

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 2015 Annual General Meeting comprises Chairman Gustaf Douglas (Investment AB Latour), Mikael Ekdahl (Melker Schörling AB), Liselott Ledin (Alecta), Marianne Nilsson (Swedbank Robur fonder) and Anders Oscarsson (AMF and AMF fonder). The five owner-representatives represent approximately 46 per cent of the votes of all shares in ASSA ABLOY AB. The Nomination Committee proposes the 2015 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 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 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 5,100,000 (remuneration for committee work not included) to be distributed among the members of the Board of Directors as follows; SEK 1,850,000 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 each, and members of the Remuneration Committee (the Chairman excluded) SEK 50,000 each.
- Fees to the Auditors according to contract.
- Re-election of Lars Renström, Carl Douglas, Birgitta Klasén, Eva Lindqvist, Johan Molin, Jan Svensson and Ulrik Svensson as members of the Board of Directors. Sven-Christer Nilsson has declined re-election.
- Election of Eva Karlsson as new member 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 2016 Annual General Meeting. PriceWaterhouseCoopers AB has informed that, provided that the Nomination Committee's proposal is adopted by the Annual General Meeting, authorized public accountant Bo Karlsson will remain appointed as auditor in charge.

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

As foundation for its proposal for the composition of the Board of Directors, the Nomination Committee has taken part of the results of the evaluation of the Board of Directors and its work. The Nomination Committee has thoroughly discussed the requirements for qualification, experience and background that can be imposed on the Board of Directors of ASSA ABLOY AB, considering, among other things, the strategic development of the company, governance and control. Issues of independence have been highlighted and an extra focus has been put on the issue of gender equality. The Nomination Committee has noted that the proportion of women in the Board of Directors

of ASSA ABLOY AB in recent years have been 25 per cent, which is slightly below the recommended level set up by the Swedish Corporate Governance Board.

The Nomination Committee makes the assessment that the current Board of Directors with respect to the company's operations, stage of development and other circumstances essentially has an appropriate composition. As the successor to Sven-Christer Nilsson the Nomination Committee proposes election of Eva Karlsson as new member of the Board of Directors. Eva Karlsson has many years of experience from leading positions in the Swedish manufacturing industry and currently holds the position as President and CEO of Armatec AB. She has previously, for several years, been working in the SKF Group, including being CEO of SKF Sverige AB, which means that she possesses, to ASSA ABLOY AB, valuable knowledge about management, development and strategic analysis of a large industrial company. The Nomination Committee assesses that Eva Karlsson with her experience and qualifications would be a valuable asset to the Board of Directors of ASSA ABLOY AB. Election of Eva Karlsson would also lead to the proportion of women in the Board of Directors increasing to 37.5 per cent, which is above the recommended level of 35 per cent which the Swedish Corporate Governance Board has stated as the level of ambition for large companies by the year of 2017.

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	–
Jan Svensson	Yes	No
Ulrik Svensson	Yes	No
Eva Karlsson	Yes	Yes

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 2016, shall be Gustaf Douglas (Investment AB Latour), Mikael Ekdahl (Melker Schörling AB), Liselott Ledin (Alecta), Marianne Nilsson (Swedbank Robur fonder) and Anders Oscarsson (AMF and 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 2016 for any other reason.

- The Nomination Committee shall, before the Annual General Meeting 2016, 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).

March 2015
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 and D. Litt (h.c.) (Doctor of Letters).

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, Avanza 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, Sweco AB and Bodycote plc. 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): 575,581 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 Schörfling 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 AAK AB, Loomis AB, Hexagon AB, Hexpol AB, Flughafen Zürich AG and Absolent Group AB.

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

Eva Karlsson

Proposed member of the Board of Directors of ASSA ABLOY AB.

Born 1966.

Master of Science in Engineering.

President and CEO of Armatec AB since 2014. CEO SKF Sverige AB and Global

Manufacturing Manager 2011–2013, Director of Industrial Marketing & Produkt

Development Industrial Market AB SKF 2005–2010, Various positions within SKF primarily within Manufacturing Management.

Other appointments: Board member of Bräcke diakoni.

Shareholdings (including family and through companies): -