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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 Wednesday 22 April 2015, at 3.00 p.m. at Operaterassen, Karl XII:s torg, Stockholm, Sweden. Coffee is served from 2.00 p.m.

Participation

Shareholders who wish to participate at the Annual General Meeting shall

- be recorded as shareholders in the register of shareholders maintained by Euroclear Sweden AB (the Swedish Central Securities Depository) on Thursday, 16 April 2015, *and*
- notify the company of their intention to participate in the Meeting no later than on Thursday, 16 April 2015.

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

- name
- personal identity number / registration number
- address
- 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.

Shareholders whose shares are nominee-registered shall, in order to participate at Annual General Meeting, temporarily register the shares in the shareholder's own name. Such registration shall be effected by Euroclear Sweden AB not later than on Thursday, 16 April 2015. This means that shareholders who wish to make such registration must notify the nominee well in advance of 16 April 2015.

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 77,360,944 shares and votes in the company at the time of the notice. At the day of adoption of the notice the company held 3,854,910 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 Boards' 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 2014
- 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 2014
- 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 2016
- 17 Resolution regarding guidelines for remuneration and other terms of employment for key executives
- 18 Amendment to the Articles of Association
- 19 Proposal by the Board to
 - a) Reduce the share capital by way of cancellation of repurchased own shares
 - b) Increase the share capital by way of a bonus issue
- 20 Authorisation for the Board to resolve on acquisition and transfer of own shares
- 21 Conclusion of the Meeting

Nomination Committee

The company's Nomination Committee consist of:

- | | |
|-------------------------------|-----------------------|
| - Johan Strandberg (Chairman) | SEB Fonder |
| - Mats Gustafsson | Lannebo Fonder |
| - Frank Larsson | Handelsbanken Fonder |
| - Anders Oscarsson | AMF & AMF Fonder |
| - Håkan Berg | Swedbank Robur Fonder |

Lars Lundquist, Chairman of the Board, has been co-opted into the Nomination Committee.

Proposals by the Nomination Committee

Item 2 Lars Lundquist is proposed to be appointed Chairman of the Meeting.

Item 12 The board is proposed to consist of seven (7) Board Members with no Deputy Board Members.

Item 13 The remuneration to the Board and for Committee work (to Members elected by the AGM) is proposed to amount to a total of SEK 3,605,000 (3,520,000) and distributed as follows:

- SEK 865,000 to the Chairman of the Board (840,000)
- SEK 360,000 to each of the other Board Members (350,000)
- SEK 170,000 to the Chairman of the Audit Committee (unchanged)
- SEK 85,000 to each of the other two Members of the Audit Committee (unchanged)
- SEK 80,000 to each of the three 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 Lars Lundquist, Matts Ekman, Charlotte Strömberg, Synnöve Trygg, Fredrik Trägårdh and Magnus Yngen and to elect Ragnhild Wiborg, all for the period until the conclusion of the next Annual General Meeting.

Joakim Rubin has declined re-election.

The Nomination Committee further proposes to re-elect Lars Lundquist as Chairman of the Board for the period until the conclusion of the next Annual General Meeting.

Item 15 It is proposed to re-elect the accounting firm Ernst & Young AB, with the authorised auditor Erik Åström as the auditor in charge, 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 2016 and regarding the work for the Nomination Committee substantially 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 at the end of August that request to appoint one Member each to the Nomination Committee to appoint its respective Member. If so requested, the Nomination Committee shall have the right to co-opt one additional Member.

that the Nomination Committee's work shall be chaired by one of its Members. Not more than two of the Nomination 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 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 2016;

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 Corporate Governance Code, the Nomination Committee shall on the company's website present a motivated statement with respect to their proposal regarding Board composition in connection with the issue of notice to General Meeting; and

that the Nomination Committee shall prepare proposals in the below listed matters to be presented to the Annual General Meeting in 2016 for resolution:

- proposal for chairman of the Annual General Meeting,
- proposal for number of Board Members,
- proposal for Board Members,
- proposal for Chairman of the board,
- proposal for auditor,
- proposal for remuneration to the Chairman of the Board, to each of the other Board Members and fee to the auditor,
- proposal for compensation for Committee work, to the Chairman of the relevant Committee and to each of the Committee's other Members, and
- proposal for principles regarding electing a new Nomination Committee and the Nomination Committee's work.

Proposals by the Board

Item 10 Resolution on appropriation of profit

The Board and the Managing Director propose that the profits at the disposal of the Annual General Meeting, consisting of share premium reserve of SEK 111,255,873, fair value reserve of SEK -985,733,646, accumulated profits of SEK 2,236,109,083 and the result for the year of SEK 83,105,804 in total amounting to SEK 1,444,737,114 is appropriated so that SEK 7.00 per share, corresponding to in total SEK 514,542,238 ¹ is distributed to the

¹ Calculated on 73,506,034 shares (the company's own shares not included). The amount will be adjusted due to the ongoing repurchase program. The final amount will be included in the Board's complete proposal, which will be held available on the company's website no later than three weeks prior to the Meeting.

shareholders and that the remaining balance corresponding to SEK 930,194,876² is carried forward.

As record day for the dividend, Friday, 24 April 2015 has been proposed. If the Annual General Meeting resolves in accordance with the proposal, the dividend is estimated to be paid out via Euroclear Sweden AB on Wednesday, 29 April 2015.

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

The Board proposes that the guidelines are approved by the Meeting to apply for the time up until the Annual General Meeting 2016. The complete proposal is processed by the Board and the Remuneration Committee of the Board and will be held available on the company's website no later than April 1, 2015.

The total remuneration shall be competitive in every market where Intrum Justitia is active, so that competent and skilful employees can be attracted, motivated and retained. New pension plans shall be defined contribution-based and the size of the pensionable salary shall be capped.

The cost for short-term variable salary programmes to the Managing Director and other key executives in 2015 is estimated not to exceed SEK 12.2 million, excluding social security charges.

Item 18 Amendment to the Articles of Association

The board proposes that the Annual General Meeting resolves to amend the Articles of Association with the effect:

- that the share capital shall be not less than SEK 1,300,000 and not more than SEK 5,200,000,
- that the number of shares shall be no less than 65,000,000 and no more than 260,000,000,
- the company shall only have one class of shares (the unutilized possibility to issue 10,000,000 shares of series C with limited voting rights is thus proposed to be deleted), and
- that General Meetings may also be held in the municipality of Nacka.

A 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 Meeting.

Item 19 Reduction of the share capital by way of cancellation of repurchased own shares and increase of the share capital by way of a bonus issue

a) Reduction of the share capital by way of cancellation of repurchased own shares

² Calculated on 73,506,034 shares (the company's own shares not included). The amount will be adjusted due to the ongoing repurchase program. The final amount will be included in the Boards complete proposal, which will be held available on the company's website no later than three weeks prior to the Meeting.

The Board proposes that the Meeting resolves to reduce the company's share capital with a total of not more than SEK 77,099³. The reduction shall be made by cancellation of not more than 3,854,910³ shares repurchased by the company by virtue of the authorisation granted by the Annual General Meeting 2014 (the reduction relates to all own shares that the company will have repurchased as of 31 March 2015) to be transferred to a fund to be used as decided by the Meeting. The exact reduction amount and number of shares proposed to be cancelled will be presented in the complete proposal which will be held available not later than 1 April 2015.

The resolution regarding reduction of the share capital requires an amendment of the Articles of Association.

b) Increase of the share capital by way of bonus issue

With the purposes to restore the share capital after the proposed reduction of the share capital as set out above and for adjustment of the share's quota value, the Board proposes that the annual general meeting simultaneously resolves to increase the share capital by way of a bonus issue with an amount corresponding to not less than the amount the share capital is reduced with by way of cancellation of shares as set out in a) above. No new shares shall be issued in connection with the bonus issue. The exact increase amount will be presented in the complete proposal which will be held available not later than 1 April 2015.

The Board of Directors or the person appointed by the Board shall be entitled to make such minor adjustments to the above resolutions as may be required to register the resolutions with the Swedish Companies Registration Office or Euroclear Sweden AB and to take the measures required to execute the resolutions.

Resolutions by the Meeting in accordance with item 19a) – b) above shall be adopted as a joint resolution. A 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 Meeting.

Item 20 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 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

³ The amount will be adjusted due to the ongoing repurchase program. The final amount will be included in the Boards complete proposal, which will be held available on the company's website no later than three weeks prior to the Meeting.

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.

A 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 Meeting.

Accounts and auditor's report for the financial year 2014, the Nomination Committee's complete proposals regarding items 14, 15 and 16, the Board's complete proposals regarding items 17, 18, 19 and 20, the Board's motivated statements in accordance with Chapter 18, Section 4 and Chapter 19, Section 22 of the Swedish Companies Act, the Board's statement in accordance with Chapter 20, Section 13 of the Swedish Companies Act and the auditor's statements in accordance with Chapter 20, Section 14 and 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 1 April 2015 be held available at the company at Hesselmans Torg 14 in Nacka, Sweden, on the company's website 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 2015

The Board of Intrum Justitia AB (publ)