

Transcom's 2014 Annual General Meeting of Shareholders

Press release

2014-05-28

For immediate release

Transcom WorldWide S.A.'s 2014 Annual General Meeting of Shareholders ("AGM"), held today, unanimously voted to support all of the proposed resolutions.

The AGM resolved to:

- Approve the annual accounts of Transcom WorldWide S.A. ("Transcom") and the consolidated accounts for the financial year ended 31 December 2013.
- Approve the allocation of the loss for the period starting 1 January 2013 and ending 31 December 2013 to the loss carried forward account.
- Grant discharge to the members of the board of directors of Transcom (the "Board") for, and in connection with, the financial year ended 31 December 2013.
- Approve the re-election of Mr. Henning Boysen, Mr. Stefan Charette, Mr. Alexander Izosimov, Mr. Mikael Larsson, and Mr. Roel Louwhoff as directors of Transcom, all such directors to be elected for a term ending at the annual general meeting to be held in 2015 (the "2015 AGM").
- Approve the election of Mrs. Mia Brunell Livfors and Mr. John C. Freker Jr. as new directors of Transcom for a term ending at the 2015 AGM.
- Re-elect Ernst & Young S.A., Luxembourg as external auditor for a term ending at the 2015 AGM.
- Approve that the fees for the members of the Board will be increased by 9% compared to the previous year, which partly is an effect of a proposal to have an additional member of the Audit Committee. EUR 95,000 is allocated to the Chairman of the Board, EUR 43,000 for each of the other directors of Transcom and a total of EUR 51,000 for the work in the committees of the Board. For work within the Audit Committee EUR 16,000 shall be allocated to the Chairman and EUR 7,000 to each of the other three members. For work within the Remuneration Committee EUR 5,000 shall be allocated to the Chairman and EUR 3,000 to each of the other three members. This will result in a total remuneration to the directors of the Board of EUR 404,000 for the period ending at the 2015 AGM.
- Approve the following procedure for preparation of the election of the Board and the auditor of Transcom. The work of preparing proposals to the 2015 AGM regarding the directors of the board and auditor, and their remuneration, as well as the proposal on the Chairman of the 2015 AGM and the procedure for the Nomination Committee shall be performed by a Nomination Committee. The Nomination Committee will be formed during October 2014 in consultation with the largest shareholders of Transcom as per 30 September 2014. The Nomination Committee will consist of at least three members appointed by the largest shareholders of Transcom (that have wished to appoint a member). A representative of the largest shareholder at the time of the announcement will be a member of the Committee and will also act as its convenor. The members of the Nomination Committee will appoint the Nomination 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 2014 and ending when a new Nomination Committee is formed. If a member resigns during the term of the Nomination Committee, 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 of Transcom. If that shareholder declines participation on the Nomination Committee, the Nomination Committee can choose to ask the next largest qualified shareholder to participate. If a large qualified shareholder reduces its ownership, the Nomination 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 Transcom, and to charge Transcom with costs for recruitment consultants and related travel if deemed necessary.

- Approve the guidelines on remuneration for senior executives of Transcom in accordance with the proposal submitted in the AGM Convening Notice published on 22 April 2014, which is available on Transcom's website, www.transcom.com.
- Approve the long-term incentive plan in the terms as further detailed in the full proposal of the Board which is available on Transcom's website, www.transcom.com.

For details of the decisions taken at the AGM, please refer to the AGM Convening Notice published on 22 April 2014, which is available on Transcom's website, www.transcom.com.

At a statutory meeting of the Board following the AGM, the Board re-elected Mr. Henning Boysen to be Chairman of the Board. The Board also decided that the Audit Committee be comprised of Mikael Larsson, Henning Boysen, Stefan Charette and Alexander Izosimov. Mikael Larsson was elected Chairman of the Audit Committee. In addition, the Board decided that the Remuneration Committee be comprised of Mia Brunell Livfors, Henning Boysen, Stefan Charette and Roel Louwhoff. Mia Brunell Livfors was elected Chairman of the Remuneration Committee.

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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 29,000 customer experience specialists at 62 contact centers across 26 countries, delivering services in 33 languages to over 400 international brands in various industry verticals. Transcom WorldWide S.A. Class A and Class B shares are listed on the NASDAQ OMX Stockholm Exchange under the symbols TWW SDB A and TWW SDB B.