

This document is a translation of the Articles of Association adopted in Danish as a matter of law. In case of any inconsistency, the text of the Danish document shall prevail.

ISS GLOBAL A/S  
CVR 21408395

## **ARTICLES OF ASSOCIATION**

### THE COMPANY'S NAME, REGISTERED OFFICE AND OBJECTS

#### Article 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 Global A/S)”,  
“ISS Europe A/S (ISS Global A/S)”  
“ISS Nordic A/S (ISS Global A/S)” and  
“ISS Asia A/S (ISS Global A/S)”.

The Company's registered office is located in the municipality of Copenhagen.

#### Article 2

The Company's object is to carry out service business and manufacturing business, including service activities, directly or through subsidiaries.

### THE COMPANY'S CAPITAL

#### Article 3

The Company's share capital amounts to DKK 160,000,000.00 (i.e. DKK one hundred and sixty million 00/100, divided into shares of DKK 1,000 or multiple hereof.

The share capital has been fully paid up.

#### Article 4

The shares shall be issued in the name of the holder and registered in the Company's register of shareholders where the names and addresses of the shareholders and the value of the shares shall be registered. The shares shall be non-negotiable instruments. Share certificates shall not be issued. Share certificates issued at a later point in time on the request of a shareholder shall bear a clear and conspicuous endorsement that the shares are non-negotiable instruments.

No special rights shall accrue to any share. No shareholder shall be under an obligation to allow his shares to be redeemed in whole or in part by the Company or any other party.

In the event share certificates be issued at a later point in time on the request of a shareholder, lost share certificates may be cancelled without judgment pursuant to applicable rules for non-negotiable instruments in force from time to time.

Yearly dividend shall be distributed to the shareholders at the address registered in the register of shareholders immediately after the annual general meeting provided that the audited annual report has been approved by the general meeting. Dividends not collected five years following the due date revert to the Company.

Until the date of the Company's annual general meeting in 2006, the Board of Directors shall be authorised to pass one or more resolutions on distribution of extraordinary dividends in accordance with sections 109 a and 110 of the Danish Public Companies Act.

## GENERAL MEETINGS

### Article 5

General meetings shall be held at the Company's registered office.

The annual general meeting shall be held within 5 months after the end of the financial year.

Extraordinary general meetings shall be held upon request from the Board of Directors, the auditors or the general meeting. Extraordinary general meetings shall be convened within 14 days when demanded in writing by shareholders holding one-tenth of the share capital for the transaction of specific business.

All general meetings shall be convened by the Board of Directors at not more than four weeks' and not less than eight days' notice by letter to each shareholder at the address registered in the shareholders register. The convening notice shall briefly state the agenda of the general meeting. Any proposals amending the Articles of Association shall be expressed in essence of the convening notice. The convening notice for general meetings at which resolutions shall be passed pursuant to section 79(1) or (2) of the Danish Public Companies Act shall, however, state the full wording of the proposal amending these Articles of Association.

Not later than eight days prior to any general meeting the agenda and the full text of any proposals, and with respect to the annual general meeting also the annual report with the directors' report and auditors' report attached, shall be made available for inspection by the shareholders at the Company's office.

The convening notice shall be submitted to the Company's employees if the employees have notified the Board of Directors pursuant to section 177(1)(ii) of the Danish Public Companies Act.

Any business to be considered at general meetings upon request from any shareholder shall be submitted in writing to the Board of Directors not later than five weeks prior to the convening of the general meeting.

## Article 6

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

1. Election of chairman of the meeting
2. Presentation of Directors' report
3. Presentation of the audited annual report for adoption
4. Resolution regarding application of the profits or covering of the losses according to the annual report adopted
5. Election of members to the Board of Directors and of deputy board members (if any)
6. Election of auditors
7. Potential proposals from the Board of Directors or shareholders

## CHAIRMAN

### Article 7

The proceedings at the general meeting shall be presided over by a chairman appointed by the general meeting. The chairman shall decide all procedural questions, voting issues and its outcome.

## AUTHORISATION AND VOTING RIGHTS

### Article 8

Each shareholder shall be entitled to attend and speak at general meetings.

Voting rights may be exercised by proxy, subject to presentation of a dated instrument of proxy. The authority to act as a proxy cannot be granted for a period exceeding one year.

Each share amount of DKK 1,000 shall entitle the holder to one vote.

At general meetings only resolutions proposed on the agenda may be passed.

Resolutions shall be passed by a simple majority of votes, unless specific rules on authorisation and majority are provided by law or by the Articles of Association. In the event of an equality of votes, the election of chairman, board members, auditors etc. shall be decided by lot.

All matters considered at general meetings shall be entered in the records to be signed by the chairman.

Resolutions may be passed without holding a general meeting or without complying with the rules of procedure for holding general meetings where all of the shareholders agree thereto. However, all resolutions passed shall be entered in the records of the Company.

## BOARD OF DIRECTORS AND BOARD OF MANAGEMENT

### Article 9

The Board of Directors elected by the general meeting shall consist of not less than three and not more than seven members. The Board of Directors shall elect its chairman.

The board members shall not be obliged to be shareholders.

All members of the Board of Directors shall retire each year at the annual general meeting. Members are eligible for re-election.

The general meeting may elect two deputy board members to substitute one or more of the board members elected by the general meeting.

### Article 10

The Board of Directors shall be responsible for the overall operations of the Company's affairs.

The Board of Directors shall form a quorum when more than half its members are present. In the event of an equality of votes, the chairman shall have the casting vote.

The chairman of the Board of Directors shall convene the meetings of the Board of Directors when deemed necessary by the chairman or when demanded by a member of the Board of Directors or a member of the Board of Management.

### Article 11

The Board of Directors shall appoint not less than one and not more than three members of the Board of Management and shall specify the terms governing the appointments. One or more members of the Board of Management may also serve as member(s) of the Board of Directors but shall never be eligible to be appointed chairman of the Board of Directors.

## POWER TO BIND THE COMPANY

### Article 12

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.

## THE ANNUAL REPORT AND AUDITING

### Article 13

The annual report of the Company shall be audited by one or two auditor(s) to be elected for one year at a time at the annual general meeting of the Company. At least one auditor shall be state-authorized or registered accountant.

### Article 14

The Company's financial year shall be the calendar year.

The first financial year shall be from the foundation of the Company on 1 October 1998 to 31 December 1999.

### Article 15

The annual report shall be prepared pursuant to the generally accepted accounting principles making the necessary provisions for depreciation provided by statute. The Board of Directors shall present proposals on the distribution of the profits, if any, to be adopted by the general meeting.

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As adopted at the extraordinary general meeting on 7 February 2006.

As Chairman:

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Tobias Linde