# Intrum Justitia AB (publ) Corporate identity no.: 556607-7581

Stockholm, Sweden, March 16, 2009 (page 1 of 1)

**Press Release** --- Intrum Justitia may be required to disclose the information provided herein pursuant to the Swedish Securities Markets Act and/or the Swedish Financial Instruments Trading Act. The information was provided for public release on Monday, March 16, 2009, at 07:00 a.m. CET.

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

# Notice of annual general meeting of shareholders in Intrum Justitia AB (publ)

The shareholders of Intrum Justitia AB (publ) are hereby given notice to attend the annual general meeting on Thursday, 16 April 2009, at 4.00 pm (CET) at Berns Salonger, the "Kammarsalen" room, Berzelii Park in Stockholm, Sweden. Coffee is served from 3.00 pm.

# Right to participate in the annual general meeting

- Shareholders wishing to participate in the annual general meeting must:
- be registered in the share register maintained by the Swedish Central Securities Depository (Sw. Euroclear Sweden AB (former VPC AB)) on Wednesday, 8 April 2009; and
- have notified their intention to participate in the annual general meeting not later than 4.00 pm (CET) on Wednesday, 8 April 2009 (regarding the notice, see below).

### Nominee-registered shares

In order to be entitled to participate in the annual general meeting, shareholders whose shares are nominee-registered through a bank or a security investment institute must ensure that the nominee temporarily registers the shares in the shareholder's own name in the share register maintained by Euroclear Sweden AB (former VPC AB). Shareholders wishing such re-registration must give their nominee notice thereof in ample time prior to Wednesday, 8 April 2009.

### **Notification etc**

Notifications for participation in the annual general meeting may be filed by e-mail agm@intrum.com, by fax +46 8 546 10 211, by telephone +46 8 546 10 250 or by mail to Intrum Justitia AB, "Årsstämma", SE-105 24 Stockholm, Sweden. The notification shall state the shareholder's name, personal identification/company registration number, shareholding, address, phone number (daytime) and information on (a maximum of two) potential assistants, and where applicable, information on representatives. Furthermore, the notification should include, where applicable, complete proof of authority such as certificates of registration and proxies.

Shareholders participating through a representative shall issue, in writing, a dated and signed proxy. If the proxy is issued by a legal entity, attested copies of the certificate of registration or equivalent authorisation documents shall be enclosed. The proxy and the certificate of registration must not be more than one year old. Original copies of proxies and certificates of registration should be sent by ordinary mail to the company at the address stated above in ample time prior to the annual general meeting. A proxy form can be obtained on the company's website, www.intrum.com.

Personal data obtained from notifications, proxies and the share register kept by Euroclear Sweden AB (former VPC AB) will be used for the necessary registration and preparation of the voting list for the annual general meeting.

### Number of shares and votes

There are in total 79,786,651 shares and votes in the company, including the company's holding of 250,000 own shares.



# Proposed agenda for the annual general meeting

- 1 Opening of the annual general meeting
- 2 Election of the chairman of the meeting
- 3 Preparation and approval of the voting list
- 4 Approval of the agenda
- 5 Election of one or two persons to sign the minutes
- 6 Determination as to whether the meeting has been duly convened
- 7 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 2008
- a) Speech by the managing directorb) Statement by the chairman of the board regarding the board's and the board committees' work
- 9 Resolution on the adoption of the profit and loss statement and balance sheet and the consolidated profit and loss statement and consolidated balance sheet
- 10 Resolution on appropriation of the company's profit according to the adopted balance sheet
- 11 Resolution on discharge of the members of the board and the managing director from liability for the administration of the company during the year 2008
- 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 of directors and fees to the auditor
- 14 Election of the board members and deputy board members as well as chairman of the board and deputy chairman of the board
- 15 Proposal for resolution regarding the nomination committee
- 16 Proposal for resolution regarding principles for remuneration and other terms of employment for key executives
- 17 Proposal regarding authorisation for the acquisition and sale of the company's own shares
- 18 Proposal for resolution regarding amendment of the articles of association
- 19 Closing of the annual general meeting

### Proposed resolutions

# A. Proposals by the nomination committee

In accordance with a resolution passed at the annual general meeting 2008, the chairman of the board formed a nomination committee at the end of the third quarter of 2008, by convening the five largest shareholders of the company. The nomination committee consists of Christer Gardell (chairman), appointed by Cevian Capital, Hannes J Hafstein, appointed by NBI hf, KG Lindvall, appointed by Swedbank Robur Fonder, Anders Oscarsson, appointed by SEB Funds and Carl Rosén, appointed by Second Swedish National Pension Fund. Lars Lundquist, chairman of the board, has been co-opted into the nomination committee.

Shareholders representing approximately 35.6 per cent of the total votes and shares in the company have informed that they support the nomination committee's proposal.



Chairman of the meeting, number of board members, remuneration and fees and election of the board of directors

Item 2 Lars Lundquist is proposed to be appointed chairman of the meeting.

- Item 12 The number of board members is proposed to be seven (7) with no deputy board members.
- Item 13 The remuneration to the board of directors is proposed to remain unchanged and amount to a total of SEK 2,550,000, of which SEK 750,000 shall be paid to the chairman of the board and SEK 300,000 to each of the other board members. In addition, it is proposed that a remuneration amounting to in total SEK 540,000 shall be attributed to committee work, whereof the chairman of the audit committee shall receive SEK 150,000 and the other two audit committee members SEK 75,000 each. The remaining SEK 240,000 is proposed to be distributed equally among the altogether six members of the remuneration and investment committees.

Fees to the auditor are proposed to be paid in accordance with approved invoices.

Item 14 It is proposed to re-elect the board members Matts Ekman, Helen Fasth-Gillstedt, Lars Förberg, Bo Ingemarson and Lars Lundquist, all for the period until the conclusion of the next annual general meeting.

> It is proposed to elect Charlotte Strömberg and Fredrik Trägårdh as new board members, both for the period until the conclusion of the next annual general meeting.

Charlotte Strömberg is CEO of Jones Lang LaSalle Holding AB with Sweden and the other Nordic countries as her geographical responsibility. She is a Director of Gant Company AB and of the Fourth Swedish National Pension Fund (AP4). Previously, Ms. Strömberg has held positions as Head of Investment Banking Sweden and Head of Equity Capital Markets at Carnegie Investment Bank AB (1997-2005) and as Senior Project and Account Manager in Corporate Finance at Alfred Berg, ABN Amro (1986-1997). Ms. Strömberg holds a M.Sc. from the Stockholm School of Economics.

Fredrik Trägårdh is the Chief Executive Officer of Net Insight AB. He was formerly the company's Chief Financial Officer. 1996-2002, Mr. Trägårdh was Senior Vice President and Head of Group Finance at DaimlerChrysler Rail Systems GmbH, Berlin, Germany. 1985-1996, Mr. Trägårdh held several management positions within ABB Financial Services in Sweden and Switzerland. Mr. Trägårdh holds a B.Sc. in Business Administration and International Economics from Gothenburg School of Economics.



It is proposed to re-elect Lars Lundquist as chairman of the board and to re-elect Bo Ingemarson as deputy chairman of the board, both for the period until the conclusion of the next annual general meeting.

It is noted that at the annual general meeting 2008, the accounting firm KPMG AB, presently with Carl Lindgren as the auditor in charge, was elected auditor for the time up to the end of the annual general meeting of shareholders to be held during the fourth financial year after the election of the auditor.

# The nomination committee

Item 15

The nomination committee proposes that the procedure for appointing a nomination committee substantially shall remain the same in relation to the previous year and proposes that the meeting resolves upon principles substantially in accordance with the following:

that the chairman of the board shall convene the five largest shareholders of the company at the end of the third quarter of the year, based on the number of votes held at this time, 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;

**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, 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 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 6 months before the annual general meeting in 2010;

**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 requirements of the Swedish Code of Corporate Governance, the nomination committee shall present a motivated 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 in 2010 for resolution:

- a) proposal for the chairman of the annual general meeting
- b) proposal for the number of board members
- c) proposal for board members
- d) proposal for chairman of the board and vice chairman of the board (where applicable)
- e) proposal for election of auditors (where applicable)
- f) proposal for fees to the chairman of the board, to each of the other members of the board and the auditor's fees
- g) proposal for remuneration for committee work, to the chairman of the relevant committee and to each of the other members of the committee; and
- h) proposal for the criteria to be used in electing a new nomination committee.

## B. Proposals by the board of directors

#### Disposition of profit

Item 10 The board of directors and the managing director propose that the earnings at the disposal of the annual general meeting, consisting of share premium reserve of SEK 371,788,254, fair value reserve of SEK -754,869,940, retained earnings of SEK 339,764,458 and the profit for the year of SEK 4,419,438,329, in total amounting to SEK 4,376,121,101, are appropriated so that SEK 3.50 per share, in total not more than SEK 279,106,278, is distributed to the shareholders and that the remaining balance of not less than SEK 4,097,014,823 is carried forward. As record day for the dividend, the board proposes Tuesday, 21 April 2009. If the annual general meeting resolves in accordance with the proposal, the dividend is estimated to be paid out via Euroclear Sweden AB (former VPC AB) on Friday, 24 April 2009.

# Principles for remuneration and other terms of employment for key executives

Item 16 The board proposes that the principles shall be applied for the time up until the annual general meeting 2010 and that the annual general meeting approves the principles. The proposal has been prepared by the board and the remuneration committee of the board. The proposal entails substantially the following.

> The total remuneration is based upon four main components; base salary, short-term variable salary programmes, long-term variable salary programmes and pension.

The base salary depends on the complexity of work and the individual's work performance, experience and competence.

Short-term variable salary programmes are based on achievement of certain predetermined goals, individual and general, qualitative and



quantitative, to be agreed in writing with the individual. Short-term variable salary programmes are set for one year at a time and shall be capped either at a certain percentage of the base salary or a fixed maximum amount. Profitability based objectives and discretionary based objectives related to the ongoing strategy transformation are examples of objectives used. The one-year variable part of the salary contributes to decrease the share of fixed costs and to focuse the efforts on fields of activity that the board wants to prioritise.

The aim of Intrum Justitia's long-term variable salary programmes is to stimulate the participants, whose efforts are deemed to have a direct impact on the company's result, profitability and value growth, to further increased efforts, by aligning their long-term interests and perspectives with those of the shareholders, as well as to decrease the share of fixed costs. The intention is to create a commitment to Intrum Justitia, to strengthen the overall perspective on Intrum Justitia and to offer the participants an opportunity to take part in Intrum Justitia's long-term success and value creation. Long-term variable salary programmes shall be performance-based. The estimated value at the time of implementation of the programmes shall amount to a maximum of 50 per cent of participants' current annual base salary. The long-term variable part of the salary contributes to make the salaries more competitive in market conditions where the competition of personnel is most intense.

The board recommends that all members of the group management team, within five years from joining the group management team, should hold shares or vested share-related instruments in the company corresponding to half their annual net salary after taxation.

The pension plan may be defined benefit-based or defined contribution-based and shall be inviolable. As a main principle, new pension plans shall be defined contribution-based. The size of pensionable salary is capped.

At termination of employment by the company, severance pay of between 12 and 24 months' salary is normally paid.

The board shall have the possibility to deviate from the approved principles if special reasons exist in an individual case.

# Authorisation for the acquisition and sale of the company's own shares

Item 17

The board proposes that the meeting resolves to authorise the board to decide on the acquisition and sale on the exchange of the company's own shares for the performance-based share program for 2008 substantially in accordance with the following:

 A maximum of 250,000 shares may be acquired and sold on the NASDAQ OMX Stockholm; the company's holding of own shares may however at any time not exceed 250,000 shares, which corresponds to less than ten per cent of the total number of shares in the company.



- 2. The authorisation may be utilised on one or more occasions, however not longer
  - than until the 2010 annual general meeting.
- Acquisition and sale of shares may only take place at a price within the price interval at any time recorded on the NASDAQ OMX Stockholm, and this shall refer to the interval between the highest buying price and the lowest selling price.

There is a requirement for a resolution to be passed in accordance with the board's proposal that the resolution of the meeting is supported by shareholders representing at least 2/3 of both the votes cast and of the shares represented at the meeting.

### Amendment of the articles of association

Item 18 The board proposes that the annual general meeting resolves that Section 10, first and second paragraphs, in the articles of association be discarded and substituted by the following: *"Notice of a general meeting shall be published in the Swedish Official Gazette (Post- och Inrikes Tidningar) as well as on the company's website. At the time of the notice, an announcement informing that the notice has been issued shall be published in Svenska Dagbladet."* The annual general meeting's resolution to amend Section 10 in accordance with the above shall be conditional upon that an amendment to the summons procedure for general meetings in the Swedish Companies Act has come into force, entailing that the proposed wording above is in conformity with the Swedish Companies Act.

> There is a requirement for a resolution to be passed in accordance with the board's proposal that the resolution of the meeting is supported by shareholders representing at least 2/3 of both the votes cast and of the shares represented at the meeting.

The annual report and the auditor's report for the financial year 2008, the board of directors' statement regarding distribution of profits (item 10), the nomination committee's complete proposal regarding item 15, the board of director's complete proposals regarding items 16 and 17, and the auditor's statement whether the board of directors' guidelines for remuneration to key executives have been applied will not later than 2 April 2009 be held available at the company's office at Marcusplatsen 1A in Nacka, Sweden, and on the company's website, and will be sent by to the shareholders who request this and who inform the company of their postal address.

### Stockholm in March 2009

The board of directors of Intrum Justitia AB (publ)

Intrum Justitia is Europe's leading Credit Management Services (CMS) group, with revenues of approximately SEK 3.7 billion and 3,300 employees in 24 markets. Intrum Justitia offers services designed to measurably improve clients' cash flows and long-term profitability. Intrum Justitia AB is listed on the Nordic Exchange, Mid Cap list. For further information, please visit www.intrum.com