

dormakaba Holding AG

Invitation to Annual General Meeting

Admission 2.15 pm

Beginning 3.00 pm

Mövenpick Hotel

Zürich Regensdorf

17 October 2017

AGENDA AND MOTIONS

1. Reporting on the Financial Year 2016/2017

1.1 Approval of the Financial Statements and the Corporate Governance Report for the Financial Year 2016/2017, as well as acknowledgement of the reports of the statutory auditors

The Board of Directors proposes that the Financial Statements (including Group and Holding financial statements) and the Corporate Governance Report for the financial year 2016/2017 be approved.

1.2 Advisory Vote on the Compensation Report 2016/2017

The Board of Directors proposes that the Compensation Report 2016/2017 be ratified in a non-binding advisory vote.

2. Appropriation of Retained Earnings of dormakaba Holding AG

The Board of Directors proposes that the retained earnings at the Annual General Meeting's disposal, i.e.

	CHF million
Unappropriated retained earnings at the beginning of the period	288.2
Allocation to reserve for own shares	-17.6
Net profit for the period	31.3
Unappropriated retained earnings at the end of the period	301.9
Allocation from reserves from capital contribution	58.8
Total at the Annual General Meeting's disposal	360.7

be appropriated as follows:

	CHF million
Distribution from reserve from capital contribution *	58.8
To be carried forward	301.9
Total at the Annual General Meeting's disposal	360.7

* Calculated based on the number of outstanding shares as at 30 June 2017. The total amount of the distribution depends on the number of shares entitled to dividend as at 18 October 2017. Treasury shares are not entitled to dividend payout.

The Board of Directors proposes to the Annual General Meeting, instead of a dividend distribution out of retained earnings, a distribution out of reserve from capital contribution of CHF 14.00 per share. As last year the distribution may be effected out of reserve from capital contribution free of the Swiss withholding tax of 35%. Shares of dormakaba Holding AG purchased until 18 October 2017 will entitle to distribution. Beginning on 19 October 2017, the shares will be traded ex-dividend. Subject to the approval of the proposal by the Annual General Meeting, the distribution will be settled as from 23 October 2017.

3. Discharge of the Board of Directors and of the Executive Committee

The Board of Directors proposes that discharge be granted to the members of the Board of Directors and of the Executive Committee for their acts in the financial year just ended.

4. Elections to the Board of Directors

The Board of Directors proposes to re-elect the following current members of the Board of Directors for a further term of one year each (by way of separate election):

- 4.1 Re-election of Ulrich Graf** as a member and as the Chairman in the same vote
- 4.2 Re-election of Rolf Dörig** as a member
- 4.3 Re-election of Stephanie Brecht-Bergen** as a member
- 4.4 Re-election of Elton SK Chiu** as a member
- 4.5 Re-election of Daniel Daeniker** as a member
- 4.6 Re-election of Karina Dubs-Kuenzle** as a member
- 4.7 Re-election of Hans Gummert** as a member
- 4.8 Re-election of John Heppner** as a member
- 4.9 Re-election of Hans Hess** as a member
- 4.10 Re-election of Christine Mankel-Madaus** as a member

5. Elections to the Compensation Committee

The Board of Directors proposes to re-elect the following current members of the Compensation Committee for a further term of one year each (by way of separate election):

5.1 Re-election of Rolf Dörig as a member

5.2 Re-election of Hans Gummert as a member

5.3 Re-election of Hans Hess as a member

The Board of Directors intends to appoint Rolf Dörig (in case of his re-election) as Chairman of the Compensation Committee.

6. Appointment of PricewaterhouseCoopers AG as Statutory Auditors

The Board of Directors proposes the re-election of PricewaterhouseCoopers AG, Zurich, as statutory auditors for a further term of one year.

7. Appointment of Andreas Keller as Independent Proxy

The Board of Directors proposes the re-election of Andreas Keller, Zurich, as independent proxy for a further term of one year.

8. Approval of the Compensation of the Board of Directors and the Executive Committee

8.1 Approval of the Compensation of the Board of Directors

The Board of Directors proposes to approve a maximum total compensation for the members of the Board of Directors in the amount of CHF 2.75 million from the time period starting at the Annual General Meeting 2017 until the Annual General Meeting 2018.

8.2 Approval of the Compensation of the Executive Committee

The Board of Directors proposes to approve a maximum total fixed compensation for the members of the Executive Committee in the amount of CHF 6.10 million and a variable compensation for the members of the Executive Committee in the amount of CHF 13.40 million, in total CHF 19.50 million for the financial year 2018/2019.

9. Authorized Share Capital

(Change of § 3c of the Articles of Incorporation)

At the Annual General Meeting held on 20 October 2015, the shareholders created an authorized capital and entitled the Board of Directors of dormakaba Holding AG to increase the share capital up to a maximum amount of CHF 41,900, consisting of 419,000 shares with a nominal value of CHF 0.10 each. This entitlement expires on 20 October 2017. The Board of Directors proposes to slightly increase and extend the authorized capital, and to entitle the Board of Directors, while adhering to the current conditions contained in the Articles of Association, to increase the share capital until 17 October 2019 up to a maximum amount of CHF 42,000, consisting of 420,000 shares with a nominal value of CHF 0.10 each, as well as to amend § 3c of the Articles of Association as follows:

Current wording of the Articles of Incorporation	<i>Proposed wording of the Articles of Incorporation (changes in italic)</i>
§ 3c – Authorized Share Capital 1. The Board of Directors shall be entitled to increase the share capital until October 20, 2017 up to a maximum amount of CHF 41,900 by issuing 419,000 registered shares at most with a par value of CHF 0.10 each that shall be fully paid in. Increases in partial amounts shall also be authorized. [2. – 4. current wording]	§ 3c – Authorized Share Capital 1. The Board of Directors shall be entitled to increase the share capital until <i>October 17, 2019</i> up to a maximum amount of CHF <i>42,000</i> by issuing <i>420,000</i> registered shares at most with a par value of CHF 0.10 each that shall be fully paid in. Increases in partial amounts shall also be authorized. [2. – 4. unchanged]

10. Further Changes of Articles of Incorporation (editorial changes)

(Change of § 5a and § 36 of the Articles of Incorporation)

Due to new securities law regulations and terminology and the Group-wide change of the name "dorma+kaba" to "dormakaba", the Board of Directors proposes to adjust in § 5a and § 36 of the Articles of Incorporation all references to securities law provisions to the new securities law regulations (replace reference in § 5a to "Article 32 para. 1 of the Swiss Federal Act on Stock Exchanges and Securities Trading of March 24, 1995" with "Article 135 para. 1 of the Swiss Federal Act on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading of June 19, 2015"; replace reference in § 36 para. 2 to "Article 12 paragraph 1 lit. a no. 1 SESTO-FINMA" with "Article 14 paragraph 1 lit. a no. 1 FMIO-FINMA"; replace reference in § 36 para. 2 to "Article 12 paragraph 1 lit. a SESTO-FINMA" with "Article 14 paragraph 1 lit. a FMIO-FINMA"; replace reference in § 36 para. 4 to "Article 22 SESTA" with "Article 125 FMIA") and to replace in § 36 of the Articles of Incorporation the part "dorma+kaba" of the relevant company names with "dormakaba".

ORGANIZATIONAL

Documentation

The Annual Report for 2016/2017, consisting of

- Financial Statements 2016/2017 (including Group and Holding financial statements)
- Corporate Governance Report 2016/2017
- Compensation Report 2016/2017

as well as the original reports of the statutory auditors, are available for review by shareholders at the company's headquarters at Hofwisenstrasse 24, 8153 Rümlang, Switzerland, as of 12 September 2017.

The Executive Report comprises the most relevant information on the financial year 2016/2017. The Annual Report may be ordered. The information is also published online at www.dormakaba.com.

Admission Tickets

Shareholders entered in the share register with voting rights until 9 October 2017 will receive the invitation to the Annual General Meeting, including the proposals of the Board of Directors, by mail. Upon return of the reply form, the shareholders will receive the admission ticket and voting slips. **No entries will be made in the share register from 10 to 17 October 2017.** Owners of registered shares who sell their shares prior to the Annual General Meeting will no longer be eligible to vote. Shareholders who sell or buy portions of their shares are kindly requested to have their admission ticket replaced at the information desk on the day of the Annual General Meeting.

Representation/Proxy

Shareholders who cannot personally attend the Annual General Meeting may be represented as follows:

- by another **shareholder** who is entered in the share register: Please order your admission ticket, complete the proxy form on the reverse side of the admission ticket and submit it to the proxy holder together with the voting slips,

or

- by the **independent proxy**, Andreas Keller, attorney-at-law, P.O. Box 2924, 8021 Zurich, Switzerland: The enclosed reply form constitutes a power of attorney (there is no need to order an admission ticket). To the extent that no specific instructions are provided in the reply form, signature of the reply form grants general authorization to the independent proxy to vote in favour of the proposals submitted by the Board of Directors.

Electronic Proxies and Instructions to the Independent Proxy

dormakaba Holding AG offers its shareholders the opportunity to register online and to order their admission ticket or to grant power of attorney and issue voting instructions to the independent proxy electronically until the close of the online voting period on 13 October 2017 at 3 pm. Information to access the online voting platform are included in the reply form. Should you have any questions, please find contact information for support on the homepage of the platform. Shareholders who granted power of attorney and voting instructions electronically are not permitted to cast their votes at the Annual General Meeting in person, but can attend the Annual General Meeting as guests.

Proxy Limitations

We wish to draw the attention of our shareholders to § 10 of the Articles of Incorporation according to which a shareholder may only be represented by another shareholder or by the independent proxy.

The Annual General Meeting will be conducted in German, an English translation will be available.

Rümlang, 11 September 2017

dormakaba Holding AG



Ulrich Graf
Chairman of the Board of Directors