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 2016 Annual General Meeting comprises Chairman Carl 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 2016 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 Auditor as well as election of the Board of Directors, Chairman of the Board of Directors, Vice Chairman of the Board of Directors and Auditor

- The number of members of the Board of Directors shall be nine.

- Fees to the Board of Directors shall amount to a total of SEK 5,950,000 (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 800,000 to the Vice Chairman and SEK 550,000 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 150,000, members of the Audit Committee (the Chairman excluded) SEK 125,000 each, and members of the Remuneration Committee (the Chairman excluded) SEK 75,000 each.

- Fees to the Auditor according to contract.

- Re-election of Lars Renström, Carl Douglas, Eva Karlsson, Birgitta Klasén, Eva Lindqvist, Johan Molin, Jan Svensson and Ulrik Svensson as members of the Board of Directors.

- Election of Ulf Ewaldsson 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.

- Re-election of the registered audit firm PriceWaterhouseCoopers AB as Auditor for the time period until the end of the 2017 Annual General Meeting. PriceWaterhouseCoopers AB has notified 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

Prior to the 2016 Annual General Meeting the Nomination Committee has held four meetings. As foundation for its proposal for the composition of the Board of Directors, the Nomination Committee has taken part of the full 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, as well as the requirement of versatility and breadth of the Board of Directors and the issue of gender equality.

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. Therefore all current members of the Board of Directors are proposed for re-election. In addition, Ulf Ewaldsson is proposed for election as new member of the Board of Directors. Ulf Ewaldsson has many years of experience from managerial positions in the Ericsson Group and he is since 2012 Senior Vice President and Chief Technology Officer. Though the election of Ulf Ewaldsson would lead to the proportion of women in the Board of Directors of ASSA ABLOY AB decreasing from 37.5 per cent to 33 per cent, which is slightly below 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, the Nomination Committee makes the assessment that Ulf Ewaldsson with his experience and qualifications would be a valuable asset to the Board of Directors of ASSA ABLOY AB, wherefore he is proposed for new election.

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
Ulf Ewaldsson	Yes	Yes
Eva Karlsson	Yes	Yes
Birgitta Klasén	Yes	Yes
Eva Lindqvist	Yes	Yes
Johan Molin	No	–
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 2017, shall be Carl Douglas (Investment AB Latour), Mikael Ekdahl (Melker Schörling AB), Liselott Ledin (Alecta), Marianne Nilsson (Swedbank Robur fonder) and Anders Oscarsson (AMF and AMF fonder). Carl 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 2017 for any other reason.

- The Nomination Committee shall, before the Annual General Meeting 2017, 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 2016
The Nomination Committee of
ASSA ABLOY AB (publ)

Appendix 1

Presentation of the proposed Board of Directors[1]

Lars Renström
Chairman.
Board member since 2008.
Born 1951.
Master of Science in Engineering and Master of Science in Business and Economics.
President and CEO of Alfa Laval AB since 2004 through February 2016. President and CEO of Seco Tools AB 2000–2004. President and Head of Division of Atlas Copco Rock Drilling Tools 1997–2000. Previously a number of senior positions at ABB and Ericsson.
Other appointments*:* Board member of Alfa Laval AB and Tetra Laval Group.
Shareholdings (including related parties and through companies)*:* 30,000 Series B shares.

Carl Douglas
Vice Chairman.
Board member since 2004.
Born 1965.
BA (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.
Shareholdings (including related parties and through companies)*:* 41,595,729 Series A shares and 63,900,000 Series B shares through Investment AB Latour.

Ulf Ewaldsson
Proposed member of the Board of Directors of ASSA ABLOY AB.
Born 1965.
Master of Science in Engineering and Business Management.
Senior Vice President and Chief Technology Officer at Ericsson since 2012. Various managerial positions within the Ericsson Group since 1990, including Head of Product Area Radio. Ulf has worked internationally for over 11 years (China, Japan and Eastern Europe).
Other appointments: Board member Lund University and Telecom Management Forum. Various telecom advisory assignments within EU, member of the Royal Swedish Academy of Engineering Sciences (IVA).
Shareholdings (including related parties and through companies)*:* -

Eva Karlsson
Board member since 2015.
Born 1966.
Master of Science in Engineering.
President and CEO of Armatec AB since 2014. CEO of SKF Sverige AB and Global Manufacturing Manager 2011–2013, Director of Industrial Marketing & Product Development Industrial Market AB SKF 2005–2010, various positions in the SKF Group mainly in Manufacturing Management.
Other appointments*:* Board member of Bräcke diakoni.
Shareholdings (including related parties and through companies)*:*-

[1] Shareholdings in ASSA ABLOY AB as at 31 December 2015.

Birgitta Klasén
Board member since 2008.
Born 1949.
Master of Science in Engineering.
Independent IT consultant (Senior IT Advisor). CIO and Head of Information Management at EADS (European Aeronautics Defence and Space Company) 2004–2005. CIO and Senior Vice President at Pharmacia 1996–2001 and previously CIO at Telia. Various positions at IBM 1976–1994.
Other appointments*:* Board member of Acando AB, Avanza AB and IFS AB.
Shareholdings (including related parties and through companies)*:* 21,000 Series B shares.

Eva Lindqvist
Board member since 2008.
Born 1958.
Master of Science in Engineering and Master of Science in Business and Economics.
Senior Vice President of Mobile Business at TeliaSonera AB 2006–2007. Previously several senior positions at Telia-Sonera AB, including President and Head of Business Operation International Carrier, and various positions 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 related parties and through companies)*:* 7,650 Series B shares.

Johan Molin
Board member since 2006.
Born 1959.
Master of Science in Business and Economics.
President and CEO of ASSA ABLOY AB since 2005. CEO of Nilfisk-Advance 2001–2005. Various positions mainly in Finance and Marketing, later divisional head in the Atlas Copco Group 1983–2001.
Other appointments*:* Chairman of Sandvik AB.
Shareholdings (including related parties and through companies)*:* 1,830,537 Series B shares.

Jan Svensson
Board member since 2012.
Born 1956.
Degree in Mechanical Engineering and Master of Science in Business and Economics.
President and CEO of Investment AB Latour since 2003. Previously CEO of AB Sigfrid Stenberg 1986–2002.
Other appointments: Chairman of AB Fagerhult, Nederman Holding AB, Oxeon AB and Tomra Systems ASA. Board member of Loomis AB, Investment AB Latour and Troax Group AB.
Shareholdings (including related parties and through companies): 6,000 Series B shares.

Ulrik Svensson
Board member since 2008.
Born 1961.
Master of Science in Business 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 telecoms ventures 1992–2000.
Other appointments: Board member of AAK AB, Loomis AB, Hexagon AB, Hexpol AB, Flughafen Zurich AG and Absolent

Group AB.
Shareholdings (including related parties and through companies): 9,000 Series B shares.