



Company announcement

Copenhagen, 12 March 2015

No. 3/2015

THE SECURITIES DESCRIBED HEREIN HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED, AND MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES ABSENT REGISTRATION OR AN APPLICABLE EXEMPTION FROM REGISTRATION REQUIREMENTS.

Accelerated bookbuilt offering of up to 35,782,993 existing shares in ISS A/S by FS Invest II S.à r.l.

ISS A/S (ISS.CO, ISS DC), a global leading facility services provider, has just been informed by FS Invest II S.à r.l. of the launch of an accelerated bookbuilt offering to institutional investors (the “Transaction”) of up to 35,782,993 existing shares in ISS A/S, equivalent to up to 19.3% of the share capital and voting rights in ISS A/S. FS Invest II S.à r.l. is a wholly owned subsidiary of FS Invest S.à r.l. (FS Invest S.à r.l. is owned and controlled by the EQT Funds (funds known as EQT III and EQT IV together with parallel co-investment vehicles or schemes managed by EQT, being the general partners and managers of the EQT branded funds) and certain funds advised by affiliates of The Goldman Sachs Group, Inc.).

A further notice will be given following completion of the bookbuilding and pricing of the Transaction.

Assuming all the shares available in the Transaction are sold, FS Invest II S.à r.l. will no longer hold any shares in ISS A/S.

It is expected that ISS A/S will place an order of 1,000,000 shares in the Transaction to be held in treasury for purposes of covering its obligations under existing share-based incentive plans.

ISS A/S will not receive any proceeds from the Transaction.

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WITH RESPECT TO THE MEMBER STATES OF THE EUROPEAN ECONOMIC AREA WHICH HAVE IMPLEMENTED DIRECTIVE 2003/71/EC AS AMENDED (TOGETHER WITH ANY APPLICABLE IMPLEMENTING MEASURES IN ANY MEMBER STATE, THE "PROSPECTUS DIRECTIVE") (EACH A "RELEVANT MEMBER STATE"), NO ACTION HAS BEEN UNDERTAKEN OR WILL BE UNDERTAKEN TO MAKE AN OFFER TO THE PUBLIC OF THE SECURITIES REFERRED TO HEREIN REQUIRING A PUBLICATION OF A PROSPECTUS IN ANY RELEVANT MEMBER STATE. AS A RESULT, THESE SECURITIES MAY ONLY BE OFFERED OR SOLD IN ANY RELEVANT MEMBER STATE PURSUANT TO AN EXEMPTION UNDER THE PROSPECTUS DIRECTIVE.

THIS NOTICE IS ONLY ADDRESSED TO, AND DIRECTED AT, PERSONS IN MEMBER STATES OF THE EUROPEAN ECONOMIC AREA WHO ARE "QUALIFIED INVESTORS" WITHIN THE MEANING OF ARTICLE 2(1)(E) OF THE PROSPECTUS DIRECTIVE ("QUALIFIED INVESTORS").

IN THE UNITED KINGDOM, THIS NOTICE IS DIRECTED ONLY AT, QUALIFIED INVESTORS (I) WHO ARE PERSONS HAVING PROFESSIONAL EXPERIENCE IN MATTERS RELATING TO INVESTMENTS WHO FALL WITHIN THE DEFINITION OF "INVESTMENT PROFESSIONALS" IN ARTICLE 19(5) OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 (FINANCIAL PROMOTION) ORDER 2005, AS AMENDED (THE "ORDER"), OR (II) PERSONS WHO ARE HIGH NET WORTH ENTITIES FALLING WITHIN ARTICLE 49(2) OF THE ORDER, AND OTHER PERSONS TO WHOM IT MAY LAWFULLY BE COMMUNICATED ("RELEVANT PERSONS"). UNDER NO CIRCUMSTANCES SHOULD PERSONS WHO ARE NOT RELEVANT PERSONS RELY OR ACT UPON THE CONTENTS OF THIS NOTICE. ANY INVESTMENT OR INVESTMENT ACTIVITY TO WHICH THIS NOTICE RELATES IN THE UNITED KINGDOM IS AVAILABLE ONLY TO, AND WILL BE ENGAGED ONLY WITH, RELEVANT PERSONS.

IN DENMARK, THIS NOTICE IS DIRECTED ONLY AT PERSONS WHO ARE QUALIFIED INVESTORS.

About ISS

The ISS Group was founded in Copenhagen in 1901 and has grown to become one of the world's leading Facility Services companies. ISS offers a wide range of services such as: Cleaning, Catering, Security, Property and Support Services as well as Facility Management. Global revenue amounted to DKK 74.1 billion in 2014 and ISS has more than 510,000 employees and activities in more than 75 countries across Europe, Asia, North America, Latin America and Pacific, serving thousands of both public and private sector customers. For more information on the ISS Group, visit www.issworld.com.