsson, Kristoffer Melinder, Andreas Näsvik, Synnöve Trygg, Fredrik Trägårdh, Ragnhild Wiborg and Magnus Yngen and to elect Magdalena Persson, all for the period until the conclusion of the next Annual General Meeting.

The Nomination Committee further proposes to re-elect Per E. Larsson as Chairman of the Board and Magnus Yngen as Deputy Chairman, for the period until the conclusion of the next Annual General Meeting.

**Item 15** It is proposed to re-elect the audit firm Ernst & Young AB for the period until the conclusion of the next Annual General Meeting.

**Item 16** The Nomination Committee proposes that the Meeting resolves upon principles for appointment of a Nomination Committee prior to the Annual General Meeting 2019 and regarding the work for the Nomination Committee in accordance with the following:

**that** the Chairman of the Board shall convene the five largest shareholders of the company based on the number of votes held according to the share register at the end of August and other information available to the company, who shall then have the right to appoint one Member each to the Nomination Committee. If so requested, the Nomination Committee shall have the right to co-opt one additional Member. If any of the five shareholders declines its right to appoint a Member to the Nomination Committee, or if a Member of the Committee resigns without being replaced by a new Member appointed by the same shareholder, the shareholder next in size (after the five largest) shall be given the opportunity to appoint a Member to the Nomination Committee. If several of the shareholders decline their right to appoint Members to the Committee, no more than the eight largest shareholders need to be contacted;

**that** changes to the composition of the Nomination Committee shall be based on the number of votes held as per the last business day of October, unless an owner entitled to representation specifically requests a change. If the Nomination Committee, prior to 1 November, becomes aware of a change of ownership which entail that one or several of the shareholders who have appointed Members to the Nomination Committee no longer are included in the group of shareholders who are entitled to appoint Members, the Members appointed by these shareholders shall resign. The one or those shareholders who have become one of the largest owners shall then

have the right to appoint one Member each. The composition of the Nomination Committee shall not be changed if changes in ownership are negligible. No changes shall be made to the composition of the Nomination Committee due to changes of ownership which became known to the Nomination Committee after 1 November unless so decided by the Nomination Committee. The Nomination Committee may also, if deemed appropriate, co-opt a Member appointed by a new large shareholder.

**that** the Committee shall be chaired by one of its Members. Not more than two of the Committee's Members may be Members of the company's Board. The Chairman of the Board shall present any matters regarding the Board's work that may be of importance for the Nomination Committee's work, including, in relevant parts, *inter alia* an evaluation of the work of the Board and the requirements and specific skills to be represented by the Board Members;

**that** individual shareholders in the company shall have the possibility to (within the time stipulated and notified, *inter alia* on the company's website) propose Members of the Board to the Nomination Committee for further assessment within its scope of work;

**that** information regarding the composition of the Nomination Committee shall be presented on the company's website not later than six months before the Annual General Meeting 2019;

**that** the Nomination Committee shall have the right to charge the company for the costs of recruitment, if this is deemed necessary to obtain an adequate selection of candidates for the Board;

**that**, in accordance with the relevant requirements of the Swedish Corporate Governance Code, the Nomination Committee shall present a reasoned statement with respect to their proposal regarding Board composition in connection with the issue of notice to shareholders' meetings;

**that** the Nomination Committee shall prepare proposals in the below listed matters to be presented to the Annual General Meeting 2019 for resolution:

- (a) proposal for Chairman of the Annual General Meeting,
- (b) proposal for number of Board Members,
- (c) proposal for Board Members,
- (d) proposal for Chairman of the Board,
- (e) proposal for auditor,
- (f) proposal for remuneration to the Chairman of the Board, to each of the other Board Members and to the auditor,
- (g) proposal for compensation for Committee work, to the Chairman of the relevant Committee and to each of the Committee's other Members

(h) proposal for principles regarding electing a new Nomination Committee and the Nomination Committee's work, and

**that** the Nomination Committee in connection with its other tasks shall fulfill the duties that rest with the Nomination Committee under the Swedish Companies Act, Nasdaq Rulebook for Issuers, the Swedish Corporate Governance Code and other applicable rules. The term of assignment for the Nomination Committee shall continue until a new Nomination Committee has been inaugurated.

## Proposals by the Board

### Item 10 Resolution on appropriation of profit

The Board and the Managing Director propose that the profits in the parent company at the disposal of the Annual General Meeting, consisting of share premium reserve of SEK 17,441,835,284, fair value reserve of SEK 156,189,214, accumulated profits of SEK 91,209,026 and the result for the year of SEK – 379,686,610, in total amounting to SEK 17,309,546,914, is appropriated so that SEK 9.50 per share, in total SEK 1,249,642,540, is distributed to the shareholders and that the remaining balance of SEK 16,059,904,374 is carried forward.

The Board proposes Wednesday 2 May 2018 as record day. If the Annual General Meeting resolves in accordance with the proposal, the dividend is expected to be paid out via Euroclear Sweden AB on Monday 7 May 2018.

### Item 17 Resolution regarding guidelines for remuneration and other terms of employment for key executives

The Board proposes that guidelines, in accordance with the summary below, are approved by the Meeting, to apply for the time up until the Annual General Meeting 2019. The Board's complete proposal is available on company's website [www.intrum.com](http://www.intrum.com)

At Intrum, we depend on our people to deliver on our ambitious goals in challenging environments. The objective of our remuneration philosophy is to reward employees for delivering work that is driving positive business results. We also aim to attract, develop and retain talent in a competitive and international market by delivering competitive compensation to high performing employees. Furthermore, we aim to ensure that employees are offered a remuneration package aligned with local market conditions.

Remuneration levels should reflect job complexity, responsibility and performance, and it should be competitive in comparison with similar companies within similar industries in the relevant geography. To ensure that we drive the right behaviors and focus our efforts in the right areas, performance is measured against goals that are closely linked to our business strategy and core values.

The total remuneration is based upon three main components; base salary, incentive programs, and pension. In addition hereto, other benefits, such as a company car, may be offered. The individual base salary is based on three cornerstones: Job complexity & responsibility, individual performance and local market conditions.

The costs for the incentive programs for the CEO and the members of the Group Management Team during 2018 are estimated not to exceed MSEK 18 for the variable salary program and MSEK 33 for the long-term incentive program, excluding social charges. These estimates do not take into account possible changes to the Group Management Team during the year.

Item 18 Resolution on (a) implementation of a performance based long-term incentive program for 2018 and (b) transfer of shares under the program

A) The Board proposes that the Annual General Meeting resolves to implement a three year performance based, long-term incentive program for (the “LTI 2018”).

The program is proposed to include up to 80 individuals divided into three groups: 1) the CEO, the CFO and the CIO, 2) other members of the Group Management Team and 3) other senior managers and key employees.

The participants in Group 1 and 2 are offered the possibility to receive performance shares, if certain targets are achieved. The participants in Group 3 will receive cash instead, but can choose to have the potential outcome indexed up or down with the Total Shareholder Returns (“TSR”) development during the term of the program.

The maximum outcome will be 150 percent of the participant's annual base salary for the participants in Group 1 and 15 - 50 percent of the annual base salary for participants in Group 2 and 3. The maximum outcome in performance shares will be set when the program is launched, based on the average price paid for Intrum shares on Nasdaq Stockholm and with deduction for the present value of estimated dividend payments.

The program is conditional upon certain performance targets (Earnings Per Share), to be set by the Board, and continued employment during the term of the program.

The total outcome from LTI 2018 may never exceed the value of 0.5 percent of the total number of outstanding shares in Intrum Justitia. The total costs for the program with maximum outcome are estimated to a maximum of MSEK 60, given certain assumptions. The Board proposes to hedge this cost through acquisition of own shares (item 19). The proposal entitles the Board to make deviations or adjustments in certain situations.

The company has no other outstanding share price based incentive programs.

The resolution shall be valid only if supported by more than fifty percent of both the votes cast and of the shares represented at the Annual General Meeting.

B) The Board further proposes that the Annual General Meeting resolves that the company shall have the right to transfer up to 110 000 shares to the participants in Group 1 and 2 under the terms of the LTI 2018, not earlier than 31 March 2021 and not later than the Annual General Meeting 2021.

The resolution shall be valid only where supported by not less than nine-tenths of both the votes cast and of the shares represented at the Annual General Meeting.

Item 19 Resolution regarding authorisation to the Board to resolve on acquisition and transfer of own shares

In order to give the Board flexibility to, during the period until the next Annual General Meeting, resolve upon changes of the capital structure of the company and thereby create an increased shareholder value and to hedge costs in the proposed long-term incentive program it is proposed by the Board that:

**that** the Annual General Meeting authorises the Board to, during the period until the next Annual General meeting and on one or more occasions, resolve on acquisition of own shares in total corresponding to a holding by the company, at any given time, which does not exceed 10 per cent of all shares in the company. Repurchase of shares shall be made on Nasdaq Stockholm and only at a price which is within the interval at any time recorded and this shall refer to the interval between the highest buying price and the lowest selling price; and

**that** the Annual General Meeting authorises the Board to, during the period until the next Annual General Meeting and on one or more occasions, resolve on transfer of the company's own shares for, or in connection with, or as a consequence of acquisition of companies, businesses or debt portfolios.

The resolution shall be valid only where supported by not less than two-thirds of both the votes cast and of the shares represented at the Annual General Meeting.

Item 20 Resolution regarding amendment to the Articles of Association

The Board proposes that the Annual General Meeting resolves to amend § 1 of the Articles of Association, meaning that the name of the company is changed to Intrum AB.

The resolution shall be valid only where supported by not less than two-thirds of both the votes cast and of the shares represented at the Annual General Meeting

---

Accounts and auditor's report for the financial year 2017, the Board's complete proposals regarding items 17 to 20, the Board's motivated statements in accordance with Chapter 18, Section 4 and Chapter 19 Section 22 of the Swedish Companies Act, and the auditor's statement in accordance with Chapter 8 Section 54 of the Swedish Companies Act of whether the Board's guidelines for remuneration to key executives have been applied will not later than 6 April 2018 be held available at the company at Hesselmans Torg 14 in Nacka, Sweden, on the company's website [www.intrum.com](http://www.intrum.com), and will be sent to the shareholders who request this and who inform the company of their postal address.

---

Stockholm in March 2018

The Board of Intrum Justitia AB (publ)

This information was submitted for publication, through the agency of the contact persons set out above, at 12.00 CET on 18.03.23.