

ASSA ABLOY remuneration report 2022

Introduction

This remuneration report describes how ASSA ABLOY AB's guidelines for remuneration to senior executives were implemented in 2022. The latest version of the remuneration guidelines was adopted by the 2022 Annual General Meeting. The report also provides information on remuneration to the company's President and CEO ("**CEO**") and a summary of the company's outstanding and during the year completed incentive programs. The report has been prepared in accordance with Chapter 8, Sections 53 a and 53 b of the Swedish Companies Act (2005:551) and *the Rules on Remuneration of the Board and Executive Management and on Incentive Programs* issued by the Swedish Corporate Governance Board.

Information required by Chapter 5, Sections 40-44 of the Annual Accounts Act (1995:1554) is available in note 35 (*Employees*) on pages 91-93 in the company's annual report for 2022 (the "**Annual Report 2022**").

Information on the work of the Remuneration Committee in 2022 is set out in the corporate governance report available on pages 51-61 in the Annual Report 2022.

Remuneration of the Board of Directors is not covered by this report. Such remuneration is resolved annually by the Annual General Meeting and disclosed in note 35 (*Employees*) on page 91 in the Annual Report 2022.

Key developments 2022

The CEO summarizes the company's overall performance in his statement on pages 4-5 in the Annual Report 2022.

ASSA ABLOY's remuneration guidelines: scope, purpose and deviations

With the objective that ASSA ABLOY shall continue to be able to recruit and retain competent employees, the basic principle being that remuneration and other employment conditions shall be offered on market conditions and be competitive. The remuneration guidelines enable ASSA ABLOY to offer senior executives a total remuneration that is on market conditions and competitive. Prerequisites are thereby established for successful implementation of the Group's business strategy as well as safeguarding ASSA ABLOY's long-term interests, including its sustainability. Under the remuneration guidelines, the total yearly remuneration to the senior executives shall be on market conditions and be competitive and also reflect each senior executive's responsibility and performance. The total yearly remuneration shall consist of fixed base salary, variable cash remuneration, pension benefits and other benefits. The variable cash remuneration shall be linked to predetermined and measurable financial targets and can also be linked to strategical and/or functional targets individually adjusted on the basis of responsibility and function. These targets shall be designed so as to contribute to ASSA ABLOY's business strategy and long-term interests, including its sustainability, by for example being linked to the business strategy or promote the senior executive's long-term development within ASSA ABLOY.

The remuneration guidelines are found in note 35 (*Employees*) on pages 91-93 in the Annual Report 2022. During 2022, the company has complied with the applicable remuneration guidelines adopted by the General Meeting. No deviations from the remuneration guidelines have been decided and no derogations from the procedure for implementation of the remuneration guidelines have been made. The auditor's report regarding whether the company has complied with the remuneration guidelines is available on the company's website www.assaabloy.com. No variable remuneration has been reclaimed.

In addition to remuneration covered by the remuneration guidelines, the Annual General Meetings of ASSA ABLOY AB have resolved to implement share-based long-term incentive programs (“LTIs”) and on remuneration to the Board of Directors.

Table 1 – Total remuneration of the CEO in 2022 (SEK thousands)

Name of Director (position)	Financial year	1 Fixed remuneration		2 Variable remuneration		3	4	5	6
		Base salary	Other benefits	One-year variable ¹	Multi-year variable ²	Extraordinary items	Pension expense	Total remuneration	Proportion of fixed and variable remuneration
Nico Delvaux (CEO)	2022	21,338	199	14,891	7,830	-	7,462	51,720	56%/44%

Share based remuneration

Outstanding and completed incentive programs in 2022

ASSA ABLOY has three outstanding share-based long-term incentive programs (LTI 2020, LTI 2021 and LTI 2022) for senior executives and other key employees in the Group that have been resolved at Annual General Meetings (2020-2022). In April 2022, vesting of the 2019 share-based long-term incentive program (LTI 2019) took place.

For each Series B share acquired by the CEO within the framework of LTI 2019, LTI 2020, LTI 2021 and LTI 2022, the company has awarded six performance-based share awards. For each Series B share acquired by other members of the Executive Team, the company has awarded five performance-based share awards. For other participants, the company has awarded four performance-based share awards. Each performance-based share award entitles the holder to receive one Series B share in the company free of charge three years after the award date, provided that the holder, with certain exceptions, at the time of the release of the interim report for the first quarter 2022 (LTI 2019), first quarter 2023 (LTI 2020), first quarter 2024 (LTI 2021) and first quarter 2025 (LTI 2022) is still employed by the Group and has maintained the shares acquired within the framework of the respective long-term incentive program. In addition to these vesting conditions, the number of performance-based share awards that entitle the holder to Series B shares in the company depends on the annual development of ASSA ABLOY’s earnings per share based on the target levels, as defined by the Board of Directors, during the applicable measurement period: 1 January 2019 – 31 December 2021 (LTI 2019), 1 January 2020 – 31 December 2022 (LTI 2020), 1 January 2021 – 31 December 2023 (LTI 2021) and 1 January 2022 – 31 December 2024 (LTI 2022), where each year during the applicable measurement period is compared to the previous year. The outcomes are calculated yearly, whereby one third of the performance-based share awards is measured against the outcome for the first year in the measurement period, one third is measured against the outcome for the second year in the measurement period and one third is measured against the outcome for the third year in the measurement period. The outcome for each year is measured linearly. Unless the minimum target level in the interval is achieved for the year, all of the relevant performance-based share awards will lapse. If the maximum target level in the interval is

¹ Variable remuneration earned 2022 and paid in 2023.

² Multi-year variable remuneration is defined as the company’s personnel cost, excluding social charges, related to the CEO for all the existing long-term share incentive programs (LTIs) for the current year (i.e. IFRS2 cost).

achieved, each performance-based share award linked to the relevant year entitles the holder to one Series B share at the end of the three-year vesting period provided the other vesting conditions are met.

In accordance with the terms of LTI 2019, LTI 2020, LTI 2021 and LTI 2022, employees have acquired a total of 517,347 Series B shares in ASSA ABLOY AB. The CEO, Nico Delvaux, has acquired 13,050 Series B shares in LTI 2019, 14,825 Series B shares in LTI 2020, 11,077 Series B shares in LTI 2021 and 12,835 Series B shares in LTI 2022.

The performance-based condition was fulfilled to 64 percent for LTI 2019. Fulfilment of the performance-based condition for LTI 2020, LTI 2021 and LTI 2022, respectively, is intended to be presented in the annual report for the financial years 2022, 2023 and 2024, respectively.

The total number of outstanding performance-based share awards for LTI 2020, LTI 2021 and LTI 2022 amounted to 1,501,883 on the reporting date of 31 December 2022.

Fair value is based on the share price on the respective award date. The present value calculation is based on data from an external party. Fair value is also adjusted for performance-based share awards not expected to be realized at the end of the vesting period of the respective program. The company further assesses the probability of the performance targets being met when calculating the compensation expense. The fair value of ASSA ABLOY's Series B share on the award date for LTI 2022, 2 June 2022, was SEK 242.70. The fair value of ASSA ABLOY's Series B share on the award date for LTI 2021, 9 June 2021, was SEK 259.86. The fair value of ASSA ABLOY's Series B share on the award date for LTI 2020, 28 May 2020, was SEK 196.25. The fair value of ASSA ABLOY's Series B share on the award date for LTI 2019, 24 May 2019, was SEK 194.23.

The total cost of LTI 2019-LTI 2022 excluding social security costs amounted to SEK 57 million in 2022.

In April 2022, vesting of LTI 2019 took place equivalent of 230,910 Series B shares at a total market value at the time of vesting of SEK 61 million. Please see Tables 2 and 3 b for details regarding the CEO, Nico Delvaux.

Table 2 – Share award plans (LTI)

Name of Director (position)	The main conditions of share award plans					Information regarding the reported financial year 2022					
						Opening balance	During the year		Closing balance		
	1	2	3	4	5	6	7	8	9	10	11
Name of plan	Performance period ³	Award date performance awards	Vesting Date	End of retention period	Performance awards held at the beginning of the year	Number of performance awards awarded	Number of shares vested	Performance awards subject performance condition in order to be awarded ⁴	Performance awards awarded and unvested at year end ⁵	Performance awards subject to a retention period ⁶	
Nico Delvaux (CEO)	LTI 2019	2019-2021	24 May 2019	As soon as possible after the release of the interim report for Q1 2022	Vesting Date	78,300	-	51,629 ⁷	-	--	-
	LTI 2020	2020-2022	28 May 2020	As soon as possible after the release of the interim report for Q1 2023	Vesting Date	88,950	-	-	-	88,950	-
	LTI 2021	2021-2023	9 June 2021	As soon as possible after the release of the interim report for Q1 2024	Vesting Date	66,462	-	-	-	66,462	-
	LTI 2022	2022-2024	2 June 2022	As soon as possible after the release of the interim report for Q1 2025	Vesting Date	-	77,010	-	-	77,010	-
Total						233,712	77,010	51,629	-	232,422	-

³ Measurement period.

⁴ All performance awards are granted at the launch of the relevant program.

⁵ All performance awards remain unvested until the relevant Vesting Date. To make the participants' interest equal with the shareholders' the company will compensate the participants for distributed dividend during the vesting period ((i.e. until the relevant Vesting Date) by increasing the number of Series B shares that each performance award gives right to after the vesting period for the relevant program. Hence, the final number of Series B shares received at vesting will be adjusted at the time of vesting.

⁶ Neither the performance awards nor the Series B shares received upon vesting are subject to post-vesting retention.

⁷ Compensation included for distributed dividend during the vesting period.

Application of performance criteria

The performance measures for the CEO's variable remuneration have been selected to deliver ASSA ABLOY's business strategy and to encourage behavior, which is in ASSA ABLOY's long-term interest, including its sustainability. In the selection of performance measures, the strategic objectives and short-term and long-term business priorities for 2022 have been taken into account. Please refer to page 101 (*Definitions of key ratios*) in the Annual Report 2022 for a general description of financial performance measurements.

Table 3 a – Performance of the CEO in the reported financial year 2022 - short-term variable compensation (STI)

Name of Director (position)	1 Description of the criteria related to the remuneration component	2 Relative weighting of the performance criteria	3	
			a) Measured performance and	b) actual award/ remuneration outcome, SEK thousands
Nico Delvaux (CEO)	Improvement earnings per share (EPS) ⁸	90%	a) EPS year on year improvement	b) 14,107
			(100% fulfillment of the performance-based condition)	
	Operating cash flow/income before tax ⁹	10%	a) Operating cash flow/income before tax ¹⁰	b) 784
			(50% fulfillment of the performance-based condition)	

Table 3 b – Performance of the CEO in the reported financial year 2022 - long-term variable compensation (LTI)

Name of Director (position)	Name of the plan	1 Description of the criteria related to the remuneration component	2 Relative weighting of the performance criteria	3	
				a) Measured performance and	b) actual award/ remuneration outcome, SEK thousands ¹¹
Nico Delvaux (CEO)	LTI 2019	Improvement earnings per share (EPS) ¹² over three years	100%	a) EPS year on year improvement	(64% fulfillment of the performance-based condition)
				b) 12,688 ¹³ -	
	LTI 2020	Improvement earnings per share (EPS) ¹⁴ over three years	100%	a) EPS year on year improvement	b) -
				b) -	
	LTI 2021	Improvement earnings per share (EPS) ¹⁵ over three years	100%	a) EPS year on year improvement	b) -
				b) -	
	LTI 2022	Improvement earnings per share (EPS) ¹⁶ over three years	100%	a) EPS year on year improvement	b) -
				b) -	

⁸ Earnings per share is defined as the company's earnings per share after tax and dilution, excluding items affecting comparability and currency effects.

⁹ Operating cash flow in relation to income before tax excluding items affecting comparability.

¹⁰ Operating cash flow in relation to income before tax excluding items affecting comparability.

¹¹ The performance awards remain unvested till the end of the relevant vesting period (i.e. until the relevant Vesting Date set out in Table 2). In 2022, no performance awards for LTI 2020, LTI 2021 and LTI 2022 have vested. The cost of LTI 2019-LTI 2022, set out in Table 1, is allocated over the three year vesting period, calculated in accordance with IFRS2.

¹² Earnings per share is defined as the company's earnings per share after tax and dilution, excluding items affecting comparability and currency effects.

¹³ The value corresponds to the number of Series B shares for LTI 2019 received on the Vesting Date multiplied with the average share price on the Vesting Date.

¹⁴ Earnings per share is defined as the company's earnings per share after tax and dilution, excluding items affecting comparability and currency effects.

¹⁵ Earnings per share is defined as the company's earnings per share after tax and dilution, excluding items affecting comparability and currency effects.

¹⁶ Earnings per share is defined as the company's earnings per share after tax and dilution, excluding items affecting comparability and currency effects.

Comparative information on the change of remuneration and company performance

Table 4 – Change of remuneration and company performance over the last three reported financial years

Annual change	2021 vs 2020	2022 vs 2021	2022
CEO remuneration	SEK 15.0 M (43.1%)	SEK 1.9 M (3.9%)	SEK 51.7 M
Group operating income ¹⁷	SEK 1,723 M (13.8%)	SEK 4,351 M (30.7%)	SEK 18,532 M
Average remuneration on a full-time equivalent basis of employees of the company (ASSA ABLOY AB) ¹⁸	SEK 120 k (13.4%) ¹⁹	SEK 47 k (4.7%) ²⁰	SEK 1,037 k ²¹

Additional information

Call options issued by shareholders to the CEO

Pursuant to an agreement dated 7 February 2018 between the CEO, Nico Delvaux, and Latour Förvaltning AB ("**Latour**") and Melker Schörling AB ("**MSAB**"), Latour and MSAB have issued in total 94,787 call options to Nico Delvaux with the right to acquire the same number of Series B shares in ASSA ABLOY AB from Latour and MSAB. The purchase price was SEK 21.10 per call option and the transaction date was 7 February 2018. The call options were sold at market price, ensured through an external independent valuation.

CEO's total holdings of shares and call options in ASSA ABLOY AB

The CEO, Nico Delvaux, holds in total 186,998 Series B shares and 94,787 call options as per 31 December 2022.

Description of how the views of shareholders' have been taken into consideration

A few comments on the remuneration report have been received, which have been compiled and reported to the Remuneration Committee. In line with comments received, the format of the remuneration report has been developed further in particular as regard the tables of application of performance criteria, however comments have otherwise not rendered any changes.

¹⁷ Group operating income is defined as income before financial net, and taxes on income, including items affecting comparability.

¹⁸ Excluding members of the Executive Team employed in ASSA ABLOY AB and the CTO.

¹⁹ Average remuneration 2020 calculated on 245 employees.

²⁰ Average remuneration 2021 calculated on 202 employees.

²¹ Average remuneration 2022 calculated on 247 employees.