

Financial statements dormakaba Holding AG

Balance sheet

Assets

CHF million	Note	Financial year ended 30.06.2021	Financial year ended 30.06.2020
Current assets			
Cash and cash equivalents		0.2	0.1
Other current assets: third parties		0.1	0.0
Total current assets		0.3	0.1
Non-current assets			
Investments	2.1	704.9	704.9
Loans to Group companies	2.2	171.7	170.9
Total non-current assets		876.6	875.8
Total assets		876.9	875.9

Liabilities and equity

CHF million	Note	Financial year ended 30.06.2021	Financial year ended 30.06.2020
Current liabilities			
Other current liabilities: third parties		1.3	0.7
Accruals		0.1	0.1
Total current liabilities		1.4	0.8
Long-term provisions	2.3	11.3	11.3
Equity			
Share capital	2.4	0.4	0.4
Legal capital reserves			
- reserves from capital contributions		71.6	93.5
Legal reserves		261.0	261.0
Reserves for treasury shares	2.6	23.0	31.4
Statutory retained earnings			
- available earnings carried forward		464.0	411.3
Net profit for the year		44.2	66.2
Total equity		864.2	863.8
Total liabilities and equity		876.9	875.9

Income statement

CHF million	Note	Financial year ended 30.06.2021	Financial year ended 30.06.2020
Operating revenues			
Dividend income from investments	<u>3.1</u>	46.0	67.5
Interest from loans to Group companies		5.3	5.4
Total operating revenues		51.3	72.9
Operating expenses			
Financial expenses	<u>3.2</u>	-3.6	-3.6
Personnel expenses		-2.0	-1.8
Other operating expenses	<u>3.3</u>	-1.2	-1.0
Direct taxes	<u>3.4</u>	-0.3	-0.3
Total operating expenses		-7.1	-6.7
Net profit for the period		44.2	66.2

Notes to the financial statements

1. Principles

1.1 General

These annual financial statements were prepared in accordance with the provisions of the Swiss accounting law (Title 32 of the Swiss Code of Obligations [CO]). The main valuation principles applied that are not prescribed by law are described below.

In accordance with the provisions of the Swiss accounting law (article 961d para. 1 CO), the company does not provide a management report, a cash flow statement, or additional information in the notes and refers instead to the consolidated financial statements of dormakaba Holding AG for the relevant information.

1.2 Loans to Group companies and other financial assets

Loans granted to Group companies and other financial investments in foreign currencies are valued at the market rate on the balance sheet date. The valuation is at nominal values, taking into consideration any impairment required.

1.3 Investments

Investments are valued in accordance with the principle of individual valuation. General value adjustments can be applied.

1.4 Dividend income

Dividend income is recorded when payment is received.

2. Information on balance sheet items

2.1 Investments

		Share capital in local currency	Voting rights in %
dormakaba Holding GmbH + Co. KGaA, Ennepetal/DE	EUR	27,642,105	52.5
dormakaba Beteiligungs-GmbH, Ennepetal/DE	EUR	1,000,000	52.5

There are no changes to the investments.

2.2 Loans to Group companies

Counterparty	Currency	Interest rate	Financial year ended 30.06.2021	Financial year ended 30.06.2020
dormakaba International Holding AG, Rümlang/CH	CHF	1.00%	171.7	170.9
Total loans to Group companies			171.7	170.9

2.3 Long-term provisions

These provisions relate to general risks.

2.4 Share capital

As at 30 June 2021, the share capital amounted to CHF 420,002.60 divided into 4,200,026 registered shares at a par value of CHF 0.10.

Conditional capital as at 30 June 2021 amounted to CHF 42,438.40.

In accordance with the resolution of the Annual General Meeting (AGM) of 22 October 2019, the Board of Directors (BoD) is authorized to increase the share capital by no later than 22 October 2021 up to a maximum amount of CHF 42,000 by issuing a maximum of 420,000 fully paid-in registered shares with a nominal value of CHF 0.10 each. The increase may be made in partial amounts.

No shares were issued out of the authorized capital in the year under review.

2.5 Principal shareholders

	As at 30.06.2021		As at 30.06.2020	
	No. of shares at CHF 0.10 par value	%	No. of shares at CHF 0.10 par value	%
Pool Shareholders ¹⁾	1,187,875	28.3	1,205,449	28.7
Group's treasury shares	31,259	0.7	42,810	1.0
Public shareholders				
Other public shareholders	2,951,387	70.3	2,926,306	69.7
Total public shareholders	2,951,387	70.3	2,926,306	69.7
BoD and EC members ²⁾				
BoD members	558,186	13.3	553,987	13.2
EC members	12,088	0.3	17,497	0.4
Less double-counting in respect of Riet Cadonau ³⁾	–	0.0	–5,840	–0.1
Total BoD and EC members	570,274	13.6	565,644	13.5
Less double-counting in respect of Pool Shareholders ⁴⁾	–540,769	–12.9	–540,183	–12.9
Total shares	4,200,026	100.0	4,200,026	100.0

1) The following persons are party to the pool agreement dated 29 April 2015: Familie Mankel Industriebeteiligungs GmbH + Co. KGaA / Ennepetal, Mankel Family Office GmbH / Ennepetal, KRM Beteiligungs GmbH / Ennepetal, Christine Mankel / Ennepetal, Stephanie Brecht-Bergen / Düsseldorf, as well as Martina Bössow / Meilen, heirs of Ulrich Breimi / Zollikon, Balz Dubs / Zurich, Karina Dubs / Zurich, Kevin Dubs / Zurich, Linus Dubs / Zurich, Anja Flückiger / Herrliberg, Christian Forrer / Bern, heirs of Karin Forrer / Muri, Anna Katharina Kuenzle / Thalwil, Clive Kuenzle / Zurich, Michael Kuenzle / Meilen, Alexandra Sallai / Worb, Christoph Sallai / Bern, Andrea Ullmann / Zollikon, Sascha Ullmann / Zollikon, Adrian Weibel / Meilen and Tonia Weibel / Meilen.

2) Including related parties.

3) Shareholdings of Riet Cadonau as at 30 June 2021 are included only under BoD members because effective as of 1 April 2021, he stepped down from his position as CEO and EC member, and continued his role as BoD Chair.

4) Shareholdings of Pool Shareholders who are also BoD members are included under Pool Shareholders and BoD members.

2.6 Treasury shares

	Financial year ended 30.06.2021		Financial year ended 30.06.2020	
	CHF million	Number of shares	CHF million	Number of shares
Treasury shares at the beginning of the period	0.0	–	0.0	–
Purchase	1.0	1,746	1.1	1,787
Share-based compensation	–0.9	–1,746	–1.0	–1,787
Revaluation	–0.1	–	–0.1	–
Treasury shares at the end of the period	0.0	–	0.0	–
Treasury shares held in other Group entities	23.0	31,259	31.4	42,810

3. Information on the income statement

3.1 Dividend income

The dividend income for the year is CHF 46.0 million (2019/20: CHF 67.5 million).

3.2 Financial expenses

The financial expenses relate primarily to guarantee fees paid to dormakaba Holding GmbH + Co. KGaA to guarantee the bond issued by dormakaba Finance AG.

3.3 Other operating expenses

The main expense items relate to external consulting services and marketing expenses.

3.4 Direct taxes

Direct taxes comprise capital taxes and income taxes.

4. Other information

4.1 General information

dormakaba Holding AG is incorporated and domiciled in Rümlang (Switzerland). The address of its registered office is Hofwissenstrasse 24, 8153 Rümlang, Switzerland.

The company is listed on the SIX Swiss Exchange.

4.2 Full-time equivalents

As at 30 June 2021, dormakaba Holding AG did not employ any personnel.

4.3 Contingent liabilities

CHF million	Financial year ended 30.06.2021	Financial year ended 30.06.2020
Guarantees	693.7	693.7
Of which used	0.0	0.0

As in the previous year, the guarantees disclosed relate to the guarantee accorded to the bondholders for the bonds issued by dormakaba Finance AG in the total nominal amount of CHF 680.0 million.

The dormakaba companies in Switzerland are treated as a single entity for VAT purposes (Group taxation article 13 Swiss VAT Act). If one company is unable to meet its payment obligations to the taxation authorities, the other Group companies within the tax group are jointly and severally liable.

5. Conditional and authorized capital

	Financial year ended 30.06.2021		Financial year ended 30.06.2020	
	Share capital value in CHF	Number of shares	Share capital value in CHF	Number of shares
Conditional capital at the end of the period	42,438	424,384	42,438	424,384
Authorized capital at the end of the period	42,000	420,000	42,000	420,000

Conditional capital of CHF 36,000 (2019/20: CHF 36,000) is earmarked for the coverage of convertible bonds and warrant bonds, plus CHF 6,438.40 (2019/20: CHF 6,438.40) for shares or share options to associates and BoD members of which CHF 0 (2019/20: CHF 0) were exercised in the 2020/21 financial year.

The authorized capital at financial year-end amounts to CHF 42,000 (2019/20: CHF 42,000).

6. Shareholdings of BoD and EC members

As at the reporting date, the individual BoD and EC members (including related parties) held the following numbers of shares in dormakaba Holding AG. None of the BoD and EC members held any options.

Number of shares	Financial year ended 30.06.2021	Financial year ended 30.06.2020
BoD		
Birgersson Jens	1,919	347
Brecht-Bergen Stephanie	220,323	220,156
Cadonau Riet ¹⁾	7,015	5,840
Daeniker Daniel	1,854	1,687
Dörig Rolf ²⁾	2,721	2,626
Dubs-Kuenzle Karina	99,913	99,746
Gummert Hans	929	762
Heppner John	1,117	919
Hess Hans	1,790	1,623
Liu John Y. ³⁾	72	
Mankel Christine	220,533	220,281
Total BoD	558,186	553,987
EC		
Berninger Alwin	339	210
Bewick Stephen ⁴⁾	312	199
Brinker Bernd	1,964	1,549
Cadonau Riet ¹⁾		5,840
Häberli Andreas	2,530	2,265
Housten Alex	617	564
Kincaid Michael ⁵⁾		1,543
Lee Jim-Heng	2,725	2,329
Lichtenberg Jörg ⁵⁾		853
Soussan Sabrina ⁶⁾	1,233	
Zocca Stefano	2,368	2,145
Total EC	12,088	17,497

- 1) BoD and EC member until 31 March 2021. Effective as of 1 April 2021, he stepped down from his position as EC member and continued his role as BoD Chair. Therefore, he is displayed in both groups for the years of membership.
- 2) BoD member until 20 October 2020.
- 3) BoD member as of 20 October 2020.
- 4) EC member as of 1 January 2020.
- 5) EC member until 30 June 2020.
- 6) EC Member as of 1 January 2021 and CEO as of 1 April 2021.

7. Events occurring after the balance sheet date

On 23 August 2021, dormakaba signed an agreement to acquire the Australian Reliance Doors and Best Doors Australia Groups (RELBDA), thus strengthening its position in door automation. The group of companies is a well-established provider in the Australian market with reputable brands for residential garage doors, automatic openers, industrial overhead doors as well as related services. RELBDA has manufacturing sites located in Brisbane, Sydney, Melbourne, and Adelaide. This transaction will allow dormakaba to further diversify and expand its footprint into the residential sector of the Australian market by combining the products to integrated solutions for a seamless home access.

On 2 July 2021, dormakaba signed an agreement to acquire Solus Security Systems Pvt Ltd, a market leader for integrated Electronic Access & Data solutions in India. Based in Bangalore (India) with multiple further locations, Solus provides integrated solutions for Access Control, Time and Attendance, Visitor Management, Vehicle Access and Security, as well as the services required for managing these solutions. The transaction was closed on 15 July 2021.

Appropriation of retained earnings

Proposal for the appropriation of available retained earnings as at 30 June 2021

CHF million	Financial year ended 30.06.2021	Financial year ended 30.06.2020
Net profit for the period	44.2	66.2
Allocation from reserves for treasury shares	8.4	7.3
Statutory retained earnings carried forward from previous year	455.6	404.0
Unappropriated retained earnings at the end of the period	508.2	477.5
Allocation from reserves from capital contributions ¹⁾	26.3	21.9
Total at the AGM's disposal	534.5	499.4

1) Reserves from capital contributions will only be released in the amount of the resolution of the AGM.

The BoD will propose to the shareholders at the AGM on 12 October 2021 a total distribution of CHF 52.6 million on the basis of the share capital of CHF 420,002 (4,200,026 shares at CHF 0.10) without contribution to other reserves, to be equally paid out from the reserves from capital contributions and statutory retained earnings:

- CHF 26.3 million (2019/20: CHF 22.1 million) from capital contributions without deduction of Swiss withholding tax; and
- CHF 26.3 million (2019/20: CHF 22.1 million) from statutory retained earnings subject to Swiss withholding tax

CHF million	Proposal to the AGM 2021	Approved by the AGM 2020
Distribution from reserves from capital contributions ¹⁾	26.3	21.9
Dividend distribution from statutory retained earnings ¹⁾	26.3	21.9
To be carried forward	481.9	455.6
Total at the AGM's disposal	534.5	499.4

1) Calculated based on the number of total shares as at 30 June 2021. The total amount of the distribution depends on the number of shares entitled to dividend as at 13 October 2021. Treasury shares are not entitled to dividend payout.

After approval of this proposal by the AGM, the distribution from the reserves from capital contributions as well as dividend distribution from statutory retained earnings will be paid out on 18 October 2021 according to the instructions received: CHF 12.50 (2019/20: CHF 10.50) gross per listed registered share at CHF 0.10 par value.

Report of the statutory auditor

to the General Meeting of dormakaba Holding AG

Rümlang

Report on the audit of the financial statements

Opinion

We have audited the financial statements of dormakaba Holding AG, which comprise the balance sheet as at 30 June 2021, income statement and notes for the year then ended, including a summary of significant accounting policies.

In our opinion, the financial statements (pages 88 to 93) as at 30 June 2021 comply with Swiss law and the company's articles of incorporation.

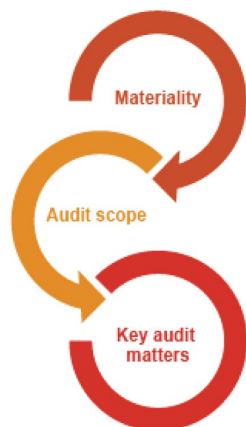
Basis for opinion

We conducted our audit in accordance with Swiss law and Swiss Auditing Standards. Our responsibilities under those provisions and standards are further described in the "Auditor's responsibilities for the audit of the financial statements" section of our report.

We are independent of the entity in accordance with the provisions of Swiss law and the requirements of the Swiss audit profession and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our audit approach

Overview



Overall materiality: CHF 4.3 million

We tailored the scope of our audit in order to perform sufficient work to enable us to provide an opinion on the financial statements as a whole, taking into account the structure of the entity, the accounting processes and controls, and the industry in which the entity operates.

As key audit matter the following area of focus has been identified:

Valuation of investments

Materiality

The scope of our audit was influenced by our application of materiality. Our audit opinion aims to provide reasonable assurance that the financial statements are free from material misstatement. Misstatements may arise due to fraud or

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error. They are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

Based on our professional judgement, we determined certain quantitative thresholds for materiality, including the overall materiality for the financial statements as a whole as set out in the table below. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements, both individually and in aggregate, on the financial statements as a whole.

Overall materiality	CHF 4.3 million
How we determined it	Total Assets
Rationale for the materiality benchmark applied	We chose total assets as benchmark because, in our view, it is a relevant benchmark for a holding company and it is a generally accepted benchmark for holding companies.

We agreed with the Audit Committee that we would report to them misstatements above CHF 430,000 identified during our audit as well as any misstatements below that amount which, in our view, warranted reporting for qualitative reasons.

Audit scope

We designed our audit by determining materiality and assessing the risks of material misstatement in the financial statements. In particular, we considered where subjective judgements were made; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including among other matters consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

Report on key audit matters based on the circular 1/2015 of the Federal Audit Oversight Authority

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

VALUATION OF INVESTMENTS

Key audit matter	How our audit addressed the key audit matter
As at 30 June 2021, the Company had investments in two subsidiaries in the amount of CHF 704.9 million (prior year: CHF 704.9 million). These investments are stated at cost in accordance with the commercial accounting and financial reporting provisions of the Swiss Code of Obligations.	Management performs a review whether indicators for impairment for the investments exist. No such indicators were identified in the process.
Valuation of investments was deemed a key audit matter due to their significance on the balance sheet. The two investments in dormakaba Holding GmbH & Co KGaA and dormakaba Beteiligungs-GmbH represent the largest single asset category on the balance sheet (80% of total assets).	<p>We tested the valuation of the investments as at 30 June 2021 by performing the following procedures:</p> <ul style="list-style-type: none"> • We compared the net book values of the investments as at 30 June 2021 to the shareholder's equity of the company concerned. • We compared the book value of equity of the Company to its market capitalisation as at 30 June 2021. <p>We consider management's approach to value the investments as acceptable and reasonable.</p>

Responsibilities of the Board of Directors for the financial statements

The Board of Directors is responsible for the preparation of the financial statements in accordance with the provisions of Swiss law and the company's articles of incorporation, and for such internal control as the Board of Directors determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the entity's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the entity or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Swiss law and Swiss Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Swiss law and Swiss Auditing Standards, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the entity to cease to continue as a going concern.

We communicate with the Board of Directors or its relevant committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Board of Directors or its relevant committee with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the Board of Directors or its relevant committee, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

In accordance with article 728a paragraph 1 item 3 CO and Swiss Auditing Standard 890, we confirm that an internal control system exists which has been designed for the preparation of financial statements according to the instructions of the Board of Directors.

We further confirm that the proposed appropriation of available earnings complies with Swiss law and the company's articles of incorporation. We recommend that the financial statements submitted to you be approved.

PricewaterhouseCoopers AG



Beat Inauen

Audit expert
Auditor in charge



Sandra Burgstaller

Audit expert

Zürich, 26 August 2021