

Notice of Annual General Meeting in Transcom WorldWide AB (publ)

Press release

Stockholm, 23 March 2016

2016-03-23

The shareholders of Transcom WorldWide AB (publ), reg. no. 556880-1277, (the "Company" or "Transcom") are hereby invited to the annual general meeting on Thursday 28 April 2016 at 10.00 at Rålambsvägen 15 in Stockholm.

Right to attend the annual general meeting and notification

Shareholders who wish to attend the annual general meeting must:

- i) be registered in the share ledger maintained by Euroclear Sweden AB on the record day, which is on Friday 22 April 2016. Shareholders whose shares are registered in the name of a nominee must no later than on Friday 22 April 2016 temporarily register the shares in their own name in order to be entitled to participate at the general meeting;
- ii) notify the Company of their intention to attend the general meeting no later than on Friday 22 April 2016. Notice of participation shall be sent by e-mail to agm@transcom.com or by regular mail to Transcom WorldWide AB, Box 34220, 100 26 Stockholm (kindly mark the envelope "AGM"). Upon notification, the shareholders should state their full name, personal identification number or registration number, address and telephone number, and, where applicable, details of representatives, proxy holders and advisors. A shareholder who wishes to be represented by proxy should, well before the meeting, provide the Company with a written and dated proxy. If the proxy is issued by a legal entity, a certified copy of the registration certificate or corresponding document shall be enclosed.

Proposed agenda

1. Election of chairman of the general meeting.
2. Preparation and approval of voting list.
3. Approval of the agenda.
4. Election of one or two persons who shall approve the minutes of the meeting.
5. Determination of whether the general meeting was duly convened.
6. Presentation of the business activities in the Transcom group.
7. Submission of the annual report and the auditors' report as well as the consolidated financial statements and the auditors' report for the group.

8. Resolutions regarding the adoption of the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet.
9. Resolutions regarding allocation of the Company's profits or losses in accordance with the adopted balance sheet.
10. Resolutions regarding discharge of the members of the board of directors and the managing director from liability.
11. Determination of the number of members of the board of directors and number of auditors.
12. Determination of fees for members of the board of directors and auditors.
13. Election of the members and the chairman of the board of directors and of auditors.
14. Adoption of procedures for establishment of a nomination committee.
15. Adoption of guidelines for remuneration to senior executives.
16. Resolution regarding long term share based incentive program (LTIP 2016).
17. Conveyance of shares under the LTIP 2016 by inter alia share issuance.
 - A. Issuance of new shares of series C.
 - B. Reduction of the Company's share capital.
 - C. Repurchase of shares of series C.
 - D. Approval of transfer of the Company's own ordinary shares.
18. Closing of the meeting.

Proposals for resolutions

Item 1: Election of chairman of the general meeting

The Nomination Committee proposes that Carl Svernlöv, attorney at law, at Baker & McKenzie Advokatbyrå KB is appointed as chairman of the general meeting.

Item 9: Resolutions regarding allocation of the Company's profits or losses in accordance with the adopted balance sheet

The board of directors proposes a dividend of SEK 1.75 per ordinary share, and further, that the record date for dividend should be 2 May 2016. With this record date, the dividend is scheduled to be sent out by Euroclear Sweden AB on 6 May 2016.

Items 11-13: Determination of the number and election of members of the board of directors and auditors, as well as determination of fees for members of the board of directors and auditors

The Nomination Committee proposes that the board shall consist of six directors and no deputy directors. The Nomination Committee further proposes that the number of auditors shall be one registered accounting firm.

The Nomination Committee proposes that the remuneration is to be unchanged from the previous year and shall be paid to the board of directors and the members of the established committees in the following amounts:

- EUR 95,000 to the chairman of the board of directors;
- EUR 43,000 to each of the other directors of the board;
- EUR 16,000 to the chairman of the audit committee;
- EUR 7,000 to each of the other members of the audit committee;
- EUR 5,000 to the chairman of the remuneration committee; and
- EUR 3,000 to each of the other members of the remuneration committee.

The Nomination Committee proposes that the auditor shall be entitled to a fee in accordance with approved invoice.

The Nomination Committee proposes the re-election of Henning Boysen, Mikael Larsson, Klas Johansson, Fredrik Cappelen and Per Frankling as directors of the board, and to re-elect Henning Boysen as the Chairman of the board. Alexander Izosimov has declined re-election and the Nomination Committee proposes that Liselotte Hågertz Engstam is elected as new director of the board.

The Nomination Committee proposes the re-election of Ernst & Young Aktiebolag as the Company's auditor for a period of four years in accordance with § 6 in the Company's articles of association, with John Erik Åström as the main responsible auditor.

Information regarding the new proposed director Liselotte Hågertz Engstam

Born: 1960

Nationality: Swedish

Independence: Independent in relation to both the company, its management and in relation to the company's major shareholders.

Direct or related person ownership in Transcom: 0

Liselotte Hågertz Engstam is a current board member of Knowit Aktiebolag (publ), Zalaris AS and GAIA Leadership. She also serves as chairman of the board of directors of Digoshen AB. In addition Liselotte Hågertz Engstam is also a partner at Stockholms Affärsänglar AB, is active as a startup coach at Chalmers University of Technology and a recurring lecturer at StyrelseAkademin. Previously a member of the board of directors of Moment Projektkonsult AB, vice president and head of Nordic region of HCL Technologies as well as for a period of over 16 years holding various positions at IBM. Liselotte Hågertz Engstam holds an MSc in Civil Engineering from Chalmers University of Technology.

Item 14: Adoption of procedures for establishment of a nomination committee

The Nomination Committee has proposed that the annual general meeting shall adopt principles for appointing the Nomination Committee in accordance with the following:

The work of preparing proposals to the 2017 Annual General Meeting regarding the board of directors and auditor, in the case that an auditor should be elected, and their remuneration,

Chairman of the Annual General Meeting and the procedure for the Nomination Committee shall be performed by the Nomination Committee.

The Nomination Committee will be formed during October 2016 in consultation with the largest shareholders of the Company as per 30 September 2016. The Nomination Committee will consist of at least three members appointed by the largest shareholders of the Company, (that have wished to appoint a member). The members of the Committee will appoint the Committee Chairman at their first meeting.

The Nomination Committee is appointed for a term of office commencing at the time of the announcement of the interim report for the period January – September 2016 and ending when a new Nomination Committee is formed. If a member resigns during the Committee term, the Nomination Committee can choose to appoint a new member. The shareholder that appointed the resigning member shall be asked to appoint a new member, provided that the shareholder still is one of the largest shareholders in the Company. If that shareholder declines participation on the Nomination Committee, the Committee can choose to ask the next largest qualified shareholder to participate. If a large qualified shareholder reduces its ownership, the Committee can choose to appoint the next largest shareholder to join. In all cases, the Nomination Committee reserves the right to reduce its membership as long as the number of members remains at least three.

The Nomination Committee shall have the right to upon request receive personnel resources such as secretarial services from the Company, and to charge the Company with costs for recruitment consultants and related travel if deemed necessary.

Item 15: Adoption of guidelines for remuneration to senior executives

Upon recommendation of the remuneration committee, the board of directors proposes that the annual general meeting resolves to adopt the guidelines for remuneration to senior executives substantially in accordance with the following:

These guidelines apply to remuneration for senior executives within the group which currently include eight members of the executive management of Transcom (“**Senior Executives**”), as well as members of the board of directors to the extent they are remunerated outside their directorship.

The total amount of remuneration granted directly or indirectly by Transcom to the Senior Executives is fully described in the Notes to the consolidated financial statements of Transcom, as disclosed in its Annual Report for 2015 which will be made available on Transcom’s website, www.transcom.com.

The remuneration to the Senior Executives shall consist of fixed salary, variable salary as well as the possibility to participate in long-term incentive programs. These components shall create a well-balanced remuneration which reflects individual performance and which offers a competitive remuneration package adjusted to conditions on the market.

The fixed salary and the bonus percentage may vary amongst Senior Executives according to their level of responsibility or seniority.

The level of variable salary shall be in accordance with market practice and shall depend on the level of responsibility and seniority and shall be calculated according to a combination of results achieved and individual performances. The maximum bonus entitlement is capped at 80 % of the fixed annual salary.

Other benefits shall only constitute of a limited amount in relation to the total remuneration and shall correspond to local practice.

In the event of notice of termination of employment being served by Transcom, there is entitlement to salary during such notice period according to law governing the respective employment relationship.

The Senior Executives shall be entitled to pension commitments based on those that are customary in the country in which they are employed. The maximum pension commitment shall not exceed 30 % of the fixed annual salary. Pension commitments will be secured through premiums paid to insurance companies.

Members of the board of directors, elected at shareholders' meetings, receive a fixed fee for their services. The board of directors may in exceptional cases receive a fee for services performed within their respective areas of expertise and outside of their duties on the board of directors. (No such fees have been paid out in 2015). Compensation for these services shall be paid on market terms and be approved by the board of directors.

In special circumstances, the board of directors may deviate from the above guidelines. In such case, the board of directors is obligated to give account for the reason for the deviation on the following annual general meeting of shareholders.

The board of directors' view is that the remuneration to the CEO and the other members in the executive management strikes an appropriate balance between motivating the members of the executive management and achieving a well-balanced competitive compensation that aligns the members' incentives with the interests of Transcom and the shareholders.

Item 16: Resolution regarding long-term incentive program

Upon recommendation of the Remuneration Committee, the board of directors proposes that the annual general meeting resolves on a long term share based incentive plan (LTIP 2016) in accordance with the below. The purpose of the LTIP 2016 is to allow the Company to attract senior executives in order to ensure a stable leadership team, to encourage members of the existing leadership team selected to stay with Transcom group, and to encourage the executives to drive shareholder value. Linking the employee's remuneration to the Company's result and value creation will promote continued loyalty to the Company and thereby long-term value. The proposed LTIP 2016 has a similar structure, although slightly revised, as the LTIP that was adopted at the Company's annual general meeting in 2015.

Participants in LTIP 2016

The LTIP 2016 comprises not more than eight employees consisting of senior executives and certain key employees within the Transcom Group, divided into two categories (the "**Senior Executives**"). The first category comprises the CEO and the second category comprises seven other Senior Executives.

The personal investment, allotment of Share Rights and Vesting Period

To participate in the LTIP 2016, a Senior Executive must own ordinary shares in the Company ("**Investment Shares**") and allocate these to the LTIP 2016. These Investment Shares can either be ordinary shares already held (provided that they have not already been allocated to an on-going incentive plan) or ordinary shares purchased for the purpose to participate in the LTIP 2016. The participants are offered to allocate, as a maximum, such number of Investment Shares to the LTIP 2016 that is equal to ten per cent of their respective annual base salary for 2016. If the Senior Executive has insider information which prevents him/her from purchasing ordinary shares in the Company in connection with the notification to participate in the LTIP 2016 the ordinary shares shall be purchased as soon as possible, but prior to the next annual general meeting. The Senior Executives will, free of charge, be granted a certain number of share rights (each a "**Share Right**") per Investment Share. The Share Rights will be granted to the Senior Executive following the annual general meeting 2016 in connection with, or shortly thereafter, an agreement is made between the Senior Executive and the Company concerning participation in the LTIP 2016. Each Share Right will, free of charge, if vested, entitle to one

ordinary share in the Company. Allotment of ordinary shares under the LTIP 2016 shall be made following the AGM held in 2019. The time period that runs from the date the incentive plan agreement is entered into, and which ends on the day of the annual general meeting 2019, is referred to as the “**Vesting Period**”.

Conditions for Share Rights

The Share Rights are divided into Series A Rights, Series B Rights and Series C Rights. Vesting of these Share Rights is dependent on the degree of fulfillment of certain financial and operational performance conditions during the measurement period 1 January 2016 – 31 December 2018 (the “**Measurement Period**”).

The financial and operational performance conditions relate to:

- Series A: The total shareholder return (“**TSR**”) of the Company’s ordinary shares during the Measurement Period >0 per cent. Each Investment Share entitles to 1.0 Share Right of Series A.
- Series B: The normalized earnings before interest and tax (“**EBIT**”) margin during the Measurement Period. Each Investment Share entitles to a maximum of 4.0 Share Rights of Series B for the CEO and a maximum of 3.0 Share Rights of Series B for the other Senior Executives.
- Series C: The average normalized earnings per share (“**EPS**”) of the Company’s ordinary shares during the Measurement Period. Each Investment Share entitles to a maximum of 3.0 Share Rights of Series C for the CEO and a maximum of 2.25 Share Right of Series C for the other Senior Executives.

The number of ordinary shares that will be allotted based on the Share Rights of Series B and Series C will depend on the level of fulfillment of two performance targets, one of which relates to the Company’s EBIT margin and the other to the Company’s EPS. A minimum level and a maximum level for each of the performance targets have been established by the board of directors. Where the level of fulfilment is between the minimum and maximum levels, allotment will occur on a linear basis within the three levels as described below.

- The minimum level is set at 80 per cent of target and entitles to 10 per cent of the Share Rights for the respective target.
- Target achievement entitles to 60 per cent of Share Rights.
- The maximum level is 110 per cent of target and entitles to 100 per cent of the rights for respective target.

Further, the following conditions shall apply for all Share Rights:

- The Share Rights are granted free of charge.
- Entitlement to ordinary shares (based on Share Rights) is further conditional upon the Senior Executive remaining employed by the Transcom group and that all his/her Investment Shares are retained under the LTIP 2016 during the Vesting Period.
- The Senior Executives are not entitled to transfer, pledge or dispose of the Share Rights or exercise any shareholders’ rights regarding the Share Rights during the Vesting Period.
- So-called “good leaver” and “bad leaver” provisions will be agreed with the Senior Executives, tailored to incentivize the Senior Executives to stay with Transcom group.

- The number of ordinary shares that may be allotted will be subject to recalculation in case the Company resolves on a bonus issue with issuance of new shares, split of shares or reverse split of shares, issue of new shares with preferential rights for the shareholders or similar corporate actions.
- Dividends paid on the underlying share will increase the number of ordinary shares that the Share Rights entitle to in order to treat the shareholders and the Senior Executives equally.
- The Senior Executives' maximum profit per Share Right is SEK 415 (corresponding to five times the average closing price of the Company's ordinary shares on Nasdaq Stockholm in January 2016 (rounded to closest SEK 1)). If the value of the Company's ordinary share (including any dividends paid and other adjustments) exceeds SEK 415 at vesting, the number of ordinary shares that each Share Right entitles the Senior Executive to receive will be reduced correspondingly.

Scope and effects on important key ratios

As a result of the LTIP 2016, a maximum of 210,000 ordinary shares in the Company may be allotted, including compensation for dividends paid (if any) on the underlying share. The dilution impact on the total share capital and voting powers in the Company will as a maximum be app. 0.8 per cent, based on the number of shares in Company currently outstanding.

In the event of full participation in the LTIP 2016, the Company's annual staff costs are expected to increase by approximately SEK 3.2 million (EUR 0.34 million). On a pro forma basis for 2016, these costs have an insignificant impact on the Company's operating margin.

Hedging and delivery of shares under the LTIP 2016

The board of directors has considered two alternative hedging methods for the LTIP 2016; either (1) a combination of re-allocating shares of series C held by the Company that are no longer needed in previously resolved incentive programs to the LTIP 2016 and transfer of own ordinary shares to participants in the LTIP 2016 who are entitled to such (the latter option involving the following actions in addition to the re-allocation from previous programs: (i) issuing shares of series C with deviation of the shareholders' preferential rights, (ii) reduction of the Company's share capital, (iii) repurchase of all issued shares of series C, (iv) conversion of shares of series C to ordinary shares and (v) transfer of own ordinary shares to participants in the LTIP 2016) or (2) entering into an equity swap agreement (so called "hedging arrangement") with a third party (e.g. a bank) securing delivery of shares under the plan. The board of directors considers the first alternative to be the main alternative. The board of directors has therefore proposed that the general meeting shall resolve in accordance with item 17 (including items 17A-17D).

If the annual general meeting should not approve the proposal by the board of directors according to item 17, the board of directors may enter into the equity swap arrangement set out above with a third party to secure the obligation of the Company to deliver ordinary shares under the plan. Such a hedging arrangement with a third party may also be used for the purpose to cover social security fees that accrue under the LTIP 2016. In case the equity swap arrangement is applied the third party will deliver the ordinary shares to the Senior Executives in the LTIP 2016 once vested. In the meantime, while the shares are in the third party's custody, the Company will pay interest on the cost for purchasing the ordinary shares. Any dividend on the ordinary shares during such period will be refunded to the Company. Any remaining ordinary shares not delivered to the Senior Executives will be sold on the Nasdaq Stockholm. Any profit will be paid to the Company, who also will carry the risk of potential losses. As an alternative, the ordinary shares in the swap arrangement may be rolled-over to future LTIP programs.

Estimated costs and value of LTIP 2016

The LTIP 2016 will be accounted for in accordance with IFRS 2 which stipulates that the Share Rights should be recorded as a personnel expense in the income statement during the Vesting Period. Based on the assumptions of a share price of SEK 79.70 (average share price during the period between 19 February 2016 - 20 March 2016), a maximum participation, an annual employee turnover of ten percent among the participants of the LTIP 2016, an average fulfillment of performance conditions for Series B and Series C of approximately 50 per cent, and full vesting of the Share Rights in all other respects, the cost for the LTIP 2016, excluding social security costs, is estimated to approximately SEK 6.3 million (EUR 0.67 million). Social security costs will also be recorded as a personnel expense in the income statement by current provisions. The estimated social security cost is approximately SEK 2.9 million (EUR 0.31 million). The cost will be allocated over the Vesting Period.

Assuming that a maximum profit of SEK 415 (EUR 44.31) per Share Right is achieved, all the Senior Executives' allocated Investment Shares have remained in the LTIP 2016 and a 100 per cent fulfillment of the performance conditions, the maximum cost for the LTIP 2016 is approximately SEK 13.2 million (EUR 1.41 million) in accordance with IFRS 2 and the maximum cost for social charges approximately SEK 21.6 million (EUR 2.31 million).

Item 17: Conveyance of shares under the LTIP by inter alia share issuance

The board of directors' proposal according to this item 17 (including 17A-17D) is subject to the condition that the annual general meeting has passed a resolution in accordance with item 16 above. It shall be noted that the proposals in 17A-17D is conditioned by each other and can only be adopted as one resolution.

17A: Issuance of new shares of series C

The board of directors proposes that the general meeting resolves to increase the Company's share capital with EUR 441,000 by issuance of 210,000 shares of series C, each with a quota value of EUR 2.10. The right to subscribe for the new shares of series C shall, with deviation from the shareholders' preferential right, be attributed to Nordea Bank AB (publ). The reason for the deviation from the shareholders' preferential right is to secure the delivery of ordinary shares under the LTIP 2016 (and, if applicable, any future share based incentive plans). For each acquired share of series C, a subscription price of EUR 2.10 will be payable in cash. The subscription price is based on an agreement between the Company and the subscriber, where it has been taken into account that the Company has undertaken to repurchase the shares of series C at a price corresponding to the subscription price. Subscription for the issued shares shall be made by cash payment no later than on 1 September 2016. The board of directors shall have the right to extend the subscription period and the time for payment. The issued shares of series C shall not carry the right to dividends. The new shares of series C shall be subject to such redemption and conversion clause as is set out in the Company's articles of association.

17B: Reduction of the Company's share capital

The board of directors proposes a reduction of the share capital to a non-restricted reserve, with the purpose to enable repurchase of shares of series C according to item 17C below. By the resolution, the Company's share capital will be reduced with EUR 441,000 without the cancellation of any shares. After the reduction, the quota value of each share will consequently be app. EUR 2.08 and the total share capital will be EUR 56,083,826.40. The resolution to reduce the Company's share capital, in accordance with the proposal from the board of directors, can be carried out without approval from the Swedish Companies Registration Office or a public court, since the Company simultaneously will issue new shares of series C (item 17A above), which will have the effect that neither the Company's restricted equity, nor the share capital will decrease.

17C: Repurchase of shares of series C

The board of directors proposes that the general meeting resolves to repurchase all shares of series C that the Company does not already hold, i.e. 210,000 shares of series C (the shares that are repurchased may also be interim shares, by Euroclear Sweden AB referred to as paid and subscribed share ("BTA"), of shares of series C from Nordea Bank AB (publ) at a price of EUR 2.10, payable in cash, per share of series C, i.e. in total EUR 441,000. The purpose of the repurchase is to secure delivery of ordinary shares under the LTIP 2016 and any future share-based incentive plans. Nordea Bank AB (publ) will, after subscription and allotment of the shares of series C issued in accordance with item 17A above, be the owner of all the shares of series C that have been issued by the Company and that are not currently held by the Company. The repurchased shares of series C accordingly represent all the outstanding shares of series C that are currently not already held by the Company. The general meeting's resolution to repurchase shares of series C shall be executed before the annual general meeting 2017 at the latest.

17D: Approval of transfer of the Company's own ordinary shares

The board of directors proposes that the general meeting resolves that shares of series C that the Company has repurchased in accordance with the resolution in item 17C above, after conversion to ordinary shares, may be transferred to the participants in accordance with the terms of the Company's share based incentive plans. The number of the ordinary shares that may be transferred to the participants shall be subject to recalculation in the event of an intervening bonus issue, reverse split, split, rights issue with preemptive rights for the shareholders and/or other similar events. Transfer of ordinary shares shall be made at the time and according to the other terms pursuant to which participants in the LTIP 2016 are entitled to receive shares. The reason for deviating from the shareholders' preferential right is that the transfer of ordinary shares is part of the execution of the LTIP 2016. Therefore, the board of directors is of the opinion that the transfer of shares in accordance to the proposal is to the benefit of the Company.

Majority rules

A resolution in accordance with item 16 above is valid where supported by shareholders representing at least half of the votes cast at the annual general meeting. A resolution by the annual general meeting in accordance with items 17A-17C above is valid where supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the annual general meeting. A resolution by the annual general meeting in accordance with item 17D above is valid where supported by shareholders representing at least nine tenths of both the votes cast and the shares represented at the annual general meeting. Since items 17A-17D are all conditioned on each other and can only be adopted as one resolution, this consequently means that the entire item 17 is subject to the aforementioned requirement of nine-tenths majority.

Number of shares and votes

The total numbers of shares and votes in the Company on the date of this notice are 26,706,584, of which 26,172,212 are ordinary shares and 534,372 are shares of series C. Each share (regardless of series) represents one vote. The Company does today own 34,399 ordinary shares and all 534,372 issued shares of series C. The Company will not exercise voting rights connected to the shares held in the Company's custody.

Miscellaneous

Copies of accounts, auditor statement, proxy form, complete proposals and other documents that shall be available in accordance with the Swedish Companies Act are available at the Company at Gjörwellsgatan 30 in Stockholm and at the Company's website www.transcom.com, at least three (3) weeks in advance of the annual general meeting and will be sent to shareholders who request it and provide their e-mail or postal address. A statement on the nomination committee's proposal regarding the board of directors is available on the

Company's web site www.transcom.com as from today and will be sent to shareholders who request this report and provide their e-mail or postal address.

The shareholders are reminded of their right to request information at the annual general meeting from the board of directors and the managing director in accordance with Ch. 7 § 32 of the Swedish Companies Act.

Stockholm in March 2016
Transcom WorldWide AB (publ)
The board of directors

Transcom WorldWide AB (publ) discloses the information provided herein pursuant to the Securities Market Act and/or the Financial Instruments Trading Act. The information was submitted for publication on 23 March 2016 at 3:30 PM CET.

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About Transcom

Transcom is a global customer experience specialist, providing customer care, sales, technical support and credit management services through our extensive network of contact centers and work-at-home agents. We are 30,000 customer experience specialists at 52 contact centers across 21 countries, delivering services in 33 languages to over 400 international brands in various industry verticals. Transcom WorldWide AB's share is listed on the Nasdaq Stockholm Exchange under the ticker symbol TWW.