

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 2018 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 45 per cent of the votes of all shares in ASSA ABLOY AB. The Nomination Committee proposes the 2018 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 eight.
- Fees to the Board of Directors shall amount to a total of SEK 6,780,000 (remuneration for committee work not included) to be distributed among the members of the Board of Directors as follows; SEK 2,100,000 to the Chairman, SEK 900,000 to the Vice Chairman and SEK 630,000 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 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, Ulf Ewaldsson, Eva Karlsson, Birgitta Klasén, Sofia Schörling Högberg and Jan Svensson as members of the Board of Directors.
- Election of Lena Olving 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, in accordance with the Audit Committee's recommendation, as Auditor for the time period until the end of the 2019 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 2018 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, phase of development and other circumstances would have an appropriate composition. As replacement for Eva Lindqvist and Johan Molin, who both have declined re-election, the Nomination Committee proposes new election of Lena Olving. Lena Olving is President and CEO of Mycronic AB since 2013 and has many years of experience from various management positions within SAAB AB and Volvo Car Corporation, as well as CEO of Samhall Högland AB. She is also a board member of Investment AB Latour and Munters Group AB. The Nomination Committee makes the assessment that Lena Olving with her experience and qualifications would be a valuable asset to the Board of Directors of ASSA ABLOY AB. At the proposed composition of the Board of Directors, the proportion of women amount to 50 per cent, which is above the recommended level of 40 per cent which the Swedish Corporate Governance Board has stated as the level of ambition for all Swedish listed companies by the year of 2020.

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
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.

Item 13 – Resolution regarding instructions for appointment of Nomination Committee and the Nomination Committee's assignment

The Nomination Committee proposes that the following instructions for appointment of Nomination Committee and the Nomination Committee's assignment are resolved by the Annual General Meeting.

The Nomination Committee shall be composed of representatives of the five largest shareholders in terms of voting rights registered in the shareholders' register maintained

by Euroclear Sweden AB as of August 31 the year before the Annual General Meeting¹. The Chairman of the Board shall convene the Nomination Committee to its first meeting and shall also be co-opted to the Nomination Committee. Should a shareholder decline to participate in the Nomination Committee, a representative from the largest shareholder in turn shall be appointed. The composition of the Nomination Committee for the Annual General Meeting shall be publicly announced no later than six months prior to each Annual General Meeting.

In the event one or more shareholders who appointed members of the Nomination Committee, earlier than three months prior to the Annual General Meeting, no longer are among the five largest shareholders in terms of voting rights, the members appointed by such shareholders shall resign and the shareholder or shareholders who has become one of the five largest shareholders in terms of voting rights shall be entitled to appoint their representatives. If there are only marginal changes in the number of votes held or if the change occurs later than three months prior to the Annual General Meeting, no changes shall be made in the composition of the Nomination Committee unless there are special circumstances. If a member resigns from the Nomination Committee before the work is completed and the Nomination Committee finds it suitable, a substitute shall be appointed. Such a substitute shall be appointed from the same shareholder or, if that shareholder no longer is among the largest shareholders in terms of voting rights, from the largest shareholder next in turn. A change in the composition of the Nomination Committee shall immediately be publicly announced.

The term of office for the Nomination Committee runs until the next composition of the Nomination Committee has been announced. No remuneration shall be paid out to the members of the Nomination Committee. Potential necessary expenses for the work of the Nomination Committee shall be paid by the company.

The Nomination Committee shall prepare proposals regarding the election of Chairman of the General Meeting, members of the Board of Directors, Chairman of the Board, Vice Chairman of the Board, Auditor, fees for the members of the Board including division between the Chairman, the Vice Chairman, and the other Board members, as well as fees for committee work, fees to the company's Auditor and changes of the instructions for the Nomination Committee.

This instruction shall apply until further notice.

March 2018
The Nomination Committee of
ASSA ABLOY AB (publ)

¹ The shareholding statistics to be used shall be sorted by voting power (grouped by owners) and include the 25 largest direct registered shareholders in Sweden, i.e. shareholders with an account with Euroclear Sweden AB in their own name or shareholders holding a custody account with a nominee that have reported the identity of the shareholder to Euroclear Sweden AB.

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.

Ulf Ewaldsson

Board member since 2016.

Born 1965.

Master of Science in Engineering and Business Management.

Advisor to President and CEO of Ericsson since 1 February, 2018. Senior Vice President

and Head of Business Area Digital Services at Ericsson (April 2017-January

2018). Various managerial positions within the Ericsson Group since 1990,

including Chief Technology Officer, Head of Strategy and Head of Group Function

Strategy and Technology (September 2016-March 2017), Chief Technology Officer and

Head of Group Function Technology (2012-September 2016), and Head of Product Area

Radio within Business Unit Networks (2007-2012). Ulf has worked internationally for over 11 years (China, Japan and Eastern Europe).

Other appointments: Chairman of KTH Royal Institute of Technology. Member of the Royal Swedish Academy of Engineering Sciences (IVA).

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

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 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.

Shareholdings (including through companies and related natural parties):

21,000 Series B shares.

Lena Olving

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

Born 1956.

Master of Science in Mechanical Engineering.

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

Other appointments: 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 Högberg

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 21,654,104 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 and Tomra Systems ASA. Board member of Loomis AB, Oxeon AB, Alimak Group AB and Investment AB Latour.

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