

## Annual General Meeting in ASSA ABLOY AB

*The shareholders of ASSA ABLOY AB are hereby invited to attend the Annual General Meeting to be held on Wednesday 26 April 2017 at 3.30 p.m., at Moderna Museet, Skeppsholmen, Stockholm. Registration for the Annual General Meeting starts at 2.30 p.m.*

### Notice of Attendance

Shareholders who wish to attend the Annual General Meeting must:

- be recorded in the share register kept by Euroclear Sweden AB on Thursday 20 April 2017, and
- notify the company of their intent to attend no later than Thursday 20 April 2017. Notice of attendance can be given on the company's website [www.assaabloy.com](http://www.assaabloy.com), by telephone +46 8 506 485 14 or in writing by mail to ASSA ABLOY AB, Annual General Meeting, P.O. Box 7842, SE-103 98 Stockholm, Sweden.

When giving notice of attendance, please state name, personal or corporate identification number, address, telephone number, number of shares and names of any assistants attending. The information given in the notice of attendance will be data processed and used only in connection with the Annual General Meeting 2017. An entrance card, to be shown at the registration for the Annual General Meeting, will be sent as confirmation of the notice of attendance.

### Nominee registered shares

Shareholders whose shares are nominee registered must, in addition of giving notice of attendance, request that their shares be temporarily registered in their own name in the share register (so called voting right registration) in order to have the right to attend the Annual General Meeting. Such registration must be effected by Thursday 20 April 2017, and shareholders should inform their bank or other nominee well in advance of this date.

### Proxy

If participation is by proxy, the proxy should be submitted in connection with the notice of attendance and the proxy must be presented in original at the latest at the Annual General Meeting. Proxy form is available on the company's website [www.assaabloy.com](http://www.assaabloy.com).

## Agenda

1. Opening of the Annual General Meeting.
2. Election of Chairman of the Annual General Meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of two persons to approve the minutes.
6. Determination of whether the Annual General Meeting has been duly convened.
7. Report by the President and CEO, Mr. Johan Molin.
8. Presentation of:
  - a) the Annual Report and the Audit Report as well as the Consolidated Accounts and the Audit Report for the Group,
  - b) the Auditor's statement regarding whether the guidelines for remuneration to senior management adopted on the previous Annual General Meeting have been complied with, and
  - c) the Board of Directors proposal regarding distribution of profits and motivated statement.
9. Resolutions regarding:
  - a) adoption of the Statement of Income and the Balance Sheet as well as the Consolidated Statement of Income and the Consolidated Balance Sheet,
  - b) dispositions of the company's profit according to the adopted Balance Sheet, and
  - c) discharge from liability of the members of the Board of Directors and the CEO.
10. Determination of the number of members of the Board of Directors.
11. Determination of fees to the Board of Directors and the Auditor.
12. Election of the Board of Directors, Chairman of the Board of Directors, Vice Chairman of the Board of Directors and the Auditor.
13. Election of members of the Nomination Committee and determination of the assignment of the Nomination Committee.
14. Resolution regarding guidelines for remuneration to senior management.
15. Resolution regarding authorization to repurchase and transfer Series B shares in the company.
16. Resolution regarding long term incentive program.
17. Closing of the Annual General Meeting.

### **Item 2 – Election of Chairman of the Annual General Meeting**

The Nomination Committee, consisting of 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), proposes that Lars Renström is elected Chairman of the Annual General Meeting.

### **Item 9 b) – Disposition of the company's profit according to the adopted Balance Sheet**

The Board of Directors proposes a dividend of SEK 3.00 per share. As record date for the dividend, the Board of Directors proposes Friday 28 April 2017. Subject to resolution by the Annual General Meeting in accordance with the proposal, the

dividend is expected to be distributed by Euroclear Sweden AB on Thursday 4 May 2017.

The Board of Directors has presented a motivated statement pursuant to Chapter 18, Section 4 of the Swedish Companies Act, the statement is available at the company and on the company's website [www.assaabloy.com](http://www.assaabloy.com).

**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 Nomination Committee proposes that the Annual General Meeting resolves as follows.

- 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 6,450,000 (remuneration for committee work not included) to be distributed among the members of the Board of Directors as follows; SEK 2,000,000 to the Chairman, SEK 850,000 to the Vice Chairman and SEK 600,000 to each of the other members of the Board of Directors elected 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 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, Eva Lindqvist, Johan Molin and Jan Svensson as members of the Board of Directors.
- Election of Sofia Schörling Högberg 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 Remuneration Committee's recommendation, as Auditor for the time period until the end of the 2018 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.

*Sofia Schörling Högberg* has a BSc (Bachelor of Science) in Business Administration. She has many years of experience from serving as board member in other companies and is, as of 2005, board member of Securitas AB and, as of 2006, board member of Melker Schörling AB.

More detailed information regarding the proposed members of the Board of Directors can be found in the Nomination Committee's proposal which is available at the company's website [www.assaabloy.com](http://www.assaabloy.com).

**Item 13 – Election of members of the Nomination Committee and determination of the assignment of the Nomination Committee**

The Nomination Committee proposes that the Annual General Meeting resolves mainly as follows.

- The Nomination Committee shall consist of five members, who, up to and including the Annual General Meeting 2018, 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 2018 for any other reason.

- The Nomination Committee shall, before the Annual General Meeting 2018, prepare and submit proposals for; election of Chairman of the Annual General Meeting, election of Chairman, Vice Chairman and other members of the Board of Directors, election of Auditor, determination of 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) as well as election of members of the Nomination Committee and determination of the assignment of the Nomination Committee.

#### **Item 14 – Resolution regarding guidelines for remuneration to senior management**

The Board of Directors proposes that the Annual General Meeting adopts the following guidelines for the remuneration and other employment conditions of the President and CEO and other members of the ASSA ABLOY Executive Team (the Executive Team).

The proposed guidelines below do not involve any material change, compared with the guidelines adopted by the 2016 Annual General Meeting.

The basic principle is that the remuneration and other employment conditions should be in line with market conditions and be competitive. ASSA ABLOY takes into account both global remuneration practice and practice in the home country of each member of the Executive Team.

The total remuneration of the Executive Team should consist of basic salary, variable components in the form of annual and long term variable remuneration, other benefits and pension.

The total remuneration of the Executive Team, including previous commitments not yet due for payment is reported in the Annual Report 2016 in Note 33.

##### *Fixed and variable remuneration*

The basic salary should be competitive and reflect responsibility and performance. The variable part consists of remuneration paid partly in cash, and partly in the form of shares.

The Executive Team should have the opportunity to receive variable cash remuneration based on the outcome in relation to financial targets and, when applicable, individual targets. This remuneration should be equivalent to a maximum 75 per cent of the basic salary (excluding social security costs).

In addition, the Executive Team should, within the framework of the Board of Directors' proposal for a long term incentive program, in Item 16, be able to receive variable remuneration in the form of shares based on the outcome in relation to a range determined by the Board of Directors for the performance of the company's earnings per share during 2017. This remuneration model also includes the right, when purchasing shares under certain conditions, to receive free matching shares from the company. This remuneration shall, if the share price is unchanged, be equivalent to maximum 75 per cent of the basic salary (excluding social security costs).

The annual cost of variable remuneration for the Executive Team as above, assuming maximum outcome, totals around SEK 66 million (excluding social security costs and financing cost). This calculation is made on the basis of the current members of the Executive Team.

##### *Other benefits and pension*

Other benefits, such as company car, extra health insurance or occupational healthcare, should be payable to the extent this is considered to be in line with market conditions in the market concerned. All members of the Executive Team should be covered by defined contribution pension plans, for which pension premiums are

allocated from the executive's total remuneration and paid by the company during the period of employment.

*Notice and severance pay*

If the CEO is given notice, the company is liable to pay the equivalent of 24 months' basic salary and other employment benefits. If one of the other members of the Executive Team is given notice, the company is liable to pay a maximum six months' basic salary and other employment benefits plus an additional 12 months' basic salary.

*Deviation from the guidelines*

The Board of Directors shall have the right to deviate from the guidelines for remuneration to senior management adopted by the Annual General Meeting if there are particular reasons for doing so in an individual case.

**Item 15 – Resolution regarding authorization to repurchase and transfer Series B shares in the company**

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to pass a resolution, on one or more occasions for the period up until the next Annual General Meeting, on repurchasing Series B shares in the company in accordance with the following.

- The repurchase shall maximum comprise so many Series B shares that the company after each repurchase holds a maximum of 10 per cent of the total number of shares in the company.
- The repurchase of Series B shares shall take place on Nasdaq Stockholm.
- The repurchase of Series B shares on Nasdaq Stockholm may only occur at a price within the share price interval registered at that time, where share price interval means the difference between the highest buying price and the lowest selling price.
- Payment of the Series B shares shall be made in cash.

Furthermore, the Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to pass a resolution, on one or more occasions for the period up until the next Annual General Meeting, on transferring Series B shares in the company accordance with the following.

- The maximum number of Series B shares to be transferred may not exceed the number of shares held by the company at the time of the Board of Directors resolution.
- Transfers of Series B shares shall take place:
  - (i) on Nasdaq Stockholm, or
  - (ii) in connection with acquisition of companies or businesses, on market terms.
- Transfers of Series B shares on Nasdaq Stockholm may only occur at a price within the share price interval registered at that time, where share price interval means the difference between the highest buying price and the lowest selling price.
- The authorization includes the right to resolve on deviation of the preferential rights of shareholders and that payment may be made in other forms than cash.

The purpose of the authorizations is to make possible the ability for the Board of Directors to continuously adapt the company's capital structure and thereby contribute to increased shareholder value, to be able to exploit attractive acquisition opportunities by fully or partly financing future acquisitions with the company's own shares, and to ensure the company's undertakings, including social security costs, in accordance with the Board of Directors' proposal for a long term incentive program under Item 16.

The Board of Directors has presented a motivated statement pursuant to Chapter 19, Section 22 of the Swedish Companies Act, the statement is available at the company and on the company's website [www.assaabloy.com](http://www.assaabloy.com).

The proposal in this Item 15 requires an approval of shareholders representing at least two-thirds of both the shares and number of votes represented at the Annual General Meeting to be valid.

**Item 16 – Resolution regarding proposal of long term incentive program**

The Board of Directors proposes that the Annual General Meeting resolves to implement a new long term incentive program for senior executives and key employees within the ASSA ABLOY Group (LTI 2017). LTI 2017 is proposed to include approximately 90 senior executives and key employees within the ASSA ABLOY Group. LTI 2017 entails that the participants will invest in Series B shares in ASSA ABLOY at market price. Such personal investment will thereafter be matched by the company through granting of so called matching awards and performance awards, in accordance with the terms stipulated below.

*The rationale for the proposal*

The purpose of LTI 2017 is to retain and recruit competent employees to the Group, provide competitive remuneration and to align the interests of the senior executives and key employees with the interests of the shareholders. In light of the above, the Board of Directors believes that implementation of LTI 2017 will have a positive effect on the development of the Group and consequently that LTI 2017 is beneficial to both the shareholders and the company.

*Preparation of the proposal*

LTI 2017 has been initiated by the Board of Directors of ASSA ABLOY, and has been structured in consultation with external advisers based on an evaluation of prior incentive programs. LTI 2017 has been prepared by the Remuneration Committee and reviewed at meetings of the Board of Directors.

*Personal investment*

In order to participate in LTI 2017, the employees must purchase Series B shares in ASSA ABLOY at market price, in an amount corresponding to minimum 5 per cent (all participants) and maximum 15 per cent (CEO and other senior executives) or 10 per cent (other participants), respectively, of the participants basic salary.

The participation in LTI 2017 of employees who have not participated in previous LTI programs is subject to renunciation of customary salary review for the year 2017.

*Allocation*

For each Series B share the CEO purchases under LTI 2017, he will be granted one matching award and four performance awards. For each Series B share other senior executives (currently eight individuals) purchase under LTI 2017, each such individual will be awarded one matching award and three performance awards. For each Series B share other participants (approximately 80 individuals) purchase under LTI 2017, each such individual will be awarded one matching award and one performance award.

*Conditions for awards*

The following conditions shall apply for all awards.

- The awards shall be granted free of charge after the 2017 Annual General Meeting.
- Each award entitles the holder to receive one Series B share free of charge three years after allotment of the award (vesting period), provided that the holder, with some exceptions, at the time of the release of the interim report for the first quarter 2020 still is employed by the ASSA ABLOY Group and has maintained the shares purchased under LTI 2017.
- To make the participants' interest equal with the shareholders' the company will compensate the participants for distributed dividend during the vesting period by increasing the number of Series B shares that each award gives right to after the vesting period.
- The awards are non-transferable and may not be pledged.
- The awards can be granted by the company or any other company within the Group.

*Conditions for the performance awards*

The number of performance awards that gives right to receive Series B shares in the company depends on the fulfilment of target levels, as defined by the Board of Directors, in respect of increase of the company's earnings per share<sup>1</sup> during the financial year 2017 compared with the financial year 2016. The outcome will be measured lineally, meaning that none of the performance awards will give right to Series B shares unless the minimum level is achieved, and that each performance award will give right to one Series B share if the maximum level is achieved. The Board of Directors intends to present the fulfilment of the performance based condition in the Annual Report for the financial year 2017.

*Preparation and administration*

The Board of Directors shall be responsible for preparing the detailed terms and conditions of LTI 2017, in accordance with the mentioned terms and guidelines. To this end, the Board of Directors shall be entitled to make adjustments to meet foreign regulations or market conditions. The Board of Directors may also make other adjustments if significant changes in the ASSA ABLOY Group, or its operating environment, would result in a situation where the decided terms and conditions for LTI 2017 no longer are appropriate.

*Scope and costs of the program*

LTI 2017 may, if the share price for the company's Series B share remains the same during the program's term, result in a maximum amount corresponding to 75 per cent (CEO), 60 per cent (other senior executives) or 20 per cent (other participants), respectively, of the participants annual basic salary (excluding social security costs). Such outcome is subject to a maximum personal investment, meaning that the participant must purchase Series B shares in the company in an amount corresponding to 15 per cent (CEO and other senior executives) or 10 per cent (other participants), respectively, of the participants annual basic salary, maintain the initially purchased shares and that the participant, with some exceptions, still is employed during the vesting period, and that the performance based condition has been fully achieved.

The total amount of shares, which corresponds to the participant's total maximum personal investment, and thus the total amount of awards in LTI 2017, depends on the share price for the company's Series B share at the time of allotment of awards under LTI 2017. The total number of shares in the company amount to 1,112,576,334 shares. Provided that the share price for the company's Series B share is traded at around SEK 170 at the time of allotment of awards under LTI 2017, LTI 2017 will, in accordance with the above principles and assumptions, comprise maximum 400,000 Series B shares in total, which corresponds to approximately 0.1 per cent of the total outstanding shares and votes in the company.

LTI 2017 should be expensed as personnel costs over the vesting period. Provided that the performance based condition is fully achieved, the accounting cost for LTI 2017 before tax is, in accordance with the above principles and assumptions, estimated to approximately SEK 63 million, allocated over the vesting period. Estimated social security costs and financing cost are included in such amount.

The costs are expected to have marginal effect on key ratios of the ASSA ABLOY Group.

Information on LTI 2014, LTI 2015 and LTI 2016 can be found in the Annual Report 2016, Note 33.

*Delivery of shares under LTI 2017*

To ensure the delivery of Series B shares under LTI 2017, the company intends to enter into an agreement with a third party, under which the third party shall, in its

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<sup>1</sup> Earnings per share is defined as the company's earnings per share excluding items affecting comparability and after tax and dilution.

own name, buy and transfer Series B shares in the company to the participants in accordance with LTI 2017.

## Shares and votes

The total number of shares in the company at the time for the notification to the Annual General Meeting amount to 1,112,576,334 shares, of which 57,525,969 are Series A shares and 1,055,050,365 Series B shares, which is equivalent to a total of 1,630,310,055 votes. ASSA ABLOY AB is holding at the time of the notification to the Annual General Meeting, 1,800,000 own Series B shares, corresponding to 1,800,000 votes that may not be represented at the Annual General Meeting.

## Shareholders' right to request information

The shareholders are reminded of their right to request information from the Board of Directors and the CEO at the Annual General Meeting in respect of circumstances which may affect the assessment of a matter on the agenda or circumstances which may affect the company's financial position.

## Additional information

The Annual Report and the Audit Report and the other documents concerning Items 8-16 above will be available at the company and on the company's website [www.assaabloy.com](http://www.assaabloy.com) at the latest on 5 April 2017. The Board of Directors' complete proposals according to Items 14-16 are also included in this notice. Copies of the documents will be sent free of charge to shareholders who so request and state their address and will also be available at the Annual General Meeting.

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### Welcome!

Stockholm in March 2017

The Board of Directors

ASSA ABLOY AB (publ)

## About ASSA ABLOY

*ASSA ABLOY is the global leader in door opening solutions, dedicated to satisfying end-user needs for security, safety and convenience. Since its formation in 1994, ASSA ABLOY has grown from a regional company into an international group with about 47,000 employees, operations in more than 70 countries and sales of SEK 71 billion. In the fast-growing electromechanical security segment, the Group has a leading position in areas such as access control, identification technology, entrance automation and hotel security.*