

Minutes of the Annual General Meeting in **ASSA ABLOY AB** held on 7 May 2014 in Stockholm

§ 1

The Meeting was opened by Lars Renström, Chairman of the Board, who welcomed the shareholders.

§ 2

The Meeting resolved, in accordance with the Nomination Committee's proposal, to elect Lars Renström as Chairman of the Meeting.

It was noted that lawyer Mikael Ekdahl was assigned to keep the minutes at the Meeting.

The Meeting resolved that shareholders who had not given notice of attendance in time, employees of the company, representatives from the press and media and other persons who were not shareholders were entitled to attend the meeting as guests.

§ 3

The Meeting resolved to adopt the list of registered shareholders, adjusted with respect to those shareholders who had registered but did not attend the Meeting, as the voting register for the Meeting in accordance with Appendix 1.

§ 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 Emilie Westholm (Folksam) and Mikael Sedolin (Tredje AP-fonden) to approve the minutes of the Meeting.

§ 6

The Chairman concluded that the notice of the Meeting had been in accordance with the law and the articles of association.

The Meeting resolved to declare the Meeting duly convened.

§ 7

The President and CEO Johan Molin held a speech regarding the financial year 2013.

§ 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 2013, the auditor's statement on whether the guidelines for remuneration to senior management applicable since the previous Annual General Meeting had been adhered to and the Board's and the CEO's proposal and motivated statement regarding the dividend.

The authorised auditor Peter Nyllinge 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 Chairman and Johan Molin hereafter answered questions from a number of shareholders.

§ 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 2013
- (b) to in accordance with the proposal of the Board and the CEO to appropriate the profits at the disposal of the Meeting as follows:

a dividend of SEK 5.70 per share	
be declared to the shareholders	2,110 MSEK
and to be carried forward	5,603 MSEK
- to establish 12 May 2014 as record day for the dividend
- (c) to discharge the Board members and the CEO from liability for the financial year 2013.

It was noted that neither Board members nor the CEO that are shareholders in the company participated 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 (8) without deputy members.

§ 11

The Meeting resolved, in accordance with the Nomination Committee's proposal, that fees to Board members appointed by the Meeting should amount to a total of SEK 4,850,000 (remuneration for committee work not included) to be distributed among the Board members as follows: SEK 1,600,000 to the Chairman of the Board, SEK 750,000 to the Vice Chairman of the Board and SEK 500,000 to each of the other Board members appointed by the Meeting and not employed by the company. As remuneration for committee work, the Chairman of the Audit Committee is to receive SEK 250,000, the Chairman of the Remuneration Committee SEK 100,000, member of the Audit Committee (the Chairman excluded) SEK 125,000 and member of the Remuneration Committee (the Chairman excluded) SEK 50,000. The Meeting further resolved, in accordance with the Nomination Committee's proposal, that the auditors' fees shall be paid as per agreement.

§ 12

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, Birgitta Klasén, Eva Lindqvist, Johan Molin, Sven-Christer Nilsson, Jan Svensson and Ulrik Svensson as Board members.

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 re-appointed Kurt Hellström and Mats Persson as Board members and Rune Hjälms and Seppo Liimatainen as deputy employee representatives.

The Meeting re-elected, in accordance with Nomination Committee's proposal, the audit company PricewaterhouseCoopers AB as auditor until the end of the Annual General Meeting 2015.

The Chairman informed that PricewaterhouseCoopers AB had notified the company that the authorised auditor Bo Karlsson will continue to be the auditor in charge.

§ 13

The Meeting resolved, in accordance with the Nomination Committee's proposal that the Nomination Committee shall have five members and consist of Gustaf Douglas (Investment AB Latour), Mikael Ekdahl (Melker Schörling AB), Liselott Ledin (Alecta), Marianne Nilsson (Swedbank Robur fonder) and Anders Oscarsson (AMF fonder) with Gustaf Douglas as Chariman of the Nomination Committee.

The Meeting resolved, in accordance with the Nomination Committee's proposal, to adopt the instruction for the Nomination Committee in accordance with Appendix 2.

§ 14

The Chairman concluded that the proposal by the Board for guidelines for remuneration to senior management had been available for the shareholders before the Meeting.

The Meeting resolved, in accordance with the Board's proposal, to approve the guidelines for remuneration to senior management in accordance with item 14 in Appendix 3.

§ 15

The Chairman concluded that the proposal by the Board for authorisation to repurchase and transfer Series B shares in the company had been available for the shareholders before the Meeting.

The Meeting resolved, in accordance with the proposal by the Board, to authorise the Board to repurchase and transfer Series B shares in the company, in accordance with item 15 in Appendix 3.

It was noted that the resolution was supported by more than 2/3 of both represented votes and shares present at the Annual General Meeting.

§ 16

The Chairman concluded that the proposal by the Board for long term incentive programme had been available for the shareholders before the Meeting.

The Meeting resolved, in accordance with the proposal by the Board, on implementation of a long term incentive programme, in accordance with item 16 in Appendix 3.

§ 17

The Chairman declared the Meeting closed.

At the Minutes:

Mikael Ekdahl

Approved:

Lars Renström

Emilie Westholm

Mikael Sedolin

The Nomination Committee's proposal for decisions, motivated statement and information on proposed members of the Board of Directors

The Nomination Committee prior to the 2014 Annual General Meeting comprises Chairman Gustaf Douglas (Investment AB Latour), Mikael Ekdahl (Melker Schörling AB), Liselott Ledin (Alecta), Marianne Nilsson (Swedbank Robur fonder) and Johan Strandberg (SEB fonder/SEB Trygg Liv). The five owner-representatives represent approximately 45 per cent of the votes of all shares in ASSA ABLOY AB. The Nomination Committee proposes the 2014 Annual General Meeting resolves as follows.

Items 10-12 – Determination of the number of members of the Board of Directors, determination of fees to the Board of Directors and Auditors as well as election of the Board of Directors, Chairman of the Board of Directors, Vice Chairman of the Board of Directors and Auditors

- The number of members of the Board of Directors shall be eight.
- Fees to the Board of Directors shall amount to a total of SEK 4,850,000 (remuneration for committee work not included) to be distributed among the members of the Board of Directors as follows; SEK 1,600,000 to the Chairman, SEK 750,000 to the Vice Chairman and SEK 500,000 to each of the other members of the Board of Directors appointed by the Annual General Meeting and not employed by the company. As remuneration for the committee work, the Chairman of the Audit Committee is to receive SEK 250,000, the Chairman of the Remuneration Committee SEK 100,000, members of the Audit Committee (the Chairman excluded) SEK 125,000, and members of the Remuneration Committee (the Chairman excluded) SEK 50,000.
- Fees to the Auditors according to contract.
- Re-election of Lars Renström, Carl Douglas, Birgitta Klasén, Eva Lindqvist, Johan Molin, Sven-Christer Nilsson, Jan Svensson and Ulrik Svensson as members of the Board of Directors.
- Re-election of Lars Renström as Chairman of the Board of Directors and Carl Douglas as Vice Chairman of the Board of Directors.
- Re-election of the registered audit firm PriceWaterhouseCoopers AB as Auditor for the time period until the end of the 2015 Annual General Meeting. PriceWaterhouseCoopers AB has informed that, provided that the Nomination Committees' proposal is adopted by the Annual General Meeting, authorised public accountant Bo Karlsson will continue to be appointed as auditor in charge.

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

As foundation for its proposals prior to the 2014 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.

On this basis the Nomination Committee proposes re-election of all members of the Board of Directors which were elected on the 2013 Annual General Meeting. The Nomination Committee has not used any external consultants in carrying out its assignment.

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

For presentation of the proposed members of the Board of Directors, 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
Lars Renström	Yes	Yes
Carl Douglas	Yes	No
Birgitta Klasén	Yes	Yes
Eva Lindqvist	Yes	Yes
Johan Molin	No	–
Sven-Christer Nilsson	Yes	Yes
Jan Svensson	Yes	No
Ulrik Svensson	Yes	No

The proposed Board of Directors of ASSA ABLOY AB fulfils the demands of independence in accordance with the Swedish Code of Corporate Governance.

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

- The Nomination Committee shall consist of five members, who, up to and including the Annual General Meeting 2015, shall be Gustaf Douglas (Investment AB Latour), Mikael Ekdahl (Melker Schörling AB), Liselott Ledin (Alecta), Marianne Nilsson (Swedbank Robur fonder) and Anders Oscarsson (AMF fonder). Gustaf Douglas shall be appointed Chairman of the Nomination Committee.
- If a shareholder represented by one of the members of the Nomination Committee ceases to be among the major shareholders of ASSA ABLOY AB, the Nomination Committee shall be entitled to appoint another representative of one of the major shareholders to replace such a member. The same applies if a member of the Nomination Committee ceases to be employed by such a shareholder or leaves the Nomination Committee before the Annual General Meeting 2015 for any other reason.
- The Nomination Committee shall, before the Annual General Meeting 2015, prepare and submit proposals for; election of Chairman of the Annual General Meeting, election of Chairman, Vice Chairman, other members of the Board of Directors and Auditor as well as fees to the Auditor and the Board of Directors (including distribution of fees among the Chairman, Vice Chairman and the other members of the Board of Directors and remuneration for committee work).

April 2014
The Nomination Committee of
ASSA ABLOY AB (publ)

Appendix 1

Presentation of the proposed Board of Directors

Lars Renström

Chairman of the Board.

Board member since 2008.

Born 1951.

Master of Science in Engineering and Bachelor of Science in Business Administration and 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 Tetra Laval Group.

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

Carl Douglas

Vice Chairman of the Board.

Board member since 2004.

Born 1965.

Bachelor of Arts.

Self-employed.

Other appointments: Vice Chairman of Securitas AB. Board member of Investment AB Latour and Swegon AB.

Shareholdings (including family and through companies): 13,865,243 Series A shares and 21,300,000 Series B shares through Investment AB Latour.

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 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 Business Administration and 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: Board member of companies including Tieto Oy, Transmode AB and Episerver AB. Member of the Royal Swedish Academy of Engineering Sciences (IVA).

Shareholdings (including family and through companies): 2,300 Series B shares.

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 AB.

Shareholdings (including family and through companies): 533,542 Series B shares.

Sven-Christer Nilsson

Board member since 2001.

Born 1944.

Bachelor of Science.

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

Other appointments: Chairman of the Board of Directors of The Swedish Defence Materiel Administration (FMV). Board member of CEVA, Inc.

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

Jan Svensson

Board member since 2012.

Born 1956.

Mechanical Engineer and Bachelor of Science in Business Administration and Economics.

President and CEO of Investment AB Latour since 2003.

Other appointments: Chairman of AB Fagerhult, Nederman Holding AB and Oxeon AB.

Board member of Loomis AB, Investment AB Latour and Tomra Systems ASA.

Shareholdings (including family and through companies): 2,000 Series B shares.

Ulrik Svensson

Board member since 2008.

Born 1961.

Bachelor of Science in Business Administration and Economics.

CEO of Melker Schörling AB since 2006. 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 AarhusKarlshamn AB, Loomis AB, Hexagon AB, Hexpol AB and Flughafen Zürich AG.

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

Annual General Meeting in ASSA ABLOY AB

The shareholders of ASSA ABLOY AB are hereby invited to attend the Annual General Meeting to be held on Wednesday 7 May 2014 at 3.00 p.m., at 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 on Wednesday 30 April 2014, and
- notify the company of their intent to attend no later than Wednesday 30 April 2014. Notice of attendance can be given on the company's website www.assaabloy.com, by telephone +46 8 506 485 14 or in writing by mail to ASSA ABLOY AB, Annual General Meeting, P.O. Box 7842, SE-103 98 Stockholm, Sweden.

When giving notice of attendance, please state name, personal or corporate identification number, address, telephone number, number of shares and names of any assistants attending. The information given in the notice of attendance will be data processed and used only in connection with the Annual General Meeting 2014. An entrance card, to be shown at the registration for the Annual General Meeting, will be sent as confirmation of the notice of attendance.

Nominee registered shares

Shareholders whose shares are nominee registered through a bank or other nominee, must, in addition of giving notice of attendance, request that their shares be temporarily registered in their own name in the share register kept by Euroclear Sweden AB in order to have the right to attend the Annual General Meeting. Such registration must be effected on Wednesday 30 April 2014, and shareholders should inform their bank or other nominee well in advance of this date.

Proxy

If participation is by proxy, the proxy should be submitted in connection with the notice of attendance and must be presented in original at the latest at the Annual General Meeting. Proxy forms are available on the company's website www.assaabloy.com.

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 two persons to approve the minutes.
6. Determination of whether the Meeting has been duly convened.
7. Report by the President and CEO, Mr. Johan Molin.
8. Presentation of:
 - a) the Annual Report and the Audit Report as well as the Consolidated Accounts and the Audit Report for the Group,
 - b) the Group Auditor's Report regarding whether there has been compliance with the remuneration guidelines adopted on the 2013 Annual General Meeting, and
 - c) the Board of Directors proposal regarding distribution of earnings and motivated statement.
9. Resolutions regarding:
 - a) adoption of the Statement of Income and the Balance Sheet as well as the Consolidated Statement of Income and the Consolidated Balance Sheet,
 - b) dispositions of the company's profit according to the adopted Balance Sheet, and
 - c) discharge from liability of the members of the Board of Directors and the CEO.

10. Determination of the number of members of the Board of Directors.
11. Determination of fees to the Board of Directors and the Auditors.
12. Election of the Board of Directors, Chairman of the Board of Directors, Vice Chairman of the Board of Directors and the Auditors.
13. Election of members of the Nomination Committee and determination of the assignment of the Nomination Committee.
14. Resolution regarding guidelines for remuneration to senior management.
15. Resolution regarding authorisation to repurchase and transfer Series B shares in the company.
16. Resolution regarding long term incentive programme.
17. Closing of the Meeting.

Item 2 – Election of Chairman of the Meeting

The Nomination Committee, consisting of Chairman Gustaf Douglas (Investment AB Latour), Mikael Ekdahl (Melker Schörling AB), Liselott Ledin (Alecta), Marianne Nilsson (Swedbank Robur fonder) and Johan Strandberg (SEB fonder/SEB Trygg Liv), proposes that Lars Renström is elected Chairman of the Annual General Meeting.

Item 9 b) – Disposition of the company's profit according to the adopted Balance Sheet

The Board of Directors proposes a dividend of SEK 5.70 per share. As record date for the dividend, the Board of Directors proposes Monday 12 May 2014. Subject to resolution by the Annual General Meeting in accordance with the proposal, the dividend is expected to be distributed by Euroclear Sweden AB on Thursday 15 May 2014.

The Board of Directors has presented a motivated statement pursuant to Chapter 18, Section 4 of the Swedish Companies Act, the statement is available at the company and on the company's website www.assaabloy.com.

Items 10-12 – Determination of the number of members of the Board of Directors, determination of fees to the Board of Directors and the Auditors as well as election of the Board of Directors, Chairman of the Board of Directors, Vice Chairman of the Board of Directors and the Auditors.

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

- The number of members of the Board of Directors shall be eight.
- Fees to the Board of Directors shall amount to a total of SEK 4,850,000 (remuneration for committee work not included) to be distributed among the members of the Board of Directors as follows; SEK 1,600,000 to the Chairman, SEK 750,000 to the Vice Chairman and SEK 500,000 to each of the other members of the Board of Directors appointed by the Annual General Meeting and not employed by the company. As remuneration for the committee work, the Chairman of the Audit Committee is to receive SEK 250,000, the Chairman of the Remuneration Committee SEK 100,000, members of the Audit Committee (the Chairman excluded) SEK 125,000, and members of the Remuneration Committee (the Chairman excluded) SEK 50,000.
- Fees to the Auditors according to contract.
- Re-election of Lars Renström, Carl Douglas, Birgitta Klasén, Eva Lindqvist, Johan Molin, Sven-Christer Nilsson, Jan Svensson and Ulrik Svensson as members of the Board of Directors.
- Re-election of Lars Renström as Chairman of the Board of Directors and Carl Douglas as Vice Chairman of the Board of Directors.
- Re-election of the registered audit firm PriceWaterhouseCoopers AB as Auditor for the time period until the end of the 2015 Annual General Meeting. PriceWaterhouseCoopers AB has informed that, provided that the Nomination Committees' proposal is adopted by the Annual General Meeting, authorised public accountant Bo Karlsson will continue to be appointed as auditor in charge.

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

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

- The Nomination Committee shall consist of five members, who, up to and including the Annual General Meeting 2015, shall be Gustaf Douglas (Investment AB Latour), Mikael Ekdahl (Melker Schörling AB), Liselott Ledin (Alecta), Marianne Nilsson (Swedbank Robur fonder) and Anders Oscarsson (AMF fonder). Gustaf Douglas shall be appointed Chairman of the Nomination Committee.
- If a shareholder represented by one of the members of the Nomination Committee ceases to be among the major shareholders of ASSA ABLOY AB, the Nomination Committee shall be entitled to appoint another representative of one of the major shareholders to replace such a member. The same applies if a member of the Nomination Committee ceases to be employed by such a shareholder or leaves the Nomination Committee before the Annual General Meeting 2015 for any other reason.
- The Nomination Committee shall, before the Annual General Meeting 2015, prepare and submit proposals for: election of Chairman of the Annual General Meeting, election of Chairman, Vice Chairman, other members of the Board of Directors and Auditor as well as fees to the Auditor and the Board of Directors (including distribution of fees among the Chairman, Vice Chairman and the other members of the Board of Directors and remuneration for committee work).

Item 14 – Resolution regarding guidelines for remuneration to senior management

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). The proposed guidelines below do not involve any material change, compared with the guidelines adopted by the 2013 Annual General Meeting.

The basic principle is that the remuneration and other employment conditions should be in line with market conditions and be competitive. ASSA ABLOY takes into account both global remuneration practice and practice in the home country of each member of the Executive Team.

The total remuneration of the Executive Team should consist of basic salary, variable components in the form of annual and long term variable remuneration, other benefits and pension.

The total remuneration of the Executive Team, including previous commitments not yet due for payment is reported in the Annual Report 2013 in Note 33.

Fixed and variable remuneration

The basic salary should be competitive and reflect responsibility and performance. The variable part consists of remuneration paid partly in cash, and partly in the form of shares.

The Executive Team should have the opportunity to receive variable cash remuneration based on the outcome in relation to financial targets and, when applicable, individual targets. This remuneration should be equivalent to a maximum 75 per cent of the basic salary (excluding social security costs).

In addition, the Executive Team should, within the framework of the Board of Directors' proposal for a long term incentive program, in Item 16, be able to receive variable remuneration in the form of shares based on the outcome in relation to a range

determined by the Board of Directors for the performance of earnings per share during 2014. This remuneration model also includes the right, when purchasing a share under certain conditions, to receive a free matching share from the company. This remuneration shall, if the share price is unchanged, be equivalent to maximum 75 per cent of the basic salary (excluding social security costs).

The cost of variable remuneration for the Executive Team as above, assuming maximum outcome, totals around SEK 54 million (excluding social security costs). This calculation is made on the basis of the current members of the Executive Team.

Other benefits and pension

Other benefits, such as company car, 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. All members of the Executive Team should be covered by defined contribution pension plans, for which pension premiums are allocated from the executive's total remuneration and paid by the company during the period of employment.

Notice and severance pay

If the CEO is given notice, the company is liable to pay the equivalent of 24 months' salary and other employment benefits. If one of the other members of the Executive Team is given notice, the company is liable to pay a maximum six months' basic salary and other employment benefits plus an additional 12 months' basic salary.

Deviation from the guidelines

The Board of Directors shall have the right to deviate from these guidelines adopted by the Annual General Meeting if there are particular reasons for doing so in an individual case.

Item 15 – Resolution regarding authorisation to repurchase and transfer Series B shares in the company

The Board of Directors proposes that the Annual General Meeting authorises 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 shall maximum comprise so many Series B shares that the company after each repurchase holds a maximum of 10 per cent of the total number of shares in the company.
- The repurchase of Series B shares shall take place on NASDAQ OMX Stockholm.
- The repurchase of Series B shares on NASDAQ OMX 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 authorises 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 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 OMX Stockholm, or
 - (ii) in connection with acquisition of companies or businesses, on market terms.

- Transfers of Series B shares on NASDAQ OMX 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 authorisation 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 authorisations 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 16.

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 www.assaabloy.com.

The proposal in this Item 15 requires an approval of shareholders representing at least two-thirds of both the shares and number of votes represented at the Annual General Meeting to be valid.

Item 16 – Resolution regarding the Board of Directors proposal of long term incentive programme

The Board of Directors proposes that the Annual General Meeting resolves to implement a new long term incentive programme for senior executives and key employees within the ASSA ABLOY Group (LTI 2014). LTI 2014 is proposed to include approximately 90 senior executives and key employees within the ASSA ABLOY Group. LTI 2014 entails that the participants will invest in Series B shares in ASSA ABLOY at market price. Such personal investment will thereafter be matched by the company through granting of so called matching awards and performance awards, in accordance with the terms stipulated below.

The rationale for the proposal

The purpose of LTI 2014 is to retain and recruit competent employees to the Group, provide competitive remuneration and to align the interests of the senior executives and key employees with the interests of the shareholders. In light of the above, the Board of Directors believes that implementation of LTI 2014 will have a positive effect on the development of the Group and consequently that LTI 2014 is beneficial to both the shareholders and the company.

Preparation of the proposal

LTI 2014 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 prior incentive programmes. LTI 2014 has been prepared by the Remuneration Committee and reviewed at meetings of the Board of Directors.

Personal investment

In order to participate in LTI 2014, the employees must purchase Series B shares in ASSA ABLOY at market price, in an amount corresponding to minimum 5 per cent (all participants) and maximum 15 per cent (CEO and other senior executives) or 10 per cent (other participants), respectively, of the participants basic salary.

The participation in LTI 2014 of employees who have not participated in previous LTI programs is subject to renunciation of customary salary review for the year 2014.

Allocation

For each Series B share the CEO purchases under LTI 2014, he will be granted one matching award and four performance awards. For each Series B share other senior executives (currently eight individuals) purchase under LTI 2014, each such individual will be awarded one matching award and three performance awards. For each Series B share other participants (approximately 80 individuals) purchase under LTI 2014, each such individual will be awarded one matching award and one performance award.

Conditions for awards

The following conditions shall apply for all awards.

- The awards shall be granted free of charge after the 2014 Annual General Meeting.
- Each award entitles the holder to receive a Series B share in the company, free of charge, three years after allotment of the award (the vesting period), provided that the holder, with some exceptions, at the time of release of ASSA ABLOY's interim report for the first quarter 2017, still is employed by the ASSA ABLOY Group and has maintained the shares purchased under LTI 2014.
- 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 award is entitled to after the vesting period.
- The awards are non-transferable and may not be pledged.
- The awards can be granted by the company and any other company within the Group.

Conditions for the performance awards

The number of performance awards that entitle to receive Series B shares in the company depends on the fulfilment of determined target levels, as defined by the Board of Directors, in respect of increase of the company's earnings per share¹ during the financial year 2014 compared with the financial year 2013. The outcome will be measured lineally, meaning that none of the performance awards will entitle to Series B shares unless the minimum level is achieved, and that all performance awards will entitle to one Series B share each if the maximum level is achieved.

Preparation and administration

The Board of Directors shall be responsible for preparing the detailed terms and conditions of LTI 2014, 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 2014 no longer are appropriate.

Scope and costs of the programme

LTI 2014 may, if the share price for the company's Series B share remains the same during the programme's term, result in a maximum amount corresponding to 75 per cent (CEO), 60 per cent (other senior executives) or 20 per cent (other participants), respectively, of the participants annual basic 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 in an amount corresponding to 15 per cent (CEO and other senior executives) or 10 per cent (other participants), respectively, of the participants annual basic salary, maintain the initially purchased

¹ Earnings per share is defined as the company's earnings per share excluding items affecting comparability and after tax and dilution.

shares and that the participant, with some exceptions, still is employed during the vesting period, and that the performance based condition has been fully achieved.

The total amount of shares, which corresponds to the participant's total maximum personal investment, and thus the total amount of awards in LTI 2014, depends on the share price for the company's Series B share at the time of allotment of awards under LTI 2014. The total number of shares in the company amount to 370,858,778 shares. Provided that the share price for the company's Series B share is traded at around SEK 335 at the time of allotment of awards under LTI 2014, LTI 2014 will, in accordance with the above principles and assumptions, comprise maximum 190,000 Series B shares in total, which corresponds to approximately 0.1 per cent of the total outstanding shares and votes in the company.

LTI 2014 should be expensed as personnel costs over the vesting period. Provided that the performance based condition is fully achieved, the accounting cost for LTI 2014 before tax is, in accordance with the above principles and assumptions, estimated to approximately SEK 60 million, allocated over the vesting period. Estimated social security costs and financing costs are included in such amount.

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

Information on LTI 2011, LTI 2012 and LTI 2013 can be found in the Annual Report 2013, Note 33.

Delivery of shares under LTI 2014

To ensure the delivery of Series B shares under LTI 2014, 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 2014.

Shares and votes

The total number of shares in the company at the time for the notification to the Annual General Meeting amount to 370,858,778 shares, of which 19,175,323 are shares of Series A and 351,683,455 shares of Series B, which is equivalent to a total of 543,436,685 votes. ASSA ABLOY is holding at the time of the notification to the Annual General Meeting, 600,000 own shares of Series B, corresponding to 600,000 votes that may not be represented at the Annual General Meeting.

Shareholders' right to request information

The shareholders are reminded of their right to request information from the Board of Directors and the CEO at the Annual General Meeting in respect of circumstances which may affect the assessment of a matter on the agenda or circumstances which may affect the company's financial position.

Additional Information

As evident from the above the Board of Directors' complete proposals according to Item 14-16 are included in this notice. Motivated statement pursuant to Chapter 18, Section 4 and Chapter 19, Section 22 of the Swedish Companies Act is available at the company and on the company's website www.assaabloy.com. The Annual Report and the Audit Report and the other documents concerning Items 8-13 above will be available at the company and on the company's website www.assaabloy.com latest on 16 April 2014. Copies of the documents will be sent free of charge to shareholders who so request and state their address and will also be available at the Annual General Meeting.

Welcome!

Stockholm in April 2014
The Board of Directors
ASSA ABLOY AB (publ)