

## **Annual General Meeting of Shareholders in ASSA ABLOY AB**

*The shareholders of ASSA ABLOY AB are hereby invited to attend the Annual General Meeting to be held on Thursday 23 April 2009 at 3.00 p.m., in the Auditorium of Moderna Museet, Skeppsholmen, Stockholm.*

### **Notice of Attendance**

Shareholders who wish to attend the Annual General Meeting must:

- be recorded in the share register kept by Euroclear Sweden AB (previously "VPC AB") on Friday 17 April 2009, and
- notify the company of their intent to attend the Annual General Meeting on the company website [www.assaabloy.com](http://www.assaabloy.com), by telephone +46 8 506 485 14 weekdays between 9.00 a.m. and 4.00 p.m. or by telefax +46 8 506 485 18. If notice is given by telefax, please state "ASSA ABLOY". Notice may also be given in writing to ASSA ABLOY AB, "AGM", P.O. Box 7842, SE-103 98 Stockholm, Sweden. The company must receive the notice of attendance by 4.00 p.m Friday 17 April 2009, at the latest.

When giving notice of attendance, the shareholder shall state name, personal identity number (corporate identification number), address, telephone number, number of shares and names of representatives, if any. The information given in the notice of attendance will be processed and used only in connection with the Annual General Meeting 2009. An entrance card to be shown when registering for the Annual General Meeting will be sent in confirmation of the notice of attendance.

### **Nominee-registered shares**

Shareholders that have their shares registered in the name of a nominee must, in addition to giving notice of participation in the meeting, temporarily be recorded in the share register, kept by Euroclear Sweden AB, in their own names (so called voting-rights registration) on Friday 17 April 2009 to be able to participate in the Annual General Meeting. The shareholders must therefore notify their nominees in due time before said date.

### **Proxy**

A shareholder represented by a proxy must issue a document authorising the proxy to act on the shareholder's behalf. Proxy issued by a legal entity shall be accompanied by a copy of the certificate of registration (or similar document of authorisation) for the legal entity. The documents must not be older than one year. In order to facilitate the entrance to the Annual General Meeting, proxies and documents of authorisation should be submitted to the company in original at the above stated address by Friday 17 April 2009 at the latest. A proxy form is available on the company website [www.assaabloy.com](http://www.assaabloy.com).

### **Agenda**

#### Proposal for Agenda

1. Opening of the Meeting
2. Election of Chairman of the Meeting
3. Preparation and approval of the voting list
4. Approval of the Agenda
5. Election of one or two persons to approve the minutes
6. Determination of compliance with the rules of convocation
7. Report by the President and CEO, Mr Johan Molin
8. Presentation of the Annual Report and the Auditor's Report and the Consolidated Financial Statements and the Group Auditor's Report;
9. Resolutions regarding:
  - a) adoption of the Statement of Income and the Balance Sheet and the Consolidated Statement of Income and the Consolidated Balance Sheet;
  - b) appropriation of the company's profit according to the adopted Balance Sheet;
  - c) discharge from liability of the Board of Directors and the CEO.
10. Establishment of the number of Board members

11. Establishment of fees to the Board members
12. Election of Chairman of the Board and other Board members
13. Election of members of the Nomination Committee and establishment of the assignment of the Nomination Committee
14. Resolution regarding guidelines for remuneration to senior management
15. Resolution regarding changes of the the Articles of Association
16. Closing of the Meeting

#### **Item 2 - Election of Chairman of the Meeting**

The Nomination Committee, consisting of Mikael Ekdahl (Melker Schörling AB), Chairman, Gustaf Douglas (Investment AB Latour and Säkl), Staffan Grefbäck (Alecta), Marianne Nilsson (Swedbank Robur) and Mats Tunér (SEB Fonder), proposes that Gustaf Douglas is elected Chairman of the Annual General Meeting.

#### **Item 9 b)- Appropriation of the company's profit according to the adopted Balance Sheet;**

The Board of Directors proposes that a dividend of SEK 3.60 per share shall be declared.

As record date for the dividend, the Board of Directors proposes Tuesday 28 April 2009. If the Annual General Meeting resolves in accordance with the proposal, the dividend is expected to be distributed by Euroclear Sweden AB on Monday 4 May 2009.

#### **Items 10-12 – Establishment of the number of Board members, establishment of fees to the Board members and election of Chairman of the Board and other Board members**

The Nomination Committee proposes that the Annual General Meeting resolves as follows:

- The number of Board members shall be nine (9).
- Re-election of the Board members Gustaf Douglas, Carl Douglas, Jorma Halonen, Birgitta Klasén, Eva Lindqvist, Johan Molin, Sven-Christer Nilsson, Lars Renström and Ulrik Svensson as Board members.
- Re-election of Gustaf Douglas as Chairman of the Board.
- Fees to the Board of Directors shall amount to a total of SEK 4,050,000 (remuneration for committee work not included) to be distributed among the members as follows; SEK 900,000 to the Chairman and SEK 450,000 to each of the other Board members who are not employed by the company. As consideration for the committee work, the Chairman of the Audit Committee shall receive SEK 200,000, the Chairman of the Remuneration Committee shall receive SEK 100,000, the members of the Audit Committee each SEK 100,000 and the members of the Remuneration Committee each SEK 50,000.

A motivated statement made by the Nomination Committee regarding the proposed members for the Board of Directors of ASSA ABLOY AB and information on all the members proposed are available on the company website [www.assaabloy.com](http://www.assaabloy.com).

#### **Item 13 – Election of members of the Nomination Committee and establishment of the assignment of the Nomination Committee**

The Nomination Committee proposes that the Annual General Meeting resolves mainly as follows:

- The Nomination Committee shall have five (5) members, who, up to and including the Annual General Meeting 2010, shall be Mikael Ekdahl (Melker Schörling AB), Gustaf Douglas (Investment AB Latour and Säkl), Magnus Landare (Alecta), Marianne Nilsson (Swedbank Robur) and Mats Tunér (SEB Fonder). Mikael Ekdahl shall be appointed Chairman of the Nomination Committee.
- If a shareholder represented by a member of the Nomination Committee no longer is one of the major shareholders of ASSA ABLOY AB, the Nomination Committee shall be entitled to nominate another representative among the major shareholders to replace such a member. The same shall apply if a member of the Nomination Committee no longer is employed by such a shareholder or for any other reason should leave the Nomination

Committee before the Annual General Meeting 2010.

- The Nomination Committee shall, before the Annual General Meeting 2010, prepare and submit proposals for; election of Chairman of the Annual General Meeting, election of Chairman and other members of the Board of Directors, fees to the Board of Directors (including distribution of fees among the Chairman and the other Board members and remuneration for committee work), election and remuneration of auditor and a Nomination Committee prior to the Annual General Meeting 2011.

#### **Item 14 – Resolution regarding guidelines for remuneration to Senior Management**

The Board of Directors proposes that the Annual General Meeting resolves upon guidelines for remuneration to senior management principally entailing that salaries and other terms of remuneration of senior management shall be in accordance with market conditions. In addition to a fixed basic salary, senior management may receive variable remuneration based on the outcome in proportion to the targeted results (and in some cases other key ratios) in the individual area of responsibility (group or division/business unit). The variable remuneration of the CEO shall not exceed 75 per cent of the basic salary. The pension plans of senior management shall be fee-based.

Upon notice of termination of the CEO, the company's remuneration obligation shall correspond to maximum 24 months' salary and other benefits. Upon notice of any of the other members of the group management, the remuneration of the company shall correspond to maximum 18 months' salary and other benefits.

The Board of Directors shall be entitled to deviate from the guidelines if, in an individual case, there are particular grounds for such deviation.

#### **Item 15 – Resolution regarding changes in the Articles of Association**

The Board of Directors proposes the Annual General Meeting to resolve that 8 § second section of the Articles of Association changes as follows:

- Current wording of 8 § second section:  
Notice of a General Meeting shall be given by announcement in Post- och Inrikes Tidningar (the Swedish Official Gazette) as well as in Dagens Nyheter.
- Proposed wording of 8 § second section:  
Notice of a General Meeting shall be given by announcement in Post- och Inrikes Tidningar (the Swedish Official Gazette) and at the company website. An announcement in Dagens Nyheter shall state that an invitation has been made.

The Board of Directors also proposes that the resolution made by the Annual General Meeting regarding the change of the Articles of Association shall be conditional upon whether the regulations in the Swedish Companies Act regarding the way in which a notification to the Annual General Meeting will be enforced or not, which means that the proposed wording of 8 § second section will be in compliance with the Swedish Companies Act.

#### **Shares and votes**

The total number of shares in the company at the time for the notification of the Annual General Meeting amounts to 365,918,034 shares, of which 19,175,323 are shares of series A and 346,742,711 shares of series B, which is equivalent to a total of 538,495,941 votes.

#### **Additional Information**

Financial reports, the complete proposal of the Board of Directors in respect of the appropriation of the company's profit and the Board's motivated statement thereon, the complete proposal of the Board of Directors for a resolution according to item 14-15 and the statement by the auditor on the compliance with the guidelines for remuneration to senior management applicable since the last Annual General Meeting will be available at the company and on the company website [www.assaabloy.com](http://www.assaabloy.com) as from 9 April 2009. Copies of the

documents will be sent to the shareholders on request and will be available at the Annual General Meeting.

**Welcome!**

Stockholm in March 2009

The Board of Directors

ASSA ABLOY AB