

The Board's proposal for resolution regarding changes of the Articles of Association

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

Current wording of 8 §

Notice of an Annual General Meeting and of an Extraordinary General Meeting at which a resolution amending the articles of association is to be considered shall be issued not earlier than six weeks and not later than four weeks before the Meeting. Notice of any other Extraordinary General Meeting shall be issued not earlier than six weeks and not later than two weeks before the Meeting.

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 §

Notice of an Annual 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.

In compliance with the proposed change, the Articles of Association will have a new wording according to Appendix.

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 § will be in compliance with the Swedish Companies Act.

The Board of Directors, or a person authorised by the Board of Directors, shall be entitled to make the minor adjustments of the resolution passed by the Annual General Meeting that may be necessary with the registration with the Swedish Companies Registration Office.

Stockholm 12 February 2009
The Board of Directors
ASSA ABLOY AB

PROPOSED 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 two hundred million (200,000,000) and no more than eight hundred million (800,000,000).

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 fifty million (50,000,000) shares and shares of Series B in a maximum number of seven hundred and fifty million (750,000,000).

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 accountancy firm.

§ 8

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.

§ 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 date five (5) weekdays prior to the General Meeting and must notify the company before 4.00 pm on 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 Central Securities Depository (VPC) 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 Financial Instruments Accounts Act (1998:1479).

These Articles of Association will be proposed at the Annual General Meeting of the Shareholders on April 23, 2009.