

dorma+kaba

Invitation to Annual General Meeting

20 October 2015 | at 3.00 pm | admission starts at 2.15 pm
Mövenpick Hotel | Zürich Regensdorf

AGENDA AND MOTIONS

1. Reporting on the Financial Year 2014/2015

1.1 Approval of the Financial Statements and the Corporate Governance Report for the Financial Year 2014/2015, 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 2014/2015 be approved.

1.2 Advisory Vote on the Compensation Report 2014/2015

The Board of Directors proposes that the Compensation Report 2014/2015 be ratified in a non-binding advisory vote.

2. Appropriation of Retained Earnings of dorma+kaba 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	223.7
Net profit for the period	65.0
	<hr/> 288.7
Allocation from reserve from capital contribution	50.3
Total at the Annual General Meeting's disposal	<hr/> 339.0

be appropriated as follows:

	CHF million
Distribution from reserve from capital contribution	*50.3
To be carried forward	288.7
Total at the Annual General Meeting's disposal	<hr/> 339.0

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 12.00 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 dorma+kaba Holding AG purchased until 21 October 2015 will entitle to distribution. Beginning on 22 October 2015, 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 26 October 2015.

* Calculated based on the number of outstanding shares as at 30 June 2015. The total amount of the distribution depends on the number of shares entitled to dividend as at 21 October 2015. Treasury shares are not entitled to dividend payout.

3. Discharge of the Board of Directors and of the Management

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

4. Elections to the Board of Directors

The Board of Directors proposes to 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 Elton SK Chiu as a member

4.3 Re-election of Daniel Daeniker as a member

4.4 Re-election of Rolf Dörig as a member

4.5 Re-election of Karina Dubs as a member

4.6 Re-election of Hans Hess as a member

4.7 Re-election of John Heppner as a member

4.8 Re-election of Christine Mankel as a member

4.9 Re-election of Stephanie Brecht-Bergen as a member

4.10 Re-election of Hans Gummert as a member

5. Elections to the Compensation Committee

The Board of Directors proposes to elect the following members of the Compensation Committee for a 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 election of Andreas Keller, Zurich, as independent proxy for a further term of one year.

8. Creation of Authorized Share Capital

(Introduction of a new § 3c to the Articles of Incorporation)

Following the approval of the combination between the Kaba Group with the Dorma Group by the Extraordinary General Meeting held on 22 May 2015, the Board of Directors has increased the share capital by 380,000 shares on 28 May 2015, which were subscribed by Familie Mankel Industriebeteiligungs GmbH + Co. KGaA, by issuing all of the authorized capital and deleting the respective paragraph in the Articles of Incorporation. The Board of Directors proposes to create new authorized capital and to allow the Board of Directors to issue until 20 October 2017 up to CHF 41,900, consisting of 419,000 shares with a nominal value of CHF 0.10 each, as well as to introduce a new § 3c into the Articles of Incorporation:

Proposed Wording of the Articles of Incorporation

§ 3c – Authorized Share Capital

1. *The Board of Directors is authorized until no later than October 20, 2017 to increase the share capital by no more than CHF 41,900 (forty-one thousand and nine hundred Swiss francs) by issuing no more than 419,000 fully paid-up shares with a par value of CH 0.10 each. The capital increase can be consummated in partial amounts.*
2. *The subscription and acquisition of the new shares as well as every subsequent transfer shall be subject to the restrictions pursuant to § 5 of the Articles of Incorporation.*
3. *The Board of Directors shall specify the date of the issue of new registered shares, the issue price, the form of contribution, exercise terms of the preemptive rights, and the effective date for dividend entitlement. The Board of Directors may also issue new registered shares through a block sale to a bank or third party with a subsequent tender to the previous shareholders. The Board of Directors is authorized to set the issue price of the new shares as close as possible to the market value of the shares. In this case the Board of Directors is authorized to limit or to exclude the trading with preemptive rights. The Board of Directors may choose to let preemptive rights that have not been exercised, to expire or it may sell them or any registered shares for which preemptive rights had been granted but not exercised, to the public at market terms or it may utilize them otherwise in the interests of the Company.*
4. *Furthermore, the Board of Directors is authorized to restrict or void or assign to third parties preemptive rights in the event that said registered shares are to be used in connection with the acquisition of companies, business lines, or participations or if they are to be used to finance or refinance transactions of this kind through private or public placements.*

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

9.1 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 2.51 million from the time period starting at the Annual General Meeting 2015 until the Annual General Meeting 2016.

9.2 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 5.69 million and a variable compensation for the members of the Executive Committee in the amount of CHF 11.56 million, in total CHF 17.25 million for the business year 2016/2017.

ORGANIZATIONAL

Documentation

The Annual Report for 2014/2015 consisting of

- Financial Statements 2014/2015 (including Group- and Holding financial statements)
- Corporate Governance Report 2014/2015
- Compensation Report 2014/2015

as well as the original reports of the statutory auditors are available for review by shareholders at the company's headquarters at Hofwisenstrasse 24, in 8153 Rümlang, Switzerland, as of 9 September 2015.

The Executive Report comprises the relevant information on the business year 2014/2015. The Annual Report may be ordered. The information is also published online at www.dormakaba.com.

Admission Cards

Shareholders entered in the share register with voting rights until 12 October 2015 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 be sent the admission card and voting slips. **No entries will be made in the share register from 13 to 20 October 2015.** 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 card 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 card, complete the proxy form on the reverse side of the admission card 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 card). 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

dorma+kaba Holding AG offers its shareholders the opportunity to register online and to order their admission card or to grant power of attorney and issue voting instructions to the independent proxy electronically until the close of the online voting period on 16 October 2015 at 3 pm. Information to access the online voting platform are included on the reply form. Should you have any questions, please find contact information for support on the homepage of the platform. Shareholders who voted granted power of attorney and voting instructions electronically are not permitted to cast their votes at the general meeting of shareholders in person, but can attend the general meeting of shareholders 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, 18 September 2015

dorma+kaba Holding AG



Ulrich Graf
Chairman