

The proposal of the Nomination Committee for the resolution by the Annual General Meeting of ASSA ABLOY AB 2009, motivated statement regarding proposal for the Board of Directors and information on proposed members

The Nomination Committee prior to the 2009 Annual General Meeting comprises Mikael Ekdahl (Melker Schörling AB), Chairman, Gustaf Douglas (Investment AB Latour and SäkI), Staffan Grefbäck (Alecta), Marianne Nilsson (Swedbank Robur) and Mats Tunér (SEB Fonder). The five owner-representatives represents approximately 50 per cent of the votes of all shares in ASSA ABLOY AB. The Nomination Committee proposes the 2009 Annual General Meeting resolves as follows:

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 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.

Motivated statement regarding the proposal of the Nomination Committee for the Board of Directors

As foundation for its proposals prior to the 2009 Annual General Meeting, the Nomination Committee has made an assessment of whether the current Board of Directors is appropriately composed and fulfils the demands made on the Board of Directors by the company's present situation and future direction or not. The Nomination Committee has, among other things, based their assessment on the results of the evaluation of the Board of Directors that has been made.

In addition the Nomination Committee has considered the need of continuously continuity of the Board of Directors work after the change of the Boards composition that took place in 2008. With this in mind the Nomination Committee proposes all members to be re-elected.

The Nomination Committee has furthermore evaluated the amount of remuneration for the Board of Directors and for committee work and has come to the conclusion that the amount of remuneration per member of the Board and the remuneration per member of the committees, should remain the same compared to previous years. The Nomination Committee has not used any external consultants in carrying out their assignments.

Information on all the members proposed for the Board of Directors of ASSA ABLOY AB

For presentation of the proposed members, please see Appendix 1.

The proposed Board of Directors Independence

| Name | Independent of the company and its management | Independent of the company's major shareholders |
|-----------------------|------------------------------------------------------|--------------------------------------------------------|
| Gustaf Douglas | Yes | No |
| Carl Douglas | Yes | No |
| Jorma Halonen | Yes | Yes |
| Birgitta Klasén | Yes | Yes |
| Eva Lindqvist | Yes | Yes |
| Johan Molin | No | – |
| Sven-Christer Nilsson | Yes | Yes |
| Lars Renström | Yes | Yes |
| Ulrik Svensson | Yes | No |

The proposed Board of Directors of ASSA ABLOY AB fulfils the demands of independence in accordance with the rules and regulations of the NASDAQ OMX Stockholm and the Swedish Code of Corporate Governance.

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

- 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 SäkI), 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.

March 2009
The Nomination Committee of ASSA ABLOY AB

Bilaga 1

Presentation av valberedningens förslag till val av styrelse

Gustaf Douglas, Chairman

Board member of ASSA ABLOY AB since 1994.

Born 1938.

MBA, Harvard Business School.

Principal shareholder of Investment AB Latour and Säkl AB. Self-employed since 1980.

Other appointments: Chairman of Säkl AB. Board member of Stiftelsen Svenska Dagbladet and the Swedish Conservative Party.

Shareholdings (including family and through companies): 6,746,425 Series A shares and 19,450,000 Series B shares through Investment AB Latour, and 7,118,818 Series A shares and 2,300,000 Series B shares through Säkl AB.

Carl Douglas

Board member of ASSA ABLOY AB since 2004.

Born 1965.

Bachelor of Arts. Self-employed.

Other appointments: Vice Chairman of Securitas AB. Board member of Investment AB Latour, Niscayah Group AB, Swegon AB and Säkl AB.

Shareholdings (including family and through companies): —

Jorma Halonen

Board member of ASSA ABLOY AB since 2008.

Born 1948.

Bachelor of Science in Economics.

Executive Vice President of AB Volvo and Deputy CEO of the Volvo Group 2004–2008.

President and CEO of Volvo Truck Corporation 2001–2004. Prior to that, a number of senior posts at Scania, such as President of Saab-Scania in Finland 1990–1996, Vice President 1996–1998 and President 1998–2001 of Scania Latin America. Prior to that, senior posts in the telecommunication and computer industry 1972–1990.

Other appointments: Chairman of the Board of Niscayah Group AB and CPS Color. Board member of SEMCON AB and NICDP (Advisory Board to the Saudi Arabian government).

Shareholdings (including family and through companies): 22,700 Series B shares.

Birgitta Klasén

Board member of ASSA ABLOY AB since 2008.

Born 1949.

Master of Science in Engineering.

Independent IT consultant (Senior IT Advisor). Chief Information Officer (CIO) and Head of Information Management at EADS (European Aeronautics Defence and Space Company) 2004–2005. CIO and Senior Vice President of Pharmacia 1996–2001 and prior to that, CIO at Telia. Held various posts at IBM 1976–1994.

Other appointments: Board member of Acando AB and BISNODE AB.

Shareholdings (including family members and through companies): 4,000 Series B shares.

Eva Lindqvist

Board member of ASSA ABLOY AB since 2008.

Born 1958.

Master of Science in Engineering, Bachelor of Science in Economics.

Senior Vice President of Mobile Business at TeliaSonera AB 2006–2007. Prior to that several senior posts at TeliaSonera AB, such as President and Head of Business Operation International Carrier, and various posts in the Ericsson Group 1981–1999.

Other appointments: Chairman of the Board Xelerated AB and Admeta AB, as well as Board Member of companies including Schibstedt, Niscayah Group AB, Transmode AB and Nordia Innovation AB. Member of the Royal Swedish Academy of Engineering Sciences (IVA).

Shareholdings (including family and through companies): —

Johan Molin

Board member of ASSA ABLOY AB since 2006.

Born 1959.

Bachelor of Science in Economics.

President and CEO of ASSA ABLOY AB since 2005. CEO of Nilfisk-Advance 2001–2005. Various posts mainly in finance and marketing, later divisional head in the Atlas Copco Group 1983–2001.

Other appointments: Board member of AB Electrolux.

Shareholdings (including family and through companies): 500,000 Series B shares as well as Incentive 2006 and Incentive 2007 convertibles corresponding to 440,000 Series B shares.

Sven-Christer Nilsson

Board member of ASSA ABLOY AB since 2001.

Born 1944.

Bachelor of Science, Lund University.

President and CEO of Telefonaktiebolaget LM Ericsson 1998–1999, various posts mainly in marketing and management in the Ericsson Group 1982–1997.

Other appointments: Chairman of the National Swedish Public Service Broadcasting Foundation (Sveriges Radio AB, Sveriges Television AB and Sveriges Utbildningsradio AB) and Swedish ICT Research AB. Board member of Sprint Nextel Corporation, CEVA, Inc. and Tilgin AB.

Shareholdings (including family and through companies): 2,500 Series B shares.

Lars Renström

Board member of ASSA ABLOY AB since 2008.

Born 1951.

Master of Science in Engineering, Bachelor of Science in Economics.

President and CEO of Alfa Laval AB since 2004. President and CEO of Seco Tools AB 2000–2004. President and Head of Division of Atlas Copco Rock Drilling Tools 1997–2000. Prior to that he held a number of senior posts at ABB and Ericsson.

Other appointments: Board member of Alfa Laval AB.

Shareholdings (including family and through companies): 10,000 Series B shares.

Ulrik Svensson

Board member of ASSA ABLOY AB since 2008.

Born 1961.

Bachelor of Science in Economics.

President of Melker Schörfling AB. CFO of Swiss International Airlines Ltd. 2003–2006. CFO of Esselte AB 2000–2003 and CFO of the Stenbeck Group's foreign telecom ventures 1992–2000.

Other appointments: Board member of AAK AB, Loomis AB, Niscayah Group AB, Hexpol AB and Flughafen Zürich.

Shareholdings (including family and through companies): 3,000 Series B shares.