

**The proposal of the Nomination Committee for the resolution, motivated statement and information on proposed members**

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The Nomination Committee prior to the 2011 Annual General Meeting comprises Mikael Ekdahl (Melker Schörling AB), Chairman, Gustaf Douglas (Investment AB Latour and SäkI Förvaltning AB), Liselott Ledin (Alecta), Marianne Nilsson (Swedbank Robur Funds) and Per-Erik Mohlin (SEB Fonder/SEB Trygg Liv). During 2010 Liselott Ledin replaced Magnus Landare. The five owner-representatives represent approximately 46 per cent of the votes of all shares in ASSA ABLOY AB. The Nomination Committee proposes the 2011 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, other Board members and Auditors**

- The number of Board members shall be eight.
- Fees to the Board of Directors shall amount to a total of SEK 4,000,000 (remuneration for committee work not included) to be distributed among the members as follows; SEK 1 000,000 to the Chairman and SEK 500,000 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.
- Fees to the auditors according to contract.
- Re-election of the Board members Gustaf Douglas, Carl Douglas, 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.

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

As foundation for its proposals prior to the 2011 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. 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 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 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 boards independence

Name	Independent of the company and its management	Independent of the company's major shareholders
Gustaf Douglas	Yes	No
Carl Douglas	Yes	No
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 fulfils the demands of independence in accordance with the rules and regulations of 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 members, who, up to and including the Annual General Meeting 2012, shall be Mikael Ekdahl (Melker Schörling AB), Gustaf Douglas (Investment AB Latour and Säkl Förvaltning AB), Liselott Ledin (Alecta), Marianne Nilsson (Swedbank Robur Funds) and Per-Erik Mohlin (SEB Fonder/SEB Trygg Liv). 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, 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 2012.
- The Nomination Committee shall, before the Annual General Meeting 2012, 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).

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Stockholm in March 2011  
The Board of Directors  
ASSA ABLOY AB

## **Appendix 1**

### **Presentation of the proposed Board of Directors**

#### **Gustaf Douglas**

Chairman of the Board

Board member since 1994

Born 1938

MBA, Harvard Business School 1964.

Principal shareholder of Investment AB Latour and Säkl Förvaltning AB.

Self-employed since 1980.

**Other appointments:** Chairman of Säkl Förvaltning 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 19,000,000 Series B shares through Investment AB Latour, and 7,118,818 Series A shares and 2,300,000 Series B shares through Säkl Förvaltning AB.

#### **Carl Douglas**

Board member 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 Förvaltning AB.

**Shareholdings (including family and through companies):—**

#### **Birgitta Klasén**

Board member 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, BISNODE AB and IFS AB.

**Shareholdings (including family and through companies):** 7,000 Series B shares.

#### **Eva Lindqvist**

Board member since 2008

Born 1958

Master of Science in Engineering and 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 Board Member of companies including Tieto Oy, 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 since 2006

Born 1959

Bachelor of Science in Business Administration and 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:** Chairman of Nobia.

**Shareholdings (including family and through companies):** 506,699 Series B shares as well as Incentive 2006 and Incentive 2007 corresponding, on full conversion, to 440,000 Series B shares.

**Sven-Christer Nilsson**

Board member since 2001

Born 1944

Bachelor of Science, Lund University

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

**Other appointments:** Chairman of the National Swedish Public Service Broadcasting Foundation and The Swedish National Defence Materiel Administration. Board member of Sprint Nextel Corporation, and CEVA, Inc.

**Shareholdings (including family and through companies):** 5,000 Series B shares.

**Lars Renström**

Board member since 2008

Born 1951

Master of Science in Engineering and 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 a number of senior posts at ABB and Ericsson.

**Other appointments:** Board member of Alfa Laval AB and TeliaSonera AB.

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

**Ulrik Svensson**

Board member since 2008

Born 1961

Bachelor of Science in Economics

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

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

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