Minutes of the Annual General Meeting in ASSA ABLOY AB held on 29 April 2020 in Stockholm

§ 1
On behalf of the Board, the Meeting was opened by lawyer Patrik Marcelius who welcomed the shareholders.

§ 2
The Meeting resolved, in accordance with the Nomination Committee’s proposal, to elect Patrik Marcelius as Chairman of the Meeting.

It was noted that Johan Ahlgren, General Counsel at ASSA ABLOY, was assigned to keep the minutes at the Meeting.

The Meeting resolved that certain functionaries were entitled to be present at the Meeting as audience.

§ 3
The Meeting resolved to adopt the list in Appendix 1 as the voting register for the Meeting.

§ 4
The Meeting resolved to adopt the proposed agenda which had been included in the notice of the Meeting.

§ 5
The Meeting resolved to appoint Johan Hjertonsson, representing Investment AB Latour, and Carl Magnus Behm, representing Melker Schörling AB, to approve the minutes of the Meeting together with the Chairman.

§ 6
The Chairman concluded that the notice of the Meeting had been in accordance with applicable law and the Articles of Association.

The Meeting resolved to declare the Meeting duly convened.
§ 7
The President and CEO Nico Delvaux held a speech regarding the financial year 2019.

§ 8
The Chairman concluded that following documents were presented:
the annual report, the auditor’s report, the consolidated financial statements and the auditor’s report on the consolidated financial statements for the financial year 2019, the auditor’s statement regarding whether the guidelines for remuneration to senior executives adopted at the previous Annual General Meeting have been complied with, and the Board’s proposal and motivated statement regarding the dividend.

The authorised auditor Linda Corneliusson described the work with the audit and the content of the auditor’s report and the auditor’s report on the consolidated financial statements.

The shareholders were given the opportunity to ask questions.

§ 9
The Meeting resolved:
(a) to adopt the income statement and balance sheet and the consolidated income statement and consolidated balance sheet for the financial year 2019
(b) to in accordance with the proposal of the Board to appropriate the profits at the disposal of the Meeting as follows:
   a dividend of SEK 2.00 per share be declared to the shareholders 2,222 MSEK
   and to be carried forward 12,892 MSEK
   to establish 4 May 2020 as record day for the dividend
(c) to discharge the Board members and the CEO from liability for the financial year 2019.

It was noted that those Board members and the CEO who own shares in the company did not participate in the resolution under item (c) in respect of their own part.
§ 10

The Meeting resolved, in accordance with the Nomination Committee’s proposal, that the number of Board members elected by the Meeting should be eight without deputy members.

§ 11

The Meeting resolved, in accordance with the Nomination Committee’s proposals:

(a) that fees to Board members appointed by the Meeting should be unchanged compared to 2019 and amount to a total of SEK 7,360,000 (remuneration for committee work not included) to be distributed among the Board members as follows: SEK 2,350,000 to the Chairman of the Board, SEK 900,000 to the Vice Chairman of the Board and SEK 685,000 to each of the other Board members appointed by the Meeting. As remuneration for committee work, the Chairman of the Audit Committee is to receive SEK 275,000, the Chairman of the Remuneration Committee SEK 150,000, members of the Audit Committee (the Chairman excluded) SEK 200,000 each, and member of the Remuneration Committee (the Chairman excluded) SEK 75,000.

(b) that the auditors fees shall be paid according to contract.

§ 12

(a) The Chairman informed about the Nomination Committee’s proposal of Board members. Joakim Weidemanis was presented.

It was noted that the Meeting was informed about the proposed Board members and their positions held in other companies.

The Meeting re-elected, in accordance with the Nomination Committee’s proposal, Lars Renström, Carl Douglas, Eva Karlsson, Birgitta Klasén, Lena Olving, Sofia Schörling Högberg and Jan Svensson as Board members. The Meeting elected, in accordance with the Nomination Committee’s proposal, Joakim Weidemanis as new Board member. The Meeting re-elected, in accordance with the Nomination Committee’s proposal, Lars Renström as Chairman of the Board and Carl Douglas as Vice Chairman of the Board.

It was noted that the labour organisations had appointed Mats Persson and Rune Hjälm as Board members and Bjarne Johansson and Nadja Vikström as deputies for the employee representatives.

(b) The Chairman informed about the Nomination Committee’s proposal of auditor.
The Meeting elected, in accordance with the Nomination Committee’s proposal, the registered audit firm Ernst & Young AB as new auditor for the time period until the end of the Annual General Meeting 2021.

The Chairman informed that Ernst & Young AB has notified that authorized accountant Hamish Mabon will be appointed as auditor in charge.

§ 13

The Chairman concluded that the Boards’ proposal for guidelines for remuneration to senior executives had been available to the shareholders before the Meeting.

The Meeting resolved, in accordance with the Board’s proposal, to approve the guidelines for remuneration to senior executives in accordance with Appendix 2.

§ 14

The Board’s proposal for authorization to repurchase and transfer Series B shares in the company, including the Board’s motivated statement pursuant to Chapter 19, Section 22 of the Swedish Companies Act, was presented.

The Meeting resolved, in accordance with the Board’s proposal, to authorize the Board to repurchase and transfer Series B shares in the company, in accordance with Appendix 3.

It was noted that the resolution was supported by more than two-thirds of both the votes cast and the shares represented at the Meeting.

§ 15

The Chairman concluded that the Board’s proposal for a long-term incentive program had been available to the shareholders before the Meeting.

The Meeting resolved, in accordance with the Board’s proposal, on implementation of a long-term incentive program in accordance with Appendix 4.

§ 16

The Board’s proposal regarding change of the Articles of Association was presented in accordance with Appendix 5.

The Meeting resolved in accordance with the Board’s proposal. It was noted that the resolution was supported by more than two-thirds of both the votes cast and the shares represented at the Meeting.
§ 17

After the Chairman of the Board Lars Renström expressed gratitude to PWC, whose appointment ceases at the end of the Meeting, the Chairman declared the Meeting closed.
At the Minutes:

Johan Ahlgren

Approved:

Patrik Marcelius     Johan Hjertonsson     Carl Magnus Behm
The Board of Directors' proposal of guidelines for remuneration to senior executives

Scope

The Board of Directors proposes that the Annual General Meeting adopts the following guidelines for the remuneration and other employment conditions of the President and CEO and other members of the ASSA ABLOY Executive Team (the "Executive Team").

These guidelines are applicable to remuneration agreed, and amendments to remuneration already agreed, after adoption of the guidelines by the Annual General Meeting 2020. These guidelines do not apply to any remuneration decided or approved by the General Meeting.

Employment conditions of a member of the Executive Team that is employed or resident outside Sweden or that is not a Swedish citizen, may be duly adjusted for compliance with mandatory rules or established local practice, taking into account, to the extent possible, the overall purpose of these guidelines.

Promotion of ASSA ABLOY's business strategy, long-term interests and sustainability

One of the strategies for value creation followed by ASSA ABLOY is Evolution through people. With the objective that ASSA ABLOY shall continue to be able to recruit and retain competent employees, the basic principle being that remuneration and other employment conditions shall be offered on market conditions and be competitive, taking into account both global remuneration practice and practice in the home country of each member of the Executive Team. These guidelines enable ASSA ABLOY to offer the Executive Team a total remuneration that is on market conditions and competitive. Prerequisites are thereby established for successful implementation of the Group's business strategy, which on overall level is to lead the trend towards the world's most innovative and well-designed access solutions, as well as safeguarding ASSA ABLOY's long-term interests, including its sustainability. More information about ASSA ABLOY's business strategy and ASSA ABLOY's sustainability report is available on ASSA ABLOY’s website assaabloy.com.

ASSA ABLOY has on-going share-based long-term incentive programs in place that have been resolved by the General Meeting and which are therefore excluded from these guidelines. Future share-based long-term incentive programs proposed by the Board of Directors and submitted to the General Meeting for approval will be excluded for the same reason. The purpose of the share-based long-term incentive program is to strengthen ASSA ABLOY's ability to recruit and retain competent employees, to contribute to ASSA ABLOY providing a total remuneration that is on market conditions and competitive, and to align the interests of the shareholders with the interests of the employees concerned. Through a share-based long-term incentive program, the employees' remuneration is tied to ASSA ABLOY's future earnings and value growth. At present the performance criteria used is linked to earnings per share. The programs are further conditional upon the participant's own investment and holding period of several years. More information about these programs is available on ASSA ABLOY's website assaabloy.com.

Types of remuneration

The total yearly remuneration to the members of the Executive Team shall be on market conditions and be competitive and also reflect each member of the Executive Team's responsibility and performance. The total yearly remuneration shall consist of fixed base salary, variable cash remuneration, pension benefits and other benefits (which are specified below excluding social security costs). Additionally, the General Meeting may - and irrespective of these guidelines - resolve on, among other things, share-related or share price-related remuneration.
The variable cash remuneration shall be linked to predetermined and measurable targets, which are further described below, and may amount to not more than 75 percent of the yearly base salary.

The members of the Executive Team shall be covered by defined contribution pension plans, for which pension premiums are based on each member's yearly base salary and is paid by ASSA ABLOY during the period of employment. The pension premiums shall amount to not more than 35 percent of the yearly base salary.

Other benefits, such as company car, life insurance, extra health insurance or occupational healthcare, should be payable to the extent this is considered to be in line with market conditions in the market concerned for each member of the Executive Team. Premiums and other costs relating to such benefits may totally amount to not more than 10 percent of the yearly base salary. Furthermore, housing allowance benefit may be added in line with ASSA ABLOY's policies and costs relating to such benefit may totally amount to not more than 25 percent of the yearly base salary. Premiums and other costs relating to other benefits and housing allowance benefit may, however, totally amount to not more than 30 percent of the yearly base salary.

Criteria for awarding variable cash remuneration

The variable cash remuneration shall be linked to predetermined and measurable financial targets, such as earnings per share (EPS), earnings before interest and taxes (EBIT), cash flow and organic growth and can also be linked to strategical and/or functional targets individually adjusted on the basis of responsibility and function. These targets shall be designed so as to contribute to ASSA ABLOY's business strategy and long-term interests, including its sustainability, by for example being linked to the business strategy or promote the senior executive's long-term development within ASSA ABLOY.

The Remuneration Committee shall for the Board of Directors prepare, monitor and evaluate matters regarding variable cash remuneration to the Executive Team. Ahead of each yearly measurement period for the criteria for awarding variable cash remuneration the Board of Directors shall, based on the work of the Remuneration Committee, establish which criteria that are deemed to be relevant for the upcoming measurement period. To which extent the criteria for awarding variable cash remuneration has been satisfied shall be determined when the measurement period has ended. Evaluations regarding fulfilment of financial targets shall be based on determined financial basis for the relevant period.

Variable cash remuneration can be paid after the measurement period has ended or be subject to deferred payment. Paid variable cash remuneration can be claimed back when such right follows from general principles of law.

Duration of employment and termination of employment

The members of the Executive Team shall be employed until further notice. If notice of termination is made by ASSA ABLOY, the notice period may not exceed 12 months for the CEO and 6 months for the other members of the Executive Team. If the CEO is given notice, ASSA ABLOY is liable to pay, including severance pay and remuneration under the notice period, the equivalent of maximum 24 months' base salary and other employment benefits. If any other member of the Executive Team is given notice, ASSA ABLOY is liable to pay a maximum of 6 months' base salary and other employment benefits plus severance pay amounting to a maximum of an additional 12 months' base salary. If notice of termination is made by a member of the Executive Team, the notice period may not exceed 6 months, with no right to severance pay.

A member of the Executive Team may, for such time when the member is not entitled to severance pay, be compensated for non-compete undertakings. Such compensation shall amount to not more than 60 percent of the monthly base salary at the time of the
termination and shall only be paid as long as the non-compete undertaking is applicable, at longest a period of 12 months.

Remuneration and employment conditions for employees
In the preparation of the Board of Directors’ proposal for these remuneration guidelines, remuneration and employment conditions for employees of ASSA ABLOY have been taken into account by including information on the employees’ total remuneration, the components of the remuneration and increase and growth rate over time in the Remuneration Committee’s and the Board of Directors’ basis of decision when evaluating whether the guidelines and the limitations set out herein are reasonable.

The decision-making process to determine, review and implement the guidelines
The Remuneration Committee’s tasks include preparing the Board of Directors’ decision to propose guidelines for remuneration to the Executive Team. The Board of Directors shall prepare a proposal for new guidelines at least every fourth year and submit it to the Annual General Meeting. The guidelines shall be in force until new guidelines are adopted by the General Meeting. The Remuneration Committee shall also monitor and evaluate programs for variable remuneration to the Executive Team, the application of the guidelines for remuneration to the Executive Team as well as the applicable remuneration structures and remuneration levels in ASSA ABLOY. The members of the Remuneration Committee are independent of the company and its management. The CEO and other members of the Executive Team do not participate in the Board of Directors’ processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

Deviation from the guidelines
The Board of Directors may temporarily resolve to deviate from the guidelines, in whole or in part, if in a specific case there is special cause for the deviation and a deviation is necessary to serve ASSA ABLOY’s long-term interests, including its sustainability, or to ensure ASSA ABLOY’s financial viability. As set out above, the Remuneration Committee’s tasks include preparing the Board of Directors’ resolutions in remuneration-related matters. This includes any resolutions to deviate from the guidelines.

Transitional provisions applicable for the Annual General Meeting 2020
The total expensed remuneration of the Executive Team, including previous commitments not yet due for payment is reported in the Annual Report 2019 in Note 34.

Stockholm in February 2020
The Board of Directors
ASSA ABLOY AB (publ)
The Board of Directors' proposal of authorization to repurchase and transfer Series B shares in the company

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to pass a resolution, on one or more occasions for the period up until the next Annual General Meeting, on repurchasing Series B shares in the company in accordance with the following.

- The repurchase may as a maximum comprise so many Series B shares that the company after each repurchase holds a maximum of 10 percent of the total number of shares in the company.
- The repurchase of Series B shares shall take place on Nasdaq Stockholm.
- The repurchase of Series B shares on Nasdaq Stockholm may only occur at a price within the share price interval registered at that time, where share price interval means the difference between the highest buying price and the lowest selling price.
- Payment of the Series B shares shall be made in cash.

Furthermore, the Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to pass a resolution, on one or more occasions for the period up until the next Annual General Meeting, on transferring Series B shares in the company in accordance with the following.

- The maximum number of Series B shares to be transferred may not exceed the number of shares held by the company at the time of the Board of Directors resolution.
- Transfers of Series B shares shall take place:
  (i) on Nasdaq Stockholm, or
  (ii) in connection with acquisition of companies or businesses, on market terms.
- Transfers of Series B shares on Nasdaq Stockholm may only occur at a price within the share price interval registered at that time, where share price interval means the difference between the highest buying price and the lowest selling price.
- The authorization includes the right to resolve on deviation of the preferential rights of shareholders and that payment may be made in other forms than cash.

The purpose of the authorizations is to make possible the ability for the Board of Directors to continuously adapt the company’s capital structure and thereby contribute to increased shareholder value, to be able to exploit attractive acquisition opportunities by fully or partly financing future acquisitions with the company’s own shares, and to ensure the company’s undertakings, including social security costs, in accordance with the Board of Directors’ proposal for a long-term incentive program under Item 15.

The Board of Directors has presented a motivated statement pursuant to Chapter 19, Section 22 of the Swedish Companies Act, the statement is available at the company and on the company’s website assaabloy.com.

The proposal in this Item 14 requires an approval of shareholders representing at least two-thirds of both the votes cast and the shares represented at the Annual General Meeting to be valid.

Stockholm in March 2020
The Board of Directors
ASSA ABLOY AB (publ)
The Board of Directors' proposal of long-term incentive program

Summary of the program
The Board of Directors proposes that the Annual General Meeting resolves to implement a new long-term incentive program for senior executives and key employees within the ASSA ABLOY Group (LTI 2020). LTI 2020 is based on the same principles as LTI 2019.

LTI 2020 is proposed to include a maximum of 115 senior executives and key employees within the ASSA ABLOY Group. In order to participate in LTI 2020 the participants will have to invest in Series B shares in ASSA ABLOY at market price. For every Series B share purchased within the scope of LTI 2020, the company will grant so called performance awards free of charge in accordance with the terms stipulated below.

The rationale for the proposal
The purpose of LTI 2020 is to strengthen the ASSA ABLOY Group's ability to retain and recruit competent employees, to contribute to ASSA ABLOY providing a total remuneration that is on market conditions and competitive, and to align the interests of the shareholders with the interests of the employees concerned. Through a share-based long-term incentive program, the employees' remuneration is tied to ASSA ABLOY's future earnings and value growth. In light of the above, the Board of Directors believes that the implementation of LTI 2020 will have a positive effect on the long-term value growth of the Group, including its sustainability, and consequently that LTI 2020 is beneficial to both the shareholders and the company.

Personal investment
In order to participate in LTI 2020, the participants will have to invest in Series B shares in ASSA ABLOY at market price. The personal investment shall amount to a value corresponding to a minimum of 5 percent (all participants) and a maximum of 15 percent (CEO and other senior executives) or 10 percent (other participants), respectively, of the participant's base salary. If the participant has access to inside information and is therefore prevented from making the personal investment in connection with the application to participate in LTI 2020, the personal investment shall be made as soon as possible, but no later than before the next Annual General Meeting.

For employees who have not participated in previous LTI programs, the participation in LTI 2020 is in addition subject to renunciation of customary salary review for the year 2020.

Participants in LTI 2020 and allocation
LTI 2020 is proposed to include a maximum of 115 senior executives and key employees within the ASSA ABLOY Group, divided in three categories.

For each Series B share the CEO of the Group purchases under LTI 2020, the company will grant six performance awards. For each Series B share that other senior executives (currently nine individuals) purchase under LTI 2020, each such individual will be awarded five performance awards. For each Series B share that other participants (approximately 105 individuals) purchase under LTI 2020, each such individual will be awarded four performance awards.

Performance condition
The number of performance awards that gives right to receive Series B shares in the company depends on the annual development of ASSA ABLOY's earnings per share based on the target levels, as defined by the Board of Directors, during the measurement period 1 January 2020 – 31 December 2022, where each year during the measurement period is

1 Earnings per share is defined as the company's earnings per share after tax and dilution, excluding items affecting comparability and currency effects.
compared to the previous year. The outcome is calculated yearly, whereby one third of the performance awards is measured against the outcome for 2020, one third is measured against the outcome for 2021 and one third is measured against the outcome for 2022.

The outcome for each year is measured linearly. Unless the minimum level is achieved for the year, none of the relevant performance awards will give right to Series B shares, and if the maximum level is achieved each performance award linked to the relevant year will give right to one Series B share. The Board of Directors intends to present the fulfilment of the performance based condition in the Annual Report for the financial year 2022.

Other conditions
In addition to the above conditions, the following shall apply for the performance awards.

- The performance awards shall be granted free of charge after the 2020 Annual General Meeting.
- Each performance award entitles the holder to receive one Series B share free of charge three years after allotment of the award (vesting period), provided that the holder, with some exceptions, at the time of the release of the interim report for the first quarter 2023 still is employed by the ASSA ABLOY Group and has maintained the personal investment purchased under LTI 2020.
- To make the participants’ interest equal with the shareholders’ the company will compensate the participants for distributed dividend during the vesting period by increasing the number of Series B shares that each performance award gives right to after the vesting period.
- The performance awards are non-transferable and may not be pledged.
- The performance awards can be granted by the company or by any other company within the Group.

Preparation and administration
The Board of Directors shall be responsible for preparing the detailed terms and conditions of LTI 2020, in accordance with the mentioned terms and guidelines. To this end, the Board of Directors shall be entitled to make adjustments to meet foreign regulations or market conditions. The Board of Directors may also make other adjustments if significant changes in the ASSA ABLOY Group, or its operating environment, would result in a situation where the decided terms and conditions for LTI 2020 no longer are appropriate.

In the event that the Board of Directors considers that the delivery of Series B shares under LTI 2020 cannot be achieved at reasonable cost, with reasonable administrative efforts or due to specific market conditions, participants may instead be offered a cash settlement.

Scope and cost of the program
LTI 2020 may, if the share price for the company’s Series B share remains the same during the program’s term, result in a maximum amount corresponding to 90 percent (CEO), 75 percent (other senior executives) or 40 percent (other participants), respectively, of the participants annual base salary (excluding social security costs). Such outcome is subject to a maximum personal investment, meaning that the participant must purchase Series B shares in the company for an amount corresponding to 15 percent (CEO and other senior executives) or 10 percent (other participants), respectively, of the participants annual base salary, maintain the initially purchased shares, that the performance based condition has been fully achieved and that the participant, with some exceptions, still is employed during the vesting period.

The total amount of Series B shares, which corresponds to the participant’s total maximum personal investment, and thus the total amount of performance awards being allotted, depends on the share price for the company’s Series B share at the time of allotment of performance awards under LTI 2020. The total number of outstanding shares in the company amount to 1,112,576,334 shares.
Provided that the share price for the company’s Series B share is traded at around SEK 167 at the time of allotment of performance awards under LTI 2020, LTI 2020 will, in accordance with the principles and assumptions set out above, comprise a maximum of 840,000 Series B shares in total, which corresponds to approximately 0.1 percent of the total outstanding shares and votes in the company.

LTI 2020 shall be expensed as personnel costs over the vesting period. Provided that the performance based condition is fully achieved, the cost for LTI 2020 before tax is, in accordance with the principles and assumptions set out above, estimated to approximately SEK 130 million, allocated over the vesting period. Estimated social security costs and financing cost are included in such amount.

The costs are expected to have marginal effect on key ratios of the ASSA ABLOY Group.

The Board of Directors deems that the positive effects on earnings that are expected to result from increased share ownership among senior executives and persons in senior managerial positions, which may be further increased through LTI 2020, outweighs the costs related to LTI 2020.

Information about LTI 2017, LTI 2018 and LTI 2019 can be found in the Annual Report 2019, Note 34.

*Delivery of shares under LTI 2020*

To ensure the delivery of Series B shares under LTI 2020, the company intends to enter into an agreement with a third party, under which the third party shall, in its own name, buy and transfer Series B shares in the company to the participants in accordance with LTI 2020.

*Preparation of the proposal*

LTI 2020 has been initiated by the Board of Directors of ASSA ABLOY, and has been structured in consultation with external advisers based on an evaluation of previous incentive programs. LTI 2020 has been prepared by the Remuneration Committee and reviewed at meetings of the Board of Directors.

Stockholm in March 2020
The Board of Directors
ASSA ABLOY AB (publ)
The Board of Directors' proposal regarding change of the Articles of Association

Due to previous and expected legislative amendments, the Board of Directors proposes that the Annual General Meeting resolves on formal changes to the Articles of Association as follows.

- That, although it is proposed that the formal Swedish version of § 1 of the Articles of Association shall be changed, § 1 of the English translation corresponds to the new Swedish version, why it shall continue to read as follows.

  "The business name of the company is ASSA ABLOY AB. The company is a public limited company (publ)."

- That § 10 first paragraph of the Articles of Association change as follows.

  "Shareholders wishing to attend the proceedings at a General Meeting must be registered in a transcription or other presentation of the entire share register as per the record date for the General Meeting, which is established in accordance with the Swedish Companies Act, and must notify the company no later than the day stated in the notice of the General Meeting. The last mentioned day must not be a Sunday, any other public holiday, a Saturday, Midsummer’s Eve, Christmas Eve or New Year’s Eve and may not occur earlier than on the fifth weekday prior to the Meeting."

- That, although it is proposed that the formal Swedish version of § 12 fourth item of the Articles of Association shall be changed, § 12 fourth item of the English translation still corresponds to the new Swedish version, why it shall continue to read as follows.

  "Election of one or two persons to check and sign the minutes together with the Chairman;"

- That § 13 second paragraph first sentence of the Articles of Association change as follows.

  "As soon as the relevant Central Securities Depository has informed the Board of Directors of the transfer of title, the Board of Directors shall immediately inform the acquirer of its obligation to offer the shares for redemption by written notification to the Board of Directors.

- That § 14 of the Articles of Association change as follows.

  "The shares of the company shall be registered in a CSD register in accordance with the Central Securities Depositories and Financial Instruments Accounts Act (1998:1479)."

After which the Articles of Association will have the enclosed wording, Appendix.

The Board of Directors proposes that the CEO be authorized to make such minor amendments of the proposal as may be required in connection with the registration with the Swedish Companies Registration Office.

The proposal in this Item 16 requires an approval of shareholders representing at least two-thirds of both the votes cast and the shares represented at the Annual General Meeting to be valid.
Stockholm in February 2020
The Board of Directors
ASSA ABLOY AB (publ)
ARTICLES OF ASSOCIATION

for

ASSA ABLOY AB
(reg. no. 556059-3575)

§ 1
The business name of the company is ASSA ABLOY AB. The company is a public limited company (publ).

§ 2
The Board of Directors shall have its registered office in the municipality of Stockholm, Stockholm County.

§ 3
The object of the company’s operation is to conduct - directly or indirectly through subsidiaries - the manufacture and sale of locks and lock products as well as passage control systems, to own and administer real and movable estate as well as to pursue other operations consistent therewith.

§ 4
The share capital shall amount to not less than SEK two hundred million (200,000,000) and not more than SEK eight hundred million (800,000,000).

§ 5
The number of shares issued shall be no less than six hundred million (600,000,000) and no more than two billion four hundred million (2,400,000,000).

The shares may be issued in two series, designated Series A and Series B. Shares of Series A may be issued in a maximum number of one hundred and fifty million (150,000,000) and shares of Series B in a maximum number of two billion two hundred and fifty million (2,250,000,000).

Shares of Series A shall entitle the holder to ten (10) votes and shares of Series B to one (1) vote.

Should the company resolve to issue new shares of Series A and Series B by way of a cash issue or a set-off issue, the holders of shares of Series A and Series B, respectively, shall have pre-emption right to subscribe for new shares of the same series in proportion to the number of shares held by each shareholder prior to the issue (primary pre-emption right). Shares not subscribed to by primary pre-emption right shall be offered to all shareholders (subsidiary pre-emption right). If an insufficient number of shares is
available for subscription by subsidiary pre-emption right, the available shares shall be distributed among the subscribers in proportion to the number of shares previously held by them and, insofar as this cannot be done, by the drawing of lots.

Should the company resolve to issue new shares of Series A or Series B only, by way of a cash issue or a set-off issue, all shareholders shall have pre-emption right to subscribe for new shares in proportion to the number of shares each shareholder holds prior to the issue, irrespective of whether they hold shares of Series A or Series B.

Should the company decide to issue warrants or convertible bonds by way of a cash issue or a set-off issue, the shareholders shall have the priority right to subscribe to such warrants as if the shares to which the warrants entitle were issued and the priority right to subscribe to such convertible bonds as if the shares for which the convertible bonds may be exchanged were issued.

What is stated above shall not entail any restrictions on the possibility to resolve on a cash issue or a set-off issue with deviation from the shareholders’ priority rights.

An increase of the share capital by way of a bonus issue shall be effected through an issue of shares of Series A and Series B allocated between the series of shares in proportion to their part of the share capital when the increase is resolved upon. Holders of shares of Series A and Series B, respectively, shall thereby be entitled to new shares of the same series, each in proportion to the number of shares already held by them. The above shall not entail any restrictions on the possibilities to issue shares of a new Series by a bonus issue, after any necessary amendments of the Articles of Association.

After written request to the company’s Board of Directors, holders of shares of Series A are entitled to convert shares of Series A to a corresponding number of shares of Series B.

§ 6

The Board of Directors shall - in addition to such members who by law may be appointed by someone other than the General Meeting of Shareholders – consist of not less than six (6) and not more than ten (10) Directors. The Directors shall be elected by a General Meeting for the period up until and including the first Annual General Meeting to be held the year after the Director was elected.

§ 7

To audit the company’s management and accounts, the General Meeting shall elect up to two (2) auditors or one (1) registered accounting firm.

§ 8

Notice to attend a General Meeting shall be issued in the form of announcement in Post- och Inrikes Tidningar and on the company’s website. The fact that notice has been issued shall be announced in Dagens Nyheter.

§ 9

General Meetings shall be held in Stockholm.
§ 10

Shareholders wishing to attend the proceedings at a General Meeting must be registered in a transcription or other presentation of the entire share register as per the record date for the General Meeting, which is established in accordance with the Swedish Companies Act, and must notify the company no later than the day stated in the notice of the General Meeting. The last mentioned day must not be a Sunday, any other public holiday, a Saturday, Midsummer’s Eve, Christmas Eve or New Year’s Eve and may not occur earlier than on the fifth weekday prior to the Meeting.

A shareholder is entitled to bring one or two assistants to the General Meeting; however, only if the shareholder notifies the number of assistants to the company in such manner as is stated in the previous paragraph.

§ 11

The financial year of the company shall comprise the period from 1 January to 31 December.

§ 12

At the Annual General Meeting the following matters shall be dealt with:

1. Election of chairman to preside at the Meeting;
2. Preparation and approval of voting list;
3. Approval of the agenda;
4. Election of one or two persons to check and sign the minutes together with the Chairman;
5. Examination of whether the Meeting has been properly convened;
6. Presentation of the Annual Report and the Auditor’s Report as well as of the Consolidated Accounts and the Auditor’s Report for the Group;
7. Resolution in respect of adoption of the Income Statement and the Balance Sheet as well as of the Consolidated Income Statement and the Consolidated Balance Sheet;
8. Resolution in respect of disposition of the company’s profit or loss according to the Balance Sheet adopted;
9. Resolution regarding discharge from liability of the Directors and the Managing Director;
10. Determination of the number of Directors and, where applicable, the number of Auditors;
11. Determination of fees for the Board of Directors and, where applicable, the Auditors.
12. Election of Board of Directors and, where applicable, Auditors.
13. Any other matter to be dealt with at the General Meeting according to the Swedish Companies Act or the Articles of Association.

§ 13

If a share of Series A has been transferred to a person who is not already a holder of shares of Series A, by means of purchase, exchange, gift, separation of joint property, inheritance, will, company distribution, merger, demerger or other transfer of title, such share shall immediately be offered to the holders of shares of Series A for redemption.

As soon as the relevant Central Securities Depository has informed the Board of Directors of the transfer of title, the Board of Directors shall immediately inform the acquirer of its obligation to offer the shares for redemption by written notification to the Board of...
Directors. Such notification shall contain information on the consideration paid for the shares and the acquirer's conditions for redemption. The acquirer shall hereby evidence his or her acquisition of the shares. Immediately upon receiving a notification of transfer of title, the Board of Directors shall enter this into a special book with details on the date of notification, as set forth in the Companies Act. The Board of Directors shall at the same time notify every person entitled to redemption whose postal address is known to the company, in writing, of the transfer of title to the shares and inform that claims for redemption shall be submitted to the Board of Directors within two (2) months from the acquirer's notification of the transfer of title. Claims for redemption submitted within the stipulated time period shall be entered into a special book by the Board of Directors with details on the date of the claim for redemption, as set forth in the Companies Act.

An offer for redemption may not be exercised for a smaller number of shares than those included in the offer. If claims for redemption are made by several persons entitled thereto, the shares shall, to the extent possible, be allocated to those entitled to redemption in proportion to their previous holdings of shares of Series A. The remaining number of shares shall be allocated by drawing of lots, executed by a Notary Public.

The redemption price shall be determined by agreement between the acquirer and the person entitled to redemption and shall as a general rule, if the shares have been transferred for a consideration, correspond to such consideration and otherwise to the price which can be expected in a sale under normal circumstances. If an agreement on the redemption price cannot be reached, the person entitled to redemption may request arbitration as set forth below.

A dispute regarding redemption of shares in accordance with this section 13 shall be finally settled by the Rules of the Arbitration Institute of the Stockholm Chamber of Commerce. Arbitration shall be requested within two months from the day when the claim for redemption was submitted to the company in accordance with what is stipulated above. The arbitration board shall consist of three arbitrators or one single arbitrator and is to be appointed by the institute. All requests for arbitration, which by reason of the same transfer of shares have been submitted to the institute within the above stated time, shall be dealt with as one single arbitration procedure.

The redemption price shall be paid within one (1) month from the time when the redemption price was determined, by means of agreement between the parties or by an arbitration award.

If, within the stipulated time, no person entitled to redemption would submit a claim for redemption, or if the redemption price would not be paid within the stipulated time, the person who offered the share for redemption shall be entitled to be registered as holder of the share.

§ 14

The shares of the company shall be registered in a CSD register in accordance with the Central Securities Depositories and Financial Instruments Accounts Act (1998:1479).

These Articles of Association have been adopted by the Annual General Meeting on 29 April 2020