

**Minutes kept at the Annual General Meeting of  
Intrum Justitia AB (publ), reg. no. 556607-7581,  
April 20, 2016, at 3 pm in Stockholm**

§1

**Opening of the meeting**

The annual general meeting (the AGM) was opened by the Chairman of the Board of Directors, Lars Lundquist.

§2

**Election of Chairman**

The AGM resolved, in accordance with the Nomination Committee's proposal, to appoint the Chairman of the Board of Directors, Lars Lundquist, as Chairman of the AGM.

The Chairman informed that the company's legal counsel, Niklas Lundquist, had been assigned to keep the minutes.

The Chairman noted of that the name of persons making statements at the AGM may be included in the minutes, which later on will be published on Intrum Justitia's website and that the personal data act then will be applicable. The AGM unanimously resolved that a person who makes statements at the AGM shall be considered to have given their consent to such processing of personal data, unless expressly stated otherwise.

The AGM approved that a number of guests attended the AGM without participation.

The Chairman recorded that Benjamin Daneborg, Niklas Haak, Sofia Sjerling and Klara Tersman have informed that certain of their principals supports, votes against or abstain from voting in certain of the Nomination Committee's and Board of Director's proposals as set out in appendix 1.

§3

**Preparation and approval of the voting list**

The AGM approved the list of present shareholders, representatives and assistants appended hereto as appendix 2 to serve as voting list of the AGM.

§4

**Approval of the agenda**

The AGM resolved to approve the agenda as proposed by the Board of Directors.

§5

**Election of one or two persons to sign the minutes, and to count votes**

The AGM resolved that the minutes should be approved by, in addition to the Chairman, Elisabeth Jamal Bergström and Niklas Haak, who also should count votes if needed.

§6

**Determination as to whether the meeting has been duly convened**

It was concluded that the notice convening the AGM was published within the prescribed time according to the articles of association by publication in *Post- och Inrikes Tidningar* and notice in *Svenska Dagbladet* on March 21, 2016 and by press release and publication on the company's website on March 17, 2016. The AGM established that the AGM had been duly convened.

§7a

**Statement by the Chairman of the Board regarding the Board's and the Committee's work**

The Chairman presented the Board's and the Nomination Committee's work in 2015. The Audit Committee's Chairman, Matts Ekman, presented the committee's work in 2015. The Chairman answered questions, e.g. about the former CEO's remuneration.

§7b

**Speech by the CEO**

The CEO, Mikael Ericson, gave a report on the operations and material events in 2015 and so far 2016. Mikael Ericson answered questions, e.g. about the company's sustainability work and gender composition of the management team.

§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 2015**

The annual- and consolidated accounts for the financial year 2015 and Auditor's report for the company and the consolidated accounts for the same period were submitted.

Jesper Nilsson, Ernst & Young AB, gave a report on the Auditor's work in 2015 and presented the Auditor's report.

§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**

The AGM resolved to adopt the balance sheet per December 31, 2015 and profit and loss statement for the financial year 2015 included in the annual report, regarding the company as well as the group. It was noted that certain shareholders abstained from voting as set out in appendix 1.

§10

**Resolution on appropriation of profit**

The Chairman presented the Board of Director's and the CEO's proposal regarding the appropriation of the company's profit.

The Board of Directors' motivated statement in accordance with chapter 18, section 4 of the Swedish company's act regarding the proposed dividend was submitted.

The AGM resolved that the earnings at the disposal of the AGM, in total SEK 1,728,068,303 should be appropriated so that SEK 8,25 per share, in total SEK 596,868,740 is distributed to the shareholders and that the remaining balance of SEK 1,131,199,563 is carried forward. It was further resolved that Friday, April 22, 2016 should be the record day for the dividend.

The Chairman informed that the dividend is expected to be paid out on Wednesday, April 27, 2016.

§11

**Resolution on discharge for the members of the Board and the CEO from liability for the administration of the company during 2015**

The AGM resolved to discharge the members of the Board and the CEO from liability for the administration of the company during the financial year 2015. It was noted that present members of the Board and the CEO did not participate in the resolution. It was moreover noted that certain shareholders abstained from voting as set out in appendix 1.

§12

**Report on the work of the Nomination Committee and determination of the number of Board members**

The Chairman of the Nomination Committee, Johan Strandberg, gave a report of the Nomination Committee's work prior to the AGM and presented the Nomination Committee's proposals.

The AGM resolved, in accordance with the Nomination Committee's proposal, that the Board shall consist of seven (7) ordinary Board members.

§13

**Determination of remuneration to the members of the Board of Directors and fees to the Auditor**

The AGM resolved, in accordance with the Nomination Committee's proposal, to determine the remuneration to the Board of Directors and for Committee work to a total of SEK 3,715,000 which shall be distributed as follows:

- SEK 890,000 to the Chairman of the Board
- SEK 370,000 to each of the other Board members
- SEK 170,000 to the Chairman of the Audit Committee
- SEK 90,000 to each of the other two Audit Committee members
- SEK 85,000 to each of the three members of the remuneration committee

The AGM further resolved, in accordance with the Nomination Committee's proposal that fees to the Auditor shall be paid in accordance with approved invoices.

§14

**Election of the Board members and Chairman of the Board**

The AGM resolved, in accordance the Nomination Committee's proposal, to elect Tore Bertilsson, Lars Lundquist, Synnöve Trygg, Fredrik Trägårdh, Ulrika Valassi, Ragnhild Wiborg and Magnus Yngen as Board members for the period until the conclusion of the next AGM.

The AGM resolved, in accordance with the Nomination Committee's proposal, to re-elect Lars Lundquist as Chairman of the Board of Directors.

It was noted that certain shareholders voted against the proposal or abstained from voting as set out in appendix 1.

§15

**Election of Auditor**

The AGM resolved to elect Ernst & Young AB as Auditor for the period until the conclusion of the next AGM.

It was noted that certain shareholders voted against the proposal as set out in appendix 1.

§16

**Resolution regarding the Nomination Committee for 2017**

The AGM resolved to approve the Nomination Committee's proposal, appendix 3.

It was noted that certain shareholders voted against the proposal as set out in appendix 1.

§17

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

The Chairman presented the company's remuneration program in general, the Board of Director's work with remuneration matters and the Board of Directors' proposal regarding guidelines for remuneration and other terms of employment for key executives.

The AGM resolved to approve the Board of Directors' proposal regarding guidelines for remuneration and other terms of employment for key executives, appendix 4.

It was noted that certain shareholders voted against the proposal or abstained from voting as set out in appendix 1.

§18

**Reduction of the share capital by way of cancelation of repurchased shares and increase of the share capital by way of bonus issue**

The Chariman presented the Board of Directors' proposal on reduction of repurchased shares and increase of the share capital by way of bonus issue.

The AGM resolved to approve the Board of Directors' proposal on reduction of repurchased shares and increase of the share capital by way of bonus issue, appendix 5.

It was noted that certain shareholders abstained from voting as set out in appendix 1.

§19

**Authorisation for the Board to resolve on acquisition and transfer of the company's own shares**

The Chairman presented the Board of Directors' proposal on authorisation for the Board of Directors to resolve on acquisition and transfer of the company's own shares.

The Board of Directors' motivated statement in accordance with chapter 19, section 22 of the Swedish company's act regarding the proposal on acquisition of the company's own shares was submitted.

The AGM resolved to approve the Board of Directors' proposal, appendix 6.

It was noted that certain shareholders voted against the proposal as set out in appendix 1.

§20

**Conclusion of the annual general meeting**

It was concluded that there were no further items on the agenda. The resigning Board members, Matts Ekman and Charlotte Strömberg were thanked for their creditable efforts and the Chairman

thereafter declared the meeting closed.

At the minutes

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Niklas Lundquist

Approved

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Lars Lundquist

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Elisabet Jamal Bergström

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Niklas Haak