

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 2019 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 44 per cent of the votes of all shares in ASSA ABLOY AB. The Nomination Committee proposes the 2019 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 the Auditor

- The number of members of the Board of Directors shall be seven.
- Fees to the Board of Directors shall amount to a total of SEK 6,675,000 (remuneration for committee work not included) to be distributed among the members of the Board of Directors as follows; SEK 2,350,000 to the Chairman, SEK 900,000 to the Vice Chairman and SEK 685,000 to each of the other members of the Board of Directors elected by the Annual General Meeting. As remuneration for the committee work, the Chairman of the Audit Committee is to receive SEK 275,000, the Chairman of the Remuneration Committee SEK 150,000, members of the Audit Committee (the Chairman excluded) SEK 200,000 each, and member of the Remuneration Committee (the Chairman excluded) SEK 75,000.
- Fees to the Auditor according to contract.
- Re-election of Lars Renström, Carl Douglas, Eva Karlsson, Birgitta Klasén, Lena Olving, Sofia Schörling Högberg and Jan Svensson as members of the Board of Directors. Ulf Ewaldsson has declined re-election.
- 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, in accordance with the Audit Committee's recommendation, as Auditor for the time period until the end of the 2020 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 2019 Annual General Meeting the Nomination Committee has held three 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. In preparing its proposal for the composition of the Board of Directors, the Nomination Committee has applied the company's diversity policy, as constituted by Rule 4.1 of the Swedish Corporate Governance Code.

The Nomination Committee makes the assessment that the proposed Board of Directors with respect to the company's operations, stage of development and other circumstances would have an appropriate composition. The proposed composition of the Board of Directors means that approximately 57% are women and 43% are men, which is in line with the Swedish Corporate Governance Board's level of ambition that each gender should represent a share of at least 40% of the Board of Directors.

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
Eva Karlsson	Yes	Yes
Birgitta Klasén	Yes	Yes
Lena Olving	Yes	No
Sofia Schörling Högberg	Yes	No
Jan Svensson	Yes	No

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

March 2019
The Nomination Committee of
ASSA ABLOY AB (publ)

Appendix 1

Presentation of the proposed Board of Directors

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 2004-2016. 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: Chairman of Tetra Laval Group.

Shareholdings (including through companies and related natural parties):

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 through companies and related natural parties):

41,595,729 Series A shares and 63,900,000 Series B shares through Investment AB Latour.

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 within the SKF Group primarily within Manufacturing Management.

Other appointments: Board member of Bräcke diakoni and Valcon A/S.

Shareholdings (including through companies and related natural parties): -

Birgitta Klasén

Board member since 2008.

Born 1949.

Master of Science in Engineering and degree in Business Economics.

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 Avanza and Benefie Ltd.

Shareholdings (including through companies and related natural parties):

21,000 Series B shares.

Lena Olving

Board member since 2018.

Born 1956.

Master of Science in Mechanical Engineering.

President and CEO of Mycronic AB (publ) since 2013. COO and Deputy CEO of SAAB AB 2008-2013. Various positions within Volvo Car Corporation 1980-1991 and 1995-2008 of which five years as Senior Vice President of Volvo Cars Asia Pacific and seven years in the Executive Management Team. CEO of Samhall Högländ AB 1991-1995.

Other appointments: Chairman of the Royal Swedish Opera. Board member of Investment AB Latour, Munters Group AB, the Association of Swedish Engineering Industries (*Teknikföretagen*) and the Swedish Corporate Governance Board (*Kollegiet för svensk bolagsstyrning*). Member of the Royal Swedish Academy of Engineering Sciences (IVA) and board member of IVA's Business Executives Council (*IVA:s Näringslivsråd*).

Shareholdings (including through companies and related natural parties): -

Sofia Schörling Högborg

Board member since 2017.

Born 1978.

BSc (Bachelor of Science) in Business Administration.

Other appointments: Board member of Melker Schörling AB, Securitas AB and Hexagon AB.

Shareholdings (including through companies and related natural parties):

15,930,240 Series A shares and 18,027,992 Series B shares through Melker Schörling AB as well as 463,800 Series B shares through Edeby-Ripsa Skogsförvaltning Aktiebolag.

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

Shareholdings (including through companies and related natural parties): 6,000 Series B shares.