

# ALLEGION PLC

## FORM 10-Q (Quarterly Report)

Filed 04/30/15 for the Period Ending 03/31/15

|             |   |
|-------------|---|
| Telephone   | (317) 810-3700                                    |
| CIK         | 0001579241  |
| Symbol      | ALLE  |
| SIC Code    | 7381 - Detective, Guard, and Armored Car Services |
| Fiscal Year | 12/31   |

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**FORM 10-Q**

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**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**For the quarterly period ended March 31, 2015**

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 001-35971

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**ALLEGION PUBLIC LIMITED COMPANY**

*(Exact name of registrant as specified in its charter)*

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**Ireland**

*(State or other jurisdiction of  
incorporation or organization)*

**98-1108930**

*(I.R.S. Employer  
Identification No.)*

**Block D**

**Iveagh Court  
Harcourt Road  
Dublin 2, Ireland**

*(Address of principal executive offices, including zip code)*

**+(353) (1) 2546200**

*(Registrant's telephone number, including area code)*

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES  NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES  NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company," in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer

Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES  NO

The number of ordinary shares outstanding of Allegion plc as of April 27, 2015 was 95,676,557 .

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ALLEGION PLC

FORM 10-Q

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## PART I-FINANCIAL INFORMATION

Item 1. Financial Statements

## ALLEGION PLC

## CONDENSED AND CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Unaudited)

|  | Three months ended<br>March 31, |                |
|--|---------------------------------|----------------|
|  | 2015                            | 2014           |
| <i>In millions, except per share amounts</i>   |                                 |                |
| Net revenues   | \$ 458.7                        | \$ 466.6       |
| Cost of goods sold   | 271.6                           | 274.4          |
| Selling and administrative expenses  | 116.1                           | 124.4          |
| Operating income   | 71.0                            | 67.8           |
| Interest expense   | 11.6                            | 13.1           |
| Other (gain) loss, net   | 3.1                             | (0.1)          |
| Earnings before income taxes   | 56.3                            | 54.8           |
| Provision for income taxes   | 12.4                            | 16.4           |
| Earnings from continuing operations  | 43.9                            | 38.4           |
| Discontinued operations, net of tax  | (0.2)                           | (0.8)          |
| Net earnings   | 43.7                            | 37.6           |
| Less: Net earnings (loss) attributable to noncontrolling interests                   | (1.7)                           | 1.8            |
| Net earnings attributable to Allegion plc  | \$ 45.4                         | \$ 35.8        |
| <b>Amounts attributable to Allegion plc ordinary shareholders:</b>                   |                                 |                |
| Continuing operations  | \$ 45.6                         | \$ 36.6        |
| Discontinued operations  | (0.2)                           | (0.8)          |
| Net earnings   | \$ 45.4                         | \$ 35.8        |
| <b>Earnings (loss) per share attributable to Allegion plc ordinary shareholders:</b> |                                 |                |
| Basic:   |                                 |                |
| Continuing operations  | \$ 0.48                         | \$ 0.38        |
| Discontinued operations  | (0.01)                          | (0.01)         |
| Net earnings   | \$ 0.47                         | \$ 0.37        |
| Diluted:   |                                 |                |
| Continuing operations  | \$ 0.47                         | \$ 0.38        |
| Discontinued operations  | 0.00                            | (0.01)         |
| Net earnings   | \$ 0.47                         | \$ 0.37        |
| Weighted-average shares outstanding  |                                 |                |
| Basic  | 95.9                            | 96.3           |
| Diluted  | 96.9                            | 97.4           |
| <b>Dividends declared per ordinary share</b>   | <b>\$ 0.10</b>                  | <b>\$ 0.08</b> |
| Total comprehensive income   | \$ 13.3                         | \$ 23.6        |
| Less: Total comprehensive income (loss) attributable to noncontrolling interests     | (1.7)                           | 1.0            |
| <b>Total comprehensive income attributable to Allegion plc</b>                       | <b>\$ 15.0</b>                  | <b>\$ 22.6</b> |

See accompanying notes to condensed and consolidated financial statements.

**ALLEGION PLC**  
**CONDENSED AND CONSOLIDATED BALANCE SHEETS**  
**(Unaudited)**

| <i>In millions</i>   | March 31,<br>2015 | December 31,<br>2014 |
|--|-------------------|----------------------|
| <b>ASSETS</b>  |                   |                      |
| Current assets:  |                   |                      |
| Cash and cash equivalents                                      | \$ 229.6          | \$ 290.5             |
| Accounts and notes receivable, net                             | 255.8             | 259.9                |
| Costs in excess of billings on uncompleted contracts           | 177.1             | 181.1                |
| Inventories  | 184.9             | 179.5                |
| Other current assets   | 56.3              | 62.8                 |
| Total current assets   | 903.7             | 973.8                |
| Property, plant and equipment, net                             | 206.3             | 211.2                |
| Goodwill   | 498.6             | 506.0                |
| Intangible assets, net   | 111.7             | 125.7                |
| Other noncurrent assets  | 207.1             | 199.2                |
| Total assets   | <u>\$ 1,927.4</u> | <u>\$ 2,015.9</u>    |
| <b>LIABILITIES AND EQUITY</b>                                  |                   |                      |
| Current liabilities:   |                   |                      |
| Accounts payable   | \$ 231.5          | \$ 249.5             |
| Accrued expenses and other current liabilities                 | 201.2             | 232.2                |
| Short-term borrowings and current maturities of long-term debt | 49.4              | 49.6                 |
| Total current liabilities                                      | 482.1             | 531.3                |
| Long-term debt   | 1,202.7           | 1,215.0              |
| Other noncurrent liabilities                                   | 241.1             | 251.1                |
| Total liabilities  | <u>1,925.9</u>    | <u>1,997.4</u>       |
| Equity:  |                   |                      |
| Allegion plc shareholders' equity (deficit):                   |                   |                      |
| Ordinary shares  | 1.0               | 1.0                  |
| Capital in excess of par value                                 | 5.1               | —                    |
| Retained earnings  | 152.8             | 142.4                |
| Accumulated other comprehensive loss                           | (178.7)           | (148.2)              |
| Total Allegion plc shareholders' deficit                       | (19.8)            | (4.8)                |
| Noncontrolling interests                                       | 21.3              | 23.3                 |
| Total equity   | <u>1.5</u>        | <u>18.5</u>          |
| Total liabilities and equity                                   | <u>\$ 1,927.4</u> | <u>\$ 2,015.9</u>    |

See accompanying notes to condensed and consolidated financial statements.

**ALLEGION PLC**  
**CONDENSED AND CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(Unaudited)**

| <i>In millions</i>  | Three months ended<br>March 31, |          |
|---|---------------------------------|----------|
|   | 2015                            | 2014     |
| <b>Cash flows from operating activities:</b>                                  |                                 |          |
| Net earnings  | 43.7                            | 37.6     |
| Discontinued operations, net of tax   | 0.2                             | 0.8      |
| Adjustments to arrive at net cash provided by (used in) operating activities: |                                 |          |
| Depreciation and amortization   | 12.1                            | 12.2     |
| Changes in assets and liabilities and other non-cash items                    | (51.4)                          | (50.6)   |
| Net cash provided by continuing operating activities                          | 4.6                             | —        |
| Net cash provided by (used in) discontinued operating activities              | (0.2)                           | (0.9)    |
| Net cash provided by (used in) operating activities                           | 4.4                             | (0.9)    |
| <b>Cash flows from investing activities:</b>                                  |                                 |          |
| Capital expenditures  | (9.4)                           | (9.2)    |
| Acquisition of and equity investments in businesses, net of cash acquired     | (9.0)                           | (5.3)    |
| Other investing activities, net   | 4.0                             | 0.2      |
| Net cash used in investing activities   | (14.4)                          | (14.3)   |
| <b>Cash flows from financing activities:</b>                                  |                                 |          |
| Debt repayments   | (12.4)                          | (8.0)    |
| Dividends paid to ordinary shareholders                                       | (9.5)                           | (7.2)    |
| Repurchase of ordinary shares   | (30.0)                          | —        |
| Other financing activities, net   | 5.2                             | 11.8     |
| Net cash used in continuing financing activities                              | (46.7)                          | (3.4)    |
| Effect of exchange rate changes on cash and cash equivalents                  | (4.2)                           | (3.4)    |
| Net decrease in cash and cash equivalents                                     | (60.9)                          | (22.0)   |
| Cash and cash equivalents - beginning of period                               | 290.5                           | 227.4    |
| Cash and cash equivalents - end of period                                     | \$ 229.6                        | \$ 205.4 |

*See accompanying notes to condensed and consolidated financial statements.*

**ALLEGION PLC**  
**NOTES TO CONDENSED AND CONSOLIDATED FINANCIAL STATEMENTS**  
**(Unaudited)**

**Note 1 – Basis of Presentation**

The accompanying condensed and consolidated financial statements of Allegion plc, an Irish public limited company, and its consolidated subsidiaries ("Allegion" or "the Company"), reflect the consolidated operations of the Company and have been prepared in accordance with United States Securities and Exchange Commission ("SEC") interim reporting requirements. Accordingly, the accompanying condensed and consolidated financial statements do not include all disclosures required by accounting principles generally accepted in the United States of America ("GAAP") for full financial statements and should be read in conjunction with the consolidated financial statements included in the Allegion Annual Report on Form 10-K for the year ended December 31, 2014. In the opinion of management, the accompanying condensed and consolidated financial statements contain all adjustments, which include normal recurring adjustments, necessary to present fairly the consolidated unaudited results for the interim periods presented.

**Note 2 – Recent Accounting Pronouncements**

***Recently Adopted Accounting Pronouncements:***

In April 2014, the FASB issued ASU 2014-08, "Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity," which amends the definition of a discontinued operation in Accounting Standards Codification Topic 205-20 (Presentation of Financial Statements — Discontinued Operations) and requires entities to disclose additional information about disposal transactions that do not meet the discontinued operations criteria. ASU 2014-08 redefines a discontinued operation as a component or group of components of an entity that (1) has been disposed of by sale or other than by sale or is classified as held for sale and (2) represents a strategic shift that has (or will have) a major effect on an entity's operations and financial results. According to the ASU, a strategic shift that has (or will have) a major effect on an entity's operations and results includes the disposal of a major geographical area, a major line of business, a major equity investment, or other major parts of an entity. The ASU is effective prospectively for disposals or components classified as held for sale in periods on or after December 15, 2014. The adoption of ASU 2014-08 did not have a significant impact on the Condensed and Consolidated Financial Statements.

***Recently Issued Accounting Pronouncements***

In May 2014, the FASB issued ASU 2014-09, "Revenue from Contracts with Customers." ASU 2014-09 is the result of a joint project between the FASB and International Accounting Standards Board ("IASB") to clarify the principles for recognizing revenue and to develop a common revenue standard for GAAP and International Financial Reporting Standards ("IFRS") that would remove inconsistencies and weaknesses in revenue requirements, provide a more robust framework for addressing revenue issues, improve comparability of revenue recognition practices across entities, industries, jurisdictions, and capital markets, provide more useful information to users of financial statements through improved disclosure requirements and simplify the preparation of financial statements by reducing the number of requirements to which an entity must refer. The ASU is effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. Early application is not permitted. On April 1, 2015, the FASB proposed deferring the effective date by one year to December 15, 2017 for annual reporting periods beginning after that date. The FASB also proposed permitting early adoption of the standard, but not before the original effective date of December 15, 2016. The Company is assessing what impact ASU 2014-09 will have on the Condensed and Consolidated Financial Statements.

In June 2014, the FASB issued ASU 2014-12, "Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period." ASU 2014-12 requires that a performance target that affects vesting, and that could be achieved after the requisite service period, be treated as a performance condition. As such, the performance target should not be reflected in estimating the grant date fair value of the award. This update further clarifies that compensation cost should be recognized in the period in which it becomes probable that the performance target will be achieved and should represent the compensation cost attributable to the period(s) for which the requisite service has already been rendered. The ASU is effective for annual and interim reporting periods beginning after December 15, 2015, including interim periods within that reporting period. Early application is permitted. The requirements of ASU 2014-12 are not expected to have a significant impact on the Condensed and Consolidated Financial Statements.

In August 2014, the FASB issued ASU 2014-15, "Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern." ASU 2014-15 guidance on management's responsibility in evaluating whether there is substantial doubt about a

**ALLEGION PLC**  
**NOTES TO CONDENSED AND CONSOLIDATED FINANCIAL STATEMENTS-(Continued)**  
**(Unaudited)**

company's ability to continue as a going concern and to provide related footnote disclosures. ASU 2014-15 will be effective in the fourth quarter of 2016, with early adoption permitted. The requirements of ASU 2014-15 are not expected to have a significant impact on the Condensed and Consolidated Financial Statements.

In April 2015, the FASB issued ASU 2015-03, "Interest - Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs." This standard amends existing guidance to require the presentation of debt issuance costs in the balance sheet as a deduction from the carrying amount of the related debt liability instead of as an asset. It is effective for annual reporting periods beginning after December 15, 2015, but early adoption is permitted. The requirements of ASU 2015-03 are not expected to have a significant impact on the Condensed and Consolidated Financial Statements. As of March 31, 2015 the Company had \$17.6 million in unamortized debt issuance costs.

**Note 3 – Inventories**

Inventories are stated at the lower of cost or net realizable value. In the fourth quarter of 2014, the Company changed its method of inventory costing for certain inventory in its Americas operating segment to the first-in first-out (FIFO) method from the last-in first-out (LIFO) method. The Company's other operating segments also determine inventory cost using the FIFO method.

The major classes of inventory were as follows:

| <i>In millions</i> | <b>March 31,<br/>2015</b> | <b>December 31,<br/>2014</b> |
|--------------------|---------------------------|------------------------------|
| Raw materials      | \$ 59.7                   | \$ 54.8                      |
| Work-in-process    | 34.7                      | 32.1                         |
| Finished goods     | 90.5                      | 92.6                         |
| Total              | <u>\$ 184.9</u>           | <u>\$ 179.5</u>              |

**Note 4 – Goodwill**

The changes in the carrying amount of goodwill for the three months ended March 31, 2015 were as follows:

| <i>In millions</i>            | <b>Americas</b> | <b>EMEIA</b>   | <b>Asia Pacific</b> | <b>Total</b>    |
|-------------------------------|-----------------|----------------|---------------------|-----------------|
| December 31, 2014 (gross)     | \$ 364.8        | \$ 533.1       | \$ 93.6             | \$ 991.5        |
| Accumulated impairment        | —               | (478.6)        | (6.9)               | (485.5)         |
| December 31, 2014 (net)       | 364.8           | 54.5           | 86.7                | 506.0           |
| Currency translation          | (0.1)           | (5.6)          | (1.7)               | (7.4)           |
| March 31, 2015 Goodwill (net) | <u>\$ 364.7</u> | <u>\$ 48.9</u> | <u>\$ 85.0</u>      | <u>\$ 498.6</u> |



**ALLEGION PLC**  
**NOTES TO CONDENSED AND CONSOLIDATED FINANCIAL STATEMENTS-(Continued)**  
**(Unaudited)**

**Note 5 – Intangible Assets**

The gross amount of the Company's intangible assets and related accumulated amortization were as follows:

| <i>In millions</i>                   | March 31, 2015        |                          |                     | December 31, 2014     |                          |                     |
|--------------------------------------|-----------------------|--------------------------|---------------------|-----------------------|--------------------------|---------------------|
|                                      | Gross carrying amount | Accumulated amortization | Net carrying amount | Gross carrying amount | Accumulated amortization | Net carrying amount |
| Completed technologies/patents       | \$ 26.3               | \$ (22.1)                | \$ 4.2              | \$ 27.8               | \$ (23.2)                | \$ 4.6              |
| Customer relationships               | 84.4                  | (33.8)                   | 50.6                | 94.7                  | (37.0)                   | 57.7                |
| Trademarks (finite-lived)            | 79.7                  | (32.9)                   | 46.8                | 89.3                  | (36.0)                   | 53.3                |
| Other                                | 10.0                  | (10.0)                   | —                   | 10.8                  | (10.8)                   | —                   |
| Total finite-lived intangible assets | 200.4                 | \$ (98.8)                | 101.6               | 222.6                 | \$ (107.0)               | 115.6               |
| Trademarks (indefinite-lived)        | 10.1                  |                          | 10.1                | 10.1                  |                          | 10.1                |
| Total                                | \$ 210.5              |                          | \$ 111.7            | \$ 232.7              |                          | \$ 125.7            |

Intangible asset amortization expense was \$1.8 million and \$2.5 million for the three months ended March 31, 2015 and 2014, respectively. Future estimated amortization expense on existing intangible assets in each of the next five years amounts to approximately \$ 6.9 million for full year 2015, \$ 6.9 million for 2016, \$ 6.9 million for 2017, \$ 6.8 million for 2018, and \$ 6.8 million for 2019.

**Note 6 – Acquisitions**

In February 2015 the Company made an investment in iDevices, a brand and development partner in the Internet of Things industry. The investment is accounted for using the equity method.

**Note 7 – Debt and Credit Facilities**

Long-term debt and other borrowings consisted of the following:

| <i>In millions</i>   | March 31,<br>2015 | December 31,<br>2014 |
|--|-------------------|----------------------|
| Term Loan Facility due 2019  | \$ 950.6          | \$ 962.8             |
| 5.75% Senior notes due 2021  | 300.0             | 300.0                |
| Other debt, including capital leases, maturing in various amounts through 2016 | 1.5               | 1.8                  |
| Total debt   | 1,252.1           | 1,264.6              |
| Less: current portion of long term debt  | 49.4              | 49.6                 |
|  | \$ 1,202.7        | \$ 1,215.0           |

**Senior Secured Credit Facilities**

The Company has a credit agreement providing for (i) a \$975.0 million Senior Secured Term Loan Facility maturing on October 15, 2019 (the "Term Loan Facility") and (ii) a \$500.0 million Senior Secured Revolving Credit Facility (the "Revolver") maturing in 2018. The Company refers to these credit facilities as its "Senior Secured Credit Facilities." Allegion plc is the primary borrower for the Senior Secured Credit Facilities.

**ALLEGION PLC**  
**NOTES TO CONDENSED AND CONSOLIDATED FINANCIAL STATEMENTS-(Continued)**  
**(Unaudited)**

Outstanding borrowings under the Senior Secured Credit Facilities currently accrue interest at LIBOR plus an applicable margin. The applicable margin for borrowings under the Revolver and the Term Loan Facility is subject to a credit facility rating-based pricing grid with the LIBOR ranging from 1.50% to 2.00% . The margin for the Term Loan Facility borrowings was 1.75% as of March 31, 2015 .

To manage the Company's exposure to fluctuations in LIBOR rates, the Company has interest rate swaps for \$300.0 million of the Company's variable rate \$975.0 million Term Loan Facility. Swaps with notional amounts totaling \$275.0 million were effective in January 2015 and expire in September 2017 and swaps with notional amounts totaling \$25.0 million were effective in January 2015 and expire in December 2016. The swaps exchange 90-day LIBOR for a fixed interest rate.

The Company repaid \$12.2 million of principal on its Term Loan Facility during the three months ended March 31, 2015 in accordance with the terms of its senior secured credit facility. At March 31, 2015 , the Company did not have any borrowings outstanding under the Revolver and had \$28.6 million of letters of credit outstanding.

***Senior Notes***

A wholly-owned subsidiary of the Company has issued \$300.0 million of 5.75% senior notes due 2021 (the "Senior Notes"). The Senior Notes accrue interest at the rate of 5.75% per annum, payable semi-annually on April 1 and October 1 of each year. The Senior Notes mature on October 1, 2021.

At March 31, 2015 , the weighted-average interest rate for borrowings was 2.3% under the Term Loan Facility (including the effect of interest rate swaps) and 5.75% under the Senior Notes.

**Note 8 – Financial Instruments**

In the normal course of business, the Company uses various financial instruments, including derivative instruments, to manage the risks associated with interest and currency rate exposures. These financial instruments are not used for trading or speculative purposes.

On the date a derivative contract is entered into, the Company designates the derivative instrument as a cash flow hedge of a forecasted transaction, a cash flow hedge of a recognized asset or liability, or as an undesignated derivative. The Company formally documents its hedge relationships, including identification of the derivative instruments and the hedged items, as well as its risk management objectives and strategies for undertaking the hedge transaction. This process includes linking derivative instruments that are designated as hedges to specific assets, liabilities or forecasted transactions.

The fair market value of derivative instruments is determined through market-based valuations and may not be representative of the actual gains or losses that will be recorded when these instruments mature due to future fluctuations in the markets in which they are traded.

The Company assesses at inception and at least quarterly thereafter, whether the derivatives used in cash flow hedging transactions are highly effective in offsetting the changes in the cash flows of the hedged item. To the extent the derivative is deemed to be a highly effective hedge, the fair market value changes of the instrument are recorded to accumulated other comprehensive loss.

Any ineffective portion of a derivative instrument's change in fair value is recorded in Net earnings in the period of change. If the hedging relationship ceases to be highly effective, or it becomes probable that a forecasted transaction is no longer expected to occur, the hedging relationship will be undesignated and any future gains and losses on the derivative instrument will be recorded in Net earnings.

***Currency Hedging Instruments***

The gross notional amount of the Company's currency derivatives was \$ 523.1 million and \$ 494.5 million at March 31, 2015 and December 31, 2014 , respectively. At March 31, 2015 and December 31, 2014 , gains of \$ 2.8 million and \$ 1.6 million , net of tax, respectively, were included in Accumulated other comprehensive loss related to the fair value of the Company's currency derivatives designated as accounting hedges. The amount expected to be reclassified into Net earnings over the next twelve months is a gain of \$ 2.8 million . The actual amounts that will be reclassified to Net earnings may vary from this amount as a result of changes in market conditions. Gains and losses associated with the Company's currency derivatives not designated as hedges are recorded in

**ALLEGION PLC**  
**NOTES TO CONDENSED AND CONSOLIDATED FINANCIAL STATEMENTS-(Continued)**  
**(Unaudited)**

Net earnings as changes in fair value occur. At March 31, 2015, the maximum term of the Company's currency derivatives was less than one year.

**Interest Rate Swaps**

In June 2014, the Company entered into forward starting interest rate swaps to fix the interest rate paid during the contract period for \$300.0 million of the Company's variable rate \$975.0 million Term Loan Facility. Swaps with notional amounts totaling \$275.0 million effective January 2015 expire in September 2017 and swaps with notional amounts totaling \$25.0 million effective January 2015 expire in December 2016. These interest rate swaps met the criteria to be accounted for as cash flow hedges of variable rate interest payments. Consequently, the changes in fair value of the interest rate swaps were recognized in Accumulated other comprehensive loss. At March 31, 2015, \$2.3 million of losses were recorded in accumulated other comprehensive loss related to these interest rate swaps and none are expected to be reclassified into Interest expense over the next twelve months.

The fair values of derivative instruments included within the Condensed and Consolidated Balance Sheets were as follows:

| <i>In millions</i>                    | Asset derivatives |                      | Liability derivatives |                      |
|---------------------------------------|-------------------|----------------------|-----------------------|----------------------|
|                                       | March 31,<br>2015 | December 31,<br>2014 | March 31,<br>2015     | December 31,<br>2014 |
| Derivatives designated as hedges:     |                   |                      |                       |                      |
| Currency derivatives                  | \$ 3.4            | \$ 2.1               | \$ —                  | \$ —                 |
| Interest rate swaps                   | —                 | —                    | 2.3                   | 0.9                  |
| Derivatives not designated as hedges: |                   |                      |                       |                      |
| Currency derivatives                  | 9.4               | 2.2                  | 32.4                  | 13.9                 |
| Total derivatives                     | \$ 12.8           | \$ 4.3               | \$ 34.7               | \$ 14.8              |

Asset and liability derivatives included in the table above are recorded within Other current assets and Accrued expenses and other current liabilities, respectively.

The amounts associated with derivatives designated as hedges affecting Net earnings and Accumulated other comprehensive loss for the three months ended March 31 were as follows:

| <i>In millions</i>   | Amount of gain (loss)<br>recognized in Accumulated other comprehensive<br>loss |        | Location of gain<br>(loss) recognized<br>in Net earnings | Amount of gain (loss)<br>reclassified from Accumulated other<br>comprehensive loss and<br>recognized into Net earnings |          |
|----------------------|--|--------|--|--|----------|
|                      | 2015   | 2014   |  | 2015   | 2014     |
| Currency derivatives | \$ 3.3   | \$ 0.7 | Cost of goods sold                                       | \$ 1.7   | \$ (0.4) |
| Interest rate swaps  | (1.4)  | —      | Interest expense   | —  | —        |
| Total                | \$ 1.9   | \$ 0.7 |  | \$ 1.7   | \$ (0.4) |

**Concentration of Credit Risk**

The counterparties to the Company's forward contracts and swaps consist of a number of investment grade major international financial institutions. The Company could be exposed to losses in the event of nonperformance by the counterparties. However, the credit ratings and the concentration of risk in these financial institutions are monitored on a continuous basis and present no significant credit risk to the Company.

**Note 9 – Pensions and Postretirement Benefits Other than Pensions**

The Company sponsors several U.S. defined benefit and defined contribution plans covering substantially all of its U.S. employees. Additionally, the Company has non-U.S. defined benefit and defined contribution plans covering eligible non-U.S. employees. Postretirement benefits, other than pensions, provide healthcare benefits, and in some instances, life insurance benefits for certain eligible employees.

**ALLEGION PLC**  
**NOTES TO CONDENSED AND CONSOLIDATED FINANCIAL STATEMENTS-(Continued)**  
**(Unaudited)**

***Pension Plans***

The noncontributory defined benefit pension plans covering non-collectively bargained U.S. employees provide benefits on an average pay formula while most plans for collectively bargained U.S. employees provide benefits on a flat dollar benefit formula. The non-U.S. pension plans generally provide benefits based on earnings and years of service. The Company also maintains additional other supplemental plans for officers and other key employees.

The components of the Company's net periodic pension benefit costs for the three months ended March 31 were as follows:

| <i>In millions</i>  | U.S.   |        |
|---|--------|--------|
|   | 2015   | 2014   |
| Service cost  | \$ 2.4 | \$ 1.8 |
| Interest cost   | 2.7    | 2.8    |
| Expected return on plan assets                            | (2.8)  | (2.8)  |
| Net amortization of:                                      |        |        |
| Prior service costs                                       | 0.2    | 0.2    |
| Plan net actuarial losses                                 | 1.1    | 0.5    |
| Net periodic pension benefit cost                         | 3.6    | 2.5    |
| Net settlement losses                                     | 0.6    | —      |
| Net periodic pension benefit cost after settlement losses | \$ 4.2 | \$ 2.5 |

| <i>In millions</i>                        | Non-U.S. |        |
|---|----------|--------|
|   | 2015     | 2014   |
| Service cost                              | \$ 0.8   | \$ 1.2 |
| Interest cost                             | 3.4      | 4.3    |
| Expected return on plan assets            | (4.4)    | (4.3)  |
| Amortization of plan net actuarial losses | 0.4      | 0.7    |
| Net periodic pension benefit cost         | \$ 0.2   | \$ 1.9 |

The Company made employer contributions of \$0.1 million and \$ 0.5 million during the three months ended March 31, 2015 and 2014 to its defined benefit pension plans. Additional contributions of approximately \$5.0 million are expected during the remainder of 2015.

***Postretirement Benefits Other Than Pensions***

The Company sponsors several postretirement plans that provide for healthcare benefits, and in some instances, life insurance benefits that cover certain eligible retired employees. The Company funds postretirement benefit obligations principally on a pay as you go basis. Generally, postretirement health benefits are contributory with contributions adjusted annually. Life insurance plans for retirees are primarily noncontributory.

The components of net periodic postretirement benefit income for the three months ended March 31 were as follows:

| <i>In millions</i>                         | 2015     | 2014     |
|--|----------|----------|
|  | 2015     | 2014     |
| Service cost                               | \$ —     | \$ 0.1   |
| Interest cost                              | 0.1      | 0.1      |
| Amortization of prior service gains        | (0.4)    | (0.4)    |
| Net periodic postretirement benefit income | \$ (0.3) | \$ (0.2) |



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**NOTES TO CONDENSED AND CONSOLIDATED FINANCIAL STATEMENTS-(Continued)**  
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**Note 10 – Fair Value Measurement**

Fair value is defined as the exchange price that would be received to sell an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Fair value measurements are based on a framework that utilizes the inputs market participants use to determine the fair value of an asset or liability and establishes a fair value hierarchy to prioritize those inputs. The fair value hierarchy is comprised of three levels that are described below:

- Level 1 – Inputs based on quoted prices in active markets for identical assets or liabilities.
- Level 2 – Inputs other than Level 1 quoted prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the asset or liability.
- Level 3 – Unobservable inputs based on little or no market activity and that are significant to the fair value of the assets and liabilities.

The fair value hierarchy requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. Observable inputs are obtained from independent sources and can be validated by a third party, whereas unobservable inputs reflect assumptions regarding what a third party would use in pricing an asset or liability based on the best information available under the circumstances. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

Assets and liabilities measured at fair value at March 31, 2015 were as follows:

| <i>In millions</i>                                     | Fair value measurements   |  |   | Total<br>fair value |
|--|---|--|---|---------------------|
|  | Quoted Prices in<br>Active Markets for<br>Identical Assets<br>(Level 1) | Significant<br>Other<br>Observable<br>Inputs (Level 2) | Significant<br>Unobservable<br>Inputs (Level 3) |                     |
| <u>Recurring fair value measurements</u>               |   |  |   |                     |
| <i>Assets:</i>   |   |  |   |                     |
| Marketable securities                                  | \$ 23.0   | \$ —   | \$ —  | \$ 23.0             |
| Foreign currency contracts                             | —   | 12.8   | —   | 12.8                |
| Total asset recurring fair value measurements          | 23.0  | \$ 12.8  | \$ —  | \$ 35.8             |
| <i>Liabilities:</i>                                    |   |  |   |                     |
| Foreign currency contracts                             | \$ —  | \$ 32.4  | \$ —  | \$ 32.4             |
| Interest rate swap                                     | —   | 2.3  | —   | 2.3                 |
| Total liability recurring fair value measurements      | \$ —  | \$ 34.7  | \$ —  | \$ 34.7             |
| <u>Financial instruments not carried at fair value</u> |   |  |   |                     |
| Total debt   | —   | 1,265.4  | —   | 1,265.4             |
| Total financial instruments not carried at fair value  | \$ —  | \$ 1,265.4   | \$ —  | \$ 1,265.4          |

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**NOTES TO CONDENSED AND CONSOLIDATED FINANCIAL STATEMENTS-(Continued)**  
**(Unaudited)**

Assets and liabilities measured at fair value at December 31, 2014 were as follows:

| <i>In millions</i>                                     | Fair value measurements   |  |   | Total<br>fair value |
|--|---|--|---|---------------------|
|  | Quoted Prices in<br>Active Markets for<br>Identical Assets<br>(Level 1) | Significant<br>Other<br>Observable<br>Inputs (Level 2) | Significant<br>Unobservable<br>Inputs (Level 3) |                     |
| <u>Recurring fair value measurements</u>               |   |  |   |                     |
| <i>Assets:</i>   |   |  |   |                     |
| Marketable securities                                  | \$ 17.9   | \$ —   | \$ —  | \$ 17.9             |
| Foreign currency contracts                             | —   | 4.3  | —   | 4.3                 |
| Total asset recurring fair value measurements          | \$ 17.9   | \$ 4.3   | \$ —  | \$ 22.2             |
| <i>Liabilities:</i>                                    |   |  |   |                     |
| Foreign currency contracts                             | \$ —  | \$ 13.9  | \$ —  | \$ 13.9             |
| Interest rate swap                                     | —   | 0.9  | —   | 0.9                 |
| Total liability recurring fair value measurements      | \$ —  | \$ 14.8  | \$ —  | \$ 14.8             |
| <u>Financial instruments not carried at fair value</u> |   |  |   |                     |
| Total debt   | —   | 1,279.4  | —   | 1,279.4             |
| Total financial instruments not carried at fair value  | \$ —  | \$ 1,279.4   | \$ —  | \$ 1,279.4          |

The Company determines the fair value of its financial assets and liabilities using the following methodologies:

- *Marketable securities* – These securities include investments in publicly traded stock of non-U.S. companies held by non-U.S. subsidiaries of the Company. The fair value is obtained for the securities based on observable market prices quoted on public stock exchanges.
- *Foreign currency contracts* – These instruments include foreign currency contracts for non-functional currency balance sheet exposures. The fair value of the foreign currency contracts are determined based on a pricing model that uses spot rates and forward prices from actively quoted currency markets that are readily accessible and observable.
- *Interest rate swaps* – These instruments include forward-starting interest rate swap contracts for \$300.0 million of the Company's variable rate debt. The fair value of the derivative instruments are determined based on quoted prices for the Company's swaps, which are not considered an active market.
- *Debt* – These securities are recorded at cost and include senior notes maturing through 2021 . The fair value of the long-term debt instruments is obtained based on observable market prices quoted on public exchanges for similar instruments.

The carrying values of cash and cash equivalents, accounts receivable, accounts payable and short-term borrowings are a reasonable estimate of their fair value due to the short-term nature of these instruments.

These methodologies used by the Company to determine the fair value of its financial assets and liabilities at March 31, 2015 are the same as those used at December 31, 2014 . There have been no significant transfers between Level 1 and Level 2 categories.

**Note 11 – Equity**

The reconciliation of Ordinary shares is as follows:

| <i>In millions</i>                       | Total |
|--|-------|
| December 31, 2014                        | 95.8  |
| Shares issued under incentive plans, net | 0.3   |
| Repurchase of ordinary shares            | (0.5) |
| March 31, 2015                           | 95.6  |





**ALLEGION PLC**  
**NOTES TO CONDENSED AND CONSOLIDATED FINANCIAL STATEMENTS-(Continued)**  
**(Unaudited)**

During the three months ended March 31, 2015, the Company paid \$30.0 million to repurchase 0.5 million ordinary shares on the open market under a share repurchase program previously approved by its Board of Directors.

The components of Equity for the three months ended March 31, 2015 were as follows:

| <i>In millions</i>  | Allegion plc<br>shareholders'<br>equity | Noncontrolling<br>interests | Total<br>equity |
|---|---|-----------------------------|-----------------|
| Balance at December 31, 2014  | \$ (4.8)                                | \$ 23.3                     | \$ 18.5         |
| Net earnings  | 45.4                                    | (1.7)                       | 43.7            |
| Currency translation  | (38.9)                                  | 0.0                         | (38.9)          |
| Change in value of marketable securities and derivatives qualifying as cash flow hedges, net of tax | 4.6                                     | —                           | 4.6             |
| Pension and OPEB adjustments, net of tax  | 3.9                                     | —                           | 3.9             |
| Total comprehensive income  | 15.0                                    | (1.7)                       | 13.3            |
| Share-based compensation  | 3.6                                     | —                           | 3.6             |
| Dividends to noncontrolling interests   | —                                       | (0.3)                       | (0.3)           |
| Dividends to ordinary shareholders  | (9.6)                                   | —                           | (9.6)           |
| Repurchase of ordinary shares   | (30.0)                                  | —                           | (30.0)          |
| Shares issued under incentive plans, net  | 6.0                                     | —                           | 6.0             |
| Balance at March 31, 2015   | \$ (19.8)                               | \$ 21.3                     | \$ 1.5          |

The components of Equity for the three months ended March 31, 2014 were as follows:

| <i>In millions</i>  | Allegion plc<br>shareholders'<br>equity | Noncontrolling<br>interests | Total<br>equity |
|---|---|-----------------------------|-----------------|
| Balance at December 31, 2013  | \$ (66.1)                               | \$ 31.1                     | \$ (35.0)       |
| Net earnings  | 35.8                                    | 1.8                         | 37.6            |
| Currency translation  | (12.1)                                  | (0.8)                       | (12.9)          |
| Change in value of marketable securities and derivatives qualifying as cash flow hedges, net of tax | (0.4)                                   | —                           | (0.4)           |
| Pension and OPEB adjustments, net of tax  | (0.7)                                   | —                           | (0.7)           |
| Total comprehensive income  | 22.6                                    | 1.0                         | 23.6            |
| Share-based compensation  | 3.4                                     | —                           | 3.4             |
| Dividends to ordinary shareholders  | (7.7)                                   | —                           | (7.7)           |
| Shares issued under incentive plans, net  | 11.8                                    | —                           | 11.8            |
| Other   | (3.5)                                   | —                           | (3.5)           |
| Balance at March 31, 2014   | \$ (39.5)                               | \$ 32.1                     | \$ (7.4)        |

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**NOTES TO CONDENSED AND CONSOLIDATED FINANCIAL STATEMENTS-(Continued)**  
**(Unaudited)**

*Other Comprehensive Income (Loss)*

The changes in Accumulated other comprehensive income (loss) for the three months ended March 31, 2015 are as follows:

| <i>In millions</i>   | Cash flow hedges<br>and marketable<br>securities | Pension and<br>OPEB Items | Foreign<br>Currency Items | Total             |
|--|--|---------------------------|---------------------------|-------------------|
| December 31, 2014  | \$ 15.7  | \$ (116.1)                | \$ (47.8)                 | \$ (148.2)        |
| Other comprehensive income before reclassifications              | 6.6  | 2.7                       | (38.9)                    | (29.6)            |
| Amounts reclassified from accumulated other comprehensive income | (1.7)  | 1.3                       | —                         | (0.4)             |
| Tax (expense) benefit  | (0.4)  | (0.1)                     | —                         | (0.5)             |
| March 31, 2015   | <u>\$ 20.2</u>                                   | <u>\$ (112.2)</u>         | <u>\$ (86.7)</u>          | <u>\$ (178.7)</u> |

The changes in Accumulated other comprehensive income (loss) for the three months ended March 31, 2014 are as follows:

| <i>In millions</i>   | Cash flow hedges<br>and marketable<br>securities | Pension and<br>OPEB Items | Foreign<br>Currency Items | Total             |
|--|--|---------------------------|---------------------------|-------------------|
| December 31, 2013  | \$ 16.7  | \$ (131.3)                | \$ 17.9                   | \$ (96.7)         |
| Other comprehensive income before reclassifications              | 0.1  | —                         | (12.1)                    | (12.0)            |
| Amounts reclassified from accumulated other comprehensive income | (0.4)  | (0.7)                     | —                         | (1.1)             |
| Tax (expense) benefit  | (0.1)  | —                         | —                         | (0.1)             |
| March 31, 2014   | <u>\$ 16.3</u>                                   | <u>\$ (132.0)</u>         | <u>\$ 5.8</u>             | <u>\$ (109.9)</u> |

The reclassifications out of Accumulated other comprehensive income (loss) for the three months ended March 31, 2015 were as follows:

| <i>In millions</i>   | Amount Reclassified from<br>Accumulated Other<br>Comprehensive Income | Statement of Comprehensive Income Line Item |
|--|---|---|
|  | Three months ended  |   |
| Reclasses below represent (Income) loss to the Statement of Comprehensive Income |   |   |
| Gains losses on cash flow hedges:  |   |   |
| Foreign exchange contracts   | \$ (1.7)  | Cost of goods sold                          |
|  | (1.7)   | Earnings before income taxes                |
|  | —   | Provision for income taxes                  |
|  | <u>\$ (1.7)</u>   | Earnings from continuing operations         |
| Defined benefit pension items:   |   |   |
| Amortization of:   |   |   |
| Prior-service gains  | \$ (0.2)  | (a)   |
| Actuarial losses   | 1.5   | (a)   |
|  | <u>1.3</u>  | Earnings from continuing operations         |
| Total reclassifications for the period   | <u>\$ (0.4)</u>   | Earnings from continuing operations         |

(a) These accumulated other comprehensive income components are included in the computation of net periodic pension cost and net periodic postretirement benefit cost (see Note 9 for additional details).

**ALLEGION PLC**  
**NOTES TO CONDENSED AND CONSOLIDATED FINANCIAL STATEMENTS-(Continued)**  
**(Unaudited)**

The reclassifications out of Accumulated other comprehensive income (loss) for the three months ended March 31, 2014 were as follows:

| <i>In millions</i>   | <b>Amount Reclassified from<br/>Accumulated Other<br/>Comprehensive Income</b> | <b>Statement of Comprehensive Income Line Item</b> |
|--|--|--|
|  | <b>Three months ended</b>  |  |
| Reclasses below represent (Income) loss to the Statement of Comprehensive Income |  |  |
| Gains on cash flow hedges:   |  |  |
| Foreign exchange contracts   | \$ (0.4)   | Cost of goods sold                                 |
|  | (0.4)  | Earnings before income taxes                       |
|  | —  | Provision for income taxes                         |
|  | <u>\$ (0.4)</u>  | Earnings from continuing operations                |
| Defined benefit pension items:   |  |  |
| Amortization of:   |  |  |
| Prior-service gains  | \$ (0.7)   | (a)  |
|  | (0.7)  | Earnings from continuing operations                |
| Total reclassifications for the period   | <u>\$ (1.1)</u>  | Earnings from continuing operations                |

(a) These accumulated other comprehensive income components are included in the computation of net periodic pension cost and net periodic postretirement benefit cost (see Note 9 for additional details).

**Note 12 – Share-Based Compensation**

The Company records share-based compensation awards using a fair value method and recognizes compensation expense for an amount equal to the fair value of the share-based payment issued in its financial statements. The Company's share-based compensation plans include programs for stock options, restricted stock units (RSUs), performance share units (PSUs) and deferred compensation.

**Compensation Expense**

Share-based compensation expense relates to continuing operations and is included in Selling and administrative expenses. The expenses recognized for the three months ended March 31 were as follows:

| <i>In millions</i>    | <b>2015</b>   | <b>2014</b>   |
|-----------------------|---------------|---------------|
| Stock options         | \$ 1.0        | \$ 1.1        |
| RSUs                  | 1.6           | 1.9           |
| PSUs                  | 1.0           | 0.3           |
| Deferred compensation | 0.4           | 0.2           |
| Pre-tax expense       | 4.0           | 3.5           |
| Tax benefit           | (1.3)         | (1.3)         |
| After-tax expense     | <u>\$ 2.7</u> | <u>\$ 2.2</u> |

**ALLEGION PLC**  
**NOTES TO CONDENSED AND CONSOLIDATED FINANCIAL STATEMENTS-(Continued)**  
**(Unaudited)**

***Stock Options/RSUs***

Eligible participants may receive (i) stock options, (ii) RSUs or (iii) a combination of both stock options and RSUs. Grants issued during the three months ended March 31 were as follows:

|               | 2015           |                                       | 2014           |                                       |
|---------------|----------------|---------------------------------------|----------------|---------------------------------------|
|               | Number granted | Weighted-average fair value per award | Number granted | Weighted-average fair value per award |
| Stock options | 220,679        | \$ 17.88                              | 185,297        | \$ 19.56                              |
| RSUs          | 80,913         | \$ 57.85                              | 77,499         | \$ 54.13                              |

The fair value of each of the Company's stock option and RSU awards is expensed on a straight-line basis over the required service period, which is generally the 3 -year vesting period. However, for stock options and RSUs granted to retirement eligible employees, the Company recognizes expense for the fair value at the grant date.

The average fair value of the stock options granted is determined using the Black-Scholes option-pricing model. The following assumptions were used during the three months ended March 31 :

|                          | 2015      | 2014      |
|--------------------------|-----------|-----------|
| Dividend yield           | 0.69%     | 0.60%     |
| Volatility               | 34.02%    | 36.55%    |
| Risk-free rate of return | 1.78%     | 1.94%     |
| Expected life            | 6.0 years | 6.0 years |

Expected volatility is based on the weighted average of the implied volatility of a group of the Company's peers due to the lack of trading history for the Company's ordinary shares. The risk-free rate of return is based on the yield curve of a zero-coupon U.S. Treasury bond on the date the award is granted with a maturity equal to the expected life of the award. Historical peer data is used to estimate forfeitures within the Company's valuation model. The expected life of the Company's stock option awards is derived from the simplified approach based on the weighted average time to vest and the remaining contractual term and represents the period of time that awards are expected to be outstanding.

***Performance Shares***

The Company has a Performance Share Program for key employees. The program provides awards in the form of PSUs based on performance against pre-established objectives. The annual target award level is expressed as a number of the Company's ordinary shares. All PSUs are settled in the form of ordinary shares unless deferred. During the three months ended March 31, 2015 , the Company granted PSUs with a maximum award level of approximately 0.1 million shares.

In March 2014, the Company's Compensation Committee granted PSUs that were based 50% upon a performance condition, measured at each performance period by earnings per share ("EPS") growth, and 50% upon a market condition, measured by the Company's relative TSR as compared to the TSR of the industrial group of companies in the S&P 400 Capital Goods Index over the one-year, two-year, and three-year performance periods. The fair values of the market condition were estimated using a Monte Carlo Simulation approach in a risk-neutral framework based upon historical volatility, risk-free rates and correlation matrix.

In March 2015, the Company's Compensation Committee granted PSU's that were based 50% upon a performance condition, measured at the end of the performance period by EPS growth, and 50% upon a market condition, measured by the Company's relative TSR as compared to the TSR of the industrial group of companies in the S&P 400 Capital Goods Index over the three-year performance period. The fair value of the market condition was estimated using a Monte Carlo Simulation approach in a risk-neutral framework based upon historical volatility, risk-free rates and correlation matrix.

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**NOTES TO CONDENSED AND CONSOLIDATED FINANCIAL STATEMENTS-(Continued)**  
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***Deferred Compensation***

The Company allows key employees to defer a portion of their eligible compensation into a number of investment choices including its ordinary share equivalents. Any amounts invested in ordinary share equivalents will be settled in ordinary shares of the Company at the time of distribution.

**Note 13 – Restructuring Activities**

As of March 31, 2015 the Company had an immaterial amount accrued for restructuring actions. As of December 31, 2014, the Company had \$1.9 million accrued for costs associated with its ongoing restructuring actions related to a plan put in place in the second quarter of 2014 to restructure the EMEIA segment in order to improve efficiencies and regional cost structure.

**Note 14 – Other (Gain) Loss, Net**

The components of Other, net for the three months ended March 31 were as follows:

| <i>In millions</i>     | Three months ended |                 |
|------------------------|--------------------|-----------------|
|                        | 2015               | 2014            |
| Interest income        | \$ (0.3)           | \$ (0.2)        |
| Exchange loss          | 3.3                | 0.1             |
| Other                  | 0.1                | —               |
| Other (gain) loss, net | <u>\$ 3.1</u>      | <u>\$ (0.1)</u> |

In February 2015, the Venezuelan government announced changes to its exchange rate system that included the launch of a new, market-based system called the Marginal Currency System, or “SIMADI.” During the three months ended March 31, 2015 the Company recorded a charge of \$ 2.8 million in order to remeasure net monetary assets at the SIMADI rate. This loss is within Exchange loss in the table above.

**Note 15 – Income Taxes**

The effective income tax rates for the three months ended March 31, 2015 and 2014 were 22.0% and 29.9% . The decrease in the effective income tax rate compared to 2014 is primarily due to favorable changes in the mix of income earned in lower rate jurisdictions.

**Note 16 – Discontinued Operations**

***EMEIA Divestiture***

In the second quarter of 2014 the Company committed to a plan to sell its United Kingdom (UK) Door businesses to an unrelated third party. The transaction closed in the third quarter of 2014. The businesses sold include the Dor-o-Matic™ branded automatic door business, the Martin Roberts™ branded performance steel doorset business and the UK service organization. Historical results of the component have been reclassified to discontinued operations for all periods presented.

Net revenues and after-tax earnings of the component for the three months ended March 31 were as follows:

| <i>In millions</i>                  | 2015            | 2014            |
|-------------------------------------|-----------------|-----------------|
| Net revenues                        | <u>\$ —</u>     | <u>\$ 5.8</u>   |
| After-tax loss from operations      | <u>\$ (0.1)</u> | <u>\$ (0.6)</u> |
| Discontinued operations, net of tax | <u>\$ (0.1)</u> | <u>\$ (0.6)</u> |

**ALLEGION PLC**  
**NOTES TO CONDENSED AND CONSOLIDATED FINANCIAL STATEMENTS-(Continued)**  
**(Unaudited)**

***Other divestitures***

Other discontinued operations recognized losses of \$0.1 million and \$0.2 million for the three months ended March 31, 2015 and 2014 . These losses were mainly related to lease expense and other miscellaneous expenses from previously sold businesses.

**Note 17 – Earnings Per Share (EPS)**

Basic EPS is calculated by dividing Net earnings attributable to Allegion plc by the weighted-average number of ordinary shares outstanding for the applicable period. Diluted EPS is calculated after adjusting the denominator of the basic EPS calculation for the effect of all potentially dilutive ordinary shares, which in the Company’s case, includes shares issuable under share-based compensation plans.

The following table summarizes the weighted-average number of ordinary shares outstanding for basic and diluted earnings per share calculations for the three months ended March 31 :

| <i>In millions</i>                          | Three months ended |      |
|---|--------------------|------|
|   | 2015               | 2014 |
| Weighted-average number of basic shares     | 95.9               | 96.3 |
| Shares issuable under incentive stock plans | 1.0                | 1.1  |
| Weighted-average number of diluted shares   | 96.9               | 97.4 |

At March 31, 2015 , \$0.3 million stock options were excluded from the computation of weighted average diluted shares outstanding because the effect of including these shares would have been anti-dilutive.

**Note 18 – Business Segment Information**

The Company classifies its businesses into the following three reportable segments based on industry and market focus: Americas, EMEIA and Asia Pacific.

Segment operating income is the measure of profit and loss that the Company’s chief operating decision maker uses to evaluate the financial performance of the business and as the basis for resource allocation, performance reviews, and compensation. For these reasons, the Company believes that Segment operating income represents the most relevant measure of segment profit and loss. The Company’s chief operating decision maker may exclude certain charges or gains, such as corporate charges and other special charges, from Operating income to arrive at a Segment operating income that is a more meaningful measure of profit and loss upon which to base its operating decisions. The Company defines Segment operating margin as Segment operating income as a percentage of Net revenues.

In the second quarter of 2014 management committed to a plan to sell a component of a business in the EMEIA region and reclassified historical results of the component to discontinued operations for all periods presented. The transaction closed in the third quarter of 2014.

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**NOTES TO CONDENSED AND CONSOLIDATED FINANCIAL STATEMENTS-(Continued)**  
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A summary of operations by reportable segment for the three months ended March 31 was as follows:

| <i>In millions</i>                                    | <b>Three months ended</b> |                 |
|---|---------------------------|-----------------|
|   | <b>2015</b>               | <b>2014</b>     |
| <u>Net revenues</u>                                   |                           |                 |
| Americas  | \$ 354.3                  | \$ 345.4        |
| EMEIA   | 81.7                      | 99.2            |
| Asia Pacific  | 22.7                      | 22.0            |
| Total   | <u>\$ 458.7</u>           | <u>\$ 466.6</u> |
| <u>Segment operating income (loss)</u>                |                           |                 |
| Americas  | \$ 84.2                   | \$ 86.4         |
| EMEIA   | 2.6                       | (0.6)           |
| Asia Pacific  | (2.6)                     | (3.0)           |
| Total   | <u>84.2</u>               | <u>82.8</u>     |
| <u>Reconciliation to Operating income</u>             |                           |                 |
| Unallocated corporate expense                         | (13.2)                    | (15.0)          |
| Operating income                                      | <u>\$ 71.0</u>            | <u>\$ 67.8</u>  |
| <u>Reconciliation to Earnings before income taxes</u> |                           |                 |
| Interest expense                                      | 11.6                      | 13.1            |
| Other (gain) loss, net                                | 3.1                       | (0.1)           |
| Earnings before income taxes                          | <u>\$ 56.3</u>            | <u>\$ 54.8</u>  |

**Note 19 – Commitments and Contingencies**

The Company is involved in various litigations, claims and administrative proceedings, including those related to environmental and product warranty matters. Amounts recorded for identified contingent liabilities are estimates, which are reviewed periodically and adjusted to reflect additional information when it becomes available. Subject to the uncertainties inherent in estimating future costs for contingent liabilities, except as expressly set forth in this note, management believes that any liability which may result from these legal matters would not have a material adverse effect on the financial condition, results of operations, liquidity or cash flows of the Company.

***Environmental Matters***

The Company is dedicated to an environmental program to reduce the utilization and generation of hazardous materials during the manufacturing process and to remediate identified environmental concerns. As to the latter, the Company is currently engaged in site investigations and remediation activities to address environmental cleanup from past operations at current and former production facilities.

The Company is sometimes a party to environmental lawsuits and claims and from time to time receives notices of potential violations of environmental laws and regulations from the U.S. Environmental Protection Agency and similar state authorities. It has also been identified as a potentially responsible party ("PRP") for cleanup costs associated with off-site waste disposal at federal Superfund and state remediation sites. For all such sites, there are other PRPs and, in most instances, the Company's involvement is minimal.

In estimating its liability, the Company has assumed it will not bear the entire cost of remediation of any site to the exclusion of other PRPs who may be jointly and severally liable. The ability of other PRPs to participate has been taken into account, based on our understanding of the parties' financial condition and probable contributions on a per site basis. Additional lawsuits and claims involving environmental matters are likely to arise from time to time in the future.

**ALLEGION PLC**  
**NOTES TO CONDENSED AND CONSOLIDATED FINANCIAL STATEMENTS-(Continued)**  
**(Unaudited)**

During the three months ended March 31, 2015 and 2014, the Company incurred \$ 1.8 million and \$ 0.8 million of expenses for environmental remediation at sites presently or formerly owned or leased by us. As of March 31, 2015 and December 31, 2014, the Company has recorded reserves for environmental matters of \$ 9.4 million and \$ 8.8 million. Of these amounts, \$ 2.8 million and \$ 2.4 million relate to remediation of sites previously disposed by the Company. Environmental reserves are classified as Accrued expenses and other current liabilities or Other noncurrent liabilities based on their expected term. The Company's total current environmental reserve at March 31, 2015 and December 31, 2014 was \$ 2.7 million and \$ 2.2 million and the remainder is classified as non-current. Given the evolving nature of environmental laws, regulations and technology, the ultimate cost of future compliance is uncertain.

**Warranty Liability**

Standard product warranty accruals are recorded at the time of sale and are estimated based upon product warranty terms and historical experience. The Company assesses the adequacy of its liabilities and will make adjustments as necessary based on known or anticipated warranty claims, or as new information becomes available.

The changes in the standard product warranty liability for the three months ended March 31 were as follows:

| <i>In millions</i>                                       | <u>2015</u>    | <u>2014</u>   |
|--|----------------|---------------|
| Balance at beginning of period                           | \$ 10.3        | \$ 9.8        |
| Reductions for payments                                  | (1.3)          | (1.6)         |
| Accruals for warranties issued during the current period | 1.2            | 1.8           |
| Changes to accruals related to preexisting warranties    | —              | (0.7)         |
| Translation  | (0.2)          | —             |
| Balance at end of period                                 | <u>\$ 10.0</u> | <u>\$ 9.3</u> |

Standard product warranty liabilities are classified as Accrued expenses and other current liabilities.

**Note 20 – Guarantor Financial Information**

Allegion US Holding Company, Inc. (the “Issuer”) as the issuer of the Senior Notes and Allegion plc (the “Parent”), Schlage Lock Company LLC and Von Duprin LLC (together, the “Subsidiary Guarantors”) are all guarantors of the Senior Notes. The following condensed and consolidated financial information of the Parent, the Issuer, the Subsidiary Guarantors and the other Allegion subsidiaries that are not guarantors (the “Other Subsidiaries”) on a combined basis as of March 31, 2015 and for the three months ended March 31, 2015 and 2014, is being presented in order to meet the reporting requirements under the Senior Notes indenture and Rule 3-10 of Regulation S-X. In accordance with Rule 3-10(d) of Regulation S-X, separate financial statements for the Issuer, the Parent and the Subsidiary Guarantors are not required to be filed with the SEC as the subsidiary debt issuer and the guarantors are directly or indirectly 100% owned by the Parent and the guarantees are full and unconditional and joint and several.

The Company revised its Condensed and Consolidated Statement of Comprehensive Income for the three months ended March 31, 2014 to correct for an immaterial error. The revision was made to properly separate \$75.3 million of Intercompany interest expense (income) incurred (earned) in the first quarter of 2014 on intercompany notes payable (receivable) between certain Subsidiary Guarantors and Other Subsidiaries from Equity earnings (loss) in affiliates, net of tax for Condensed and Consolidated Statement of Comprehensive Income for the three months ended March 31, 2014. The revisions did not impact Earnings (loss) from continuing operations for the Issuer, Parent, Other Subsidiaries or Allegion plc and solely impact the first quarter 2014 financial reporting.



**ALLEGION PLC**  
**NOTES TO CONDENSED AND CONSOLIDATED FINANCIAL STATEMENTS-(Continued)**  
**(Unaudited)**

**Condensed and Consolidated Statement of Comprehensive Income**

For the three months ended March 31, 2015

| <i>In millions</i>  | <b>Parent</b>  | <b>Issuer</b>   | <b>Subsidiary<br/>Guarantors</b> | <b>Other<br/>Subsidiaries</b> | <b>Consolidating<br/>Adjustments</b> | <b>Allegion<br/>plc</b> |
|---|----------------|-----------------|----------------------------------|-------------------------------|--------------------------------------|-------------------------|
| Net revenues  | \$ —           | \$ —            | \$ 341.1                         | \$ 163.8                      | \$ (46.2)                            | \$ 458.7                |
| Cost of goods sold  | —              | —               | 198.3                            | 119.5                         | (46.2)                               | 271.6                   |
| Selling and administrative expenses                                       | 0.9            | —               | 72.8                             | 42.4                          | —                                    | 116.1                   |
| Operating income (loss)   | (0.9)          | —               | 70.0                             | 1.9                           | —                                    | 71.0                    |
| Equity earnings (loss) in affiliates, net of tax                          | 52.7           | 10.0            | 0.5                              | 48.2                          | (111.4)                              | —                       |
| Interest expense  | 6.5            | 5.1             | —                                | —                             | —                                    | 11.6                    |
| Intercompany interest and fees  | —              | (23.5)          | 9.1                              | 14.4                          | —                                    | —                       |
| Other (gain) loss, net  | (0.1)          | (0.2)           | 0.4                              | 3.0                           | —                                    | 3.1                     |
| Earnings (loss) before income taxes                                       | 45.4           | (18.4)          | 79.2                             | 61.5                          | (111.4)                              | 56.3                    |
| Provision (benefit) for income taxes                                      | —              | (10.9)          | 30.3                             | (7.0)                         | —                                    | 12.4                    |
| Earnings (loss) from continuing operations                                | 45.4           | (7.5)           | 48.9                             | 68.5                          | (111.4)                              | 43.9                    |
| Discontinued operations, net of tax                                       | —              | —               | (0.2)                            | —                             | —                                    | (0.2)                   |
| Net earnings (loss)   | 45.4           | (7.5)           | 48.7                             | 68.5                          | (111.4)                              | 43.7                    |
| Less: Net loss attributable to noncontrolling interests                   | —              | —               | —                                | (1.7)                         | —                                    | (1.7)                   |
| Net earnings (loss) attributable to Allegion plc                          | <u>\$ 45.4</u> | <u>\$ (7.5)</u> | <u>\$ 48.7</u>                   | <u>\$ 70.2</u>                | <u>\$ (111.4)</u>                    | <u>\$ 45.4</u>          |
| <br>  |                |                 |                                  |                               |                                      |                         |
| Total comprehensive income (loss)   | \$ 15.0        | \$ (8.8)        | \$ 52.6                          | \$ 35.4                       | \$ (80.9)                            | \$ 13.3                 |
| Less: Total comprehensive income attributable to noncontrolling interests | —              | —               | —                                | (1.7)                         | —                                    | (1.7)                   |
| Total comprehensive income (loss) attributable to Allegion plc            | <u>\$ 15.0</u> | <u>\$ (8.8)</u> | <u>\$ 52.6</u>                   | <u>\$ 37.1</u>                | <u>\$ (80.9)</u>                     | <u>\$ 15.0</u>          |



**ALLEGION PLC**  
**NOTES TO CONDENSED AND CONSOLIDATED FINANCIAL STATEMENTS-(Continued)**  
**(Unaudited)**

**Condensed and Consolidated Statement of Comprehensive Income**

For the three months ended March 31, 2014

| <i>In millions</i>  | Parent         | Issuer         | Subsidiary<br>Guarantors | Other<br>Subsidiaries | Consolidating<br>Adjustments | Allegion<br>plc |
|---|----------------|----------------|--------------------------|-----------------------|------------------------------|-----------------|
| Net revenues  | \$ —           | \$ —           | \$ 312.6                 | \$ 196.4              | \$ (42.4)                    | \$ 466.6        |
| Cost of goods sold  | —              | —              | 178.3                    | 138.5                 | (42.4)                       | 274.4           |
| Selling and administrative expenses                                       | 1.0            | —              | 69.7                     | 53.7                  | —                            | 124.4           |
| Operating income (loss)   | (1.0)          | —              | 64.6                     | 4.2                   | —                            | 67.8            |
| Equity earnings (loss) in affiliates, net of tax                          | 36.8           | 38.0           | 0.6                      | 87.6                  | (163.0)                      | —               |
| Interest expense  | —              | 12.4           | —                        | 0.7                   | —                            | 13.1            |
| Intercompany interest and fees  | —              | (12.4)         | 75.3                     | (62.9)                | —                            | —               |
| Other (gain) loss, net  | —              | —              | (0.1)                    | —                     | —                            | (0.1)           |
| Earnings (loss) before income taxes                                       | 35.8           | 13.2           | 140.6                    | 28.2                  | (163.0)                      | 54.8            |
| Provision (benefit) for income taxes                                      | —              | (9.3)          | 52.5                     | (26.8)                | —                            | 16.4            |
| Earnings (loss) from continuing operations                                | 35.8           | 22.5           | 88.1                     | 55.0                  | (163.0)                      | 38.4            |
| Discontinued operations, net of tax                                       | —              | —              | —                        | (0.8)                 | —                            | (0.8)           |
| Net earnings (loss)   | 35.8           | 22.5           | 88.1                     | 54.2                  | (163.0)                      | 37.6            |
| Less: Net earnings attributable to noncontrolling interests               | —              | —              | —                        | 1.8                   | —                            | 1.8             |
| Net earnings (loss) attributable to Allegion plc                          | <u>\$ 35.8</u> | <u>\$ 22.5</u> | <u>\$ 88.1</u>           | <u>\$ 52.4</u>        | <u>\$ (163.0)</u>            | <u>\$ 35.8</u>  |
| <br>  |                |                |                          |                       |                              |                 |
| Total comprehensive income (loss)   | \$ 22.6        | \$ 22.5        | \$ 87.9                  | \$ 53.5               | \$ (162.9)                   | \$ 23.6         |
| Less: Total comprehensive income attributable to noncontrolling interests | —              | —              | —                        | 1.0                   | —                            | 1.0             |
| Total comprehensive income (loss) attributable to Allegion plc            | <u>\$ 22.6</u> | <u>\$ 22.5</u> | <u>\$ 87.9</u>           | <u>\$ 52.5</u>        | <u>\$ (162.9)</u>            | <u>\$ 22.6</u>  |

**ALLEGION PLC**  
**NOTES TO CONDENSED AND CONSOLIDATED FINANCIAL STATEMENTS-(Continued)**  
**(Unaudited)**

**Condensed and Consolidated Balance Sheet**  
March 31, 2015

| <i>In millions</i>  | Parent          | Issuer            | Subsidiary<br>Guarantors | Other<br>Subsidiaries | Consolidating<br>Adjustments | Allegion plc      |
|---|-----------------|-------------------|--------------------------|-----------------------|------------------------------|-------------------|
| <b>Current assets:</b>  |                 |                   |                          |                       |                              |                   |
| Cash and cash equivalents   | \$ 5.0          | \$ 8.8            | \$ 65.7                  | \$ 150.1              | \$ —                         | \$ 229.6          |
| Accounts and notes receivable, net                                | —               | —                 | 126.0                    | 129.8                 | —                            | 255.8             |
| Inventories   | —               | —                 | 106.6                    | 78.3                  | —                            | 184.9             |
| Other current assets  | 0.4             | 10.8              | 28.4                     | 193.8                 | —                            | 233.4             |
| Accounts and notes receivable<br>affiliates                       | —               | 66.3              | 334.2                    | 320.8                 | (721.3)                      | —                 |
| <b>Total current assets</b>                                       | <b>5.4</b>      | <b>85.9</b>       | <b>660.9</b>             | <b>872.8</b>          | <b>(721.3)</b>               | <b>903.7</b>      |
| Investment in affiliates  | 912.3           | 2,295.6           | 90.5                     | 4,255.9               | (7,554.3)                    | —                 |
| Property, plant and equipment, net                                | —               | —                 | 148.8                    | 57.5                  | —                            | 206.3             |
| Intangible assets, net  | —               | —                 | 161.0                    | 449.3                 | —                            | 610.3             |
| Notes receivable affiliates                                       | —               | 1,191.9           | 3,727.5                  | 1,750.6               | (6,670.0)                    | —                 |
| Other noncurrent assets   | 15.1            | 10.6              | 69.8                     | 111.6                 | —                            | 207.1             |
| <b>Total assets</b>   | <b>\$ 932.8</b> | <b>\$ 3,584.0</b> | <b>\$ 4,858.5</b>        | <b>\$ 7,497.7</b>     | <b>\$ (14,945.6)</b>         | <b>\$ 1,927.4</b> |
| <b>Current liabilities:</b>                                       |                 |                   |                          |                       |                              |                   |
| Accounts payable and accruals                                     | \$ 1.9          | \$ 9.1            | \$ 195.2                 | \$ 226.5              | \$ —                         | \$ 432.7          |
| Short-term borrowings and current<br>maturities of long-term debt | 48.8            | —                 | 0.1                      | 0.5                   | —                            | 49.4              |
| Accounts and note payable affiliates                              | —               | 141.0             | 323.1                    | 257.2                 | (721.3)                      | —                 |
| <b>Total current liabilities</b>                                  | <b>50.7</b>     | <b>150.1</b>      | <b>518.4</b>             | <b>484.2</b>          | <b>(721.3)</b>               | <b>482.1</b>      |
| Long-term debt  | 901.9           | 300.0             | 0.1                      | 0.7                   | —                            | 1,202.7           |
| Note payable affiliate  | —               | 2,762.5           | —                        | 3,907.5               | (6,670.0)                    | —                 |
| Other noncurrent liabilities                                      | —               | 7.3               | 210.5                    | 23.3                  | —                            | 241.1             |
| <b>Total liabilities</b>  | <b>952.6</b>    | <b>3,219.9</b>    | <b>729.0</b>             | <b>4,415.7</b>        | <b>(7,391.3)</b>             | <b>1,925.9</b>    |
| <b>Equity:</b>  |                 |                   |                          |                       |                              |                   |
| Total shareholders equity (deficit)                               | (19.8)          | 364.1             | 4,129.5                  | 3,060.7               | (7,554.3)                    | (19.8)            |
| Noncontrolling interests  | —               | —                 | —                        | 21.3                  | —                            | 21.3              |
| <b>Total equity (deficit)</b>                                     | <b>(19.8)</b>   | <b>364.1</b>      | <b>4,129.5</b>           | <b>3,082.0</b>        | <b>(7,554.3)</b>             | <b>1.5</b>        |
| <b>Total liabilities and equity</b>                               | <b>\$ 932.8</b> | <b>\$ 3,584.0</b> | <b>\$ 4,858.5</b>        | <b>\$ 7,497.7</b>     | <b>\$ (14,945.6)</b>         | <b>\$ 1,927.4</b> |

**ALLEGION PLC**  
**NOTES TO CONDENSED AND CONSOLIDATED FINANCIAL STATEMENTS-(Continued)**  
**(Unaudited)**

**Condensed and Consolidated Balance Sheet**  
December 31, 2014

| <i>In millions</i>   | Parent          | Issuer            | Subsidiary<br>Guarantors | Other<br>Subsidiaries | Consolidating<br>Adjustments | Allegion plc      |
|--|-----------------|-------------------|--------------------------|-----------------------|------------------------------|-------------------|
| <b>Current assets:</b>   |                 |                   |                          |                       |                              |                   |
| Cash and cash equivalents                                      | \$ 27.1         | \$ 0.5            | \$ 126.3                 | \$ 136.6              | \$ —                         | \$ 290.5          |
| Accounts and notes receivable, net                             | —               | —                 | 115.7                    | 144.2                 | —                            | 259.9             |
| Inventories  | —               | —                 | 101.1                    | 78.4                  | —                            | 179.5             |
| Other current assets   | 0.4             | 46.6              | 15.6                     | 181.3                 | —                            | 243.9             |
| Accounts receivable affiliates                                 | 0.1             | 15.2              | 256.4                    | 259.4                 | (531.1)                      | —                 |
| Total current assets   | 27.6            | 62.3              | 615.1                    | 799.9                 | (531.1)                      | 973.8             |
| Investment in affiliates                                       | 917.4           | 2,336.7           | 90.6                     | 4,774.7               | (8,119.4)                    | —                 |
| Property, plant and equipment, net                             | —               | —                 | 147.3                    | 63.9                  | —                            | 211.2             |
| Intangible assets, net   | —               | —                 | 161.1                    | 470.6                 | —                            | 631.7             |
| Notes receivable affiliates                                    | —               | 1,191.9           | 3,731.2                  | 1,762.9               | (6,686.0)                    | —                 |
| Other noncurrent assets  | 16.3            | 10.6              | 62.3                     | 110.0                 | —                            | 199.2             |
| Total assets   | <u>\$ 961.3</u> | <u>\$ 3,601.5</u> | <u>\$ 4,807.6</u>        | <u>\$ 7,982.0</u>     | <u>\$ (15,336.5)</u>         | <u>\$ 2,015.9</u> |
| <b>Current liabilities:</b>                                    |                 |                   |                          |                       |                              |                   |
| Accounts payable and accruals                                  | \$ 2.8          | \$ 51.3           | \$ 380.8                 | \$ 46.8               | \$ —                         | \$ 481.7          |
| Short-term borrowings and current maturities of long-term debt | 48.8            | —                 | 0.1                      | 0.7                   | —                            | 49.6              |
| Accounts and note payable affiliates                           | 0.4             | 101.1             | 245.0                    | 184.6                 | (531.1)                      | —                 |
| Total current liabilities                                      | 52.0            | 152.4             | 625.9                    | 232.1                 | (531.1)                      | 531.3             |
| Long-term debt   | 914.1           | 300.0             | 0.1                      | 0.8                   | —                            | 1,215.0           |
| Note payable affiliate   | —               | 2,778.4           | —                        | 3,907.6               | (6,686.0)                    | —                 |
| Other noncurrent liabilities                                   | —               | 5.8               | 206.2                    | 39.1                  | —                            | 251.1             |
| Total liabilities  | 966.1           | 3,236.6           | 832.2                    | 4,179.6               | (7,217.1)                    | 1,997.4           |
| <b>Equity:</b>   |                 |                   |                          |                       |                              |                   |
| Total shareholders equity (deficit)                            | (4.8)           | 364.9             | 3,975.4                  | 3,779.1               | (8,119.4)                    | (4.8)             |
| Noncontrolling interests                                       | —               | —                 | —                        | 23.3                  | —                            | 23.3              |
| Total equity (deficit)   | (4.8)           | 364.9             | 3,975.4                  | 3,802.4               | (8,119.4)                    | 18.5              |
| Total liabilities and equity                                   | <u>\$ 961.3</u> | <u>\$ 3,601.5</u> | <u>\$ 4,807.6</u>        | <u>\$ 7,982.0</u>     | <u>\$ (15,336.5)</u>         | <u>\$ 2,015.9</u> |

**ALLEGION PLC**  
**NOTES TO CONDENSED AND CONSOLIDATED FINANCIAL STATEMENTS-(Continued)**  
**(Unaudited)**

**Condensed and Consolidated Statement of Cash Flows**

For the three months ended March 31, 2015

| <i>In millions</i>   | Parent        | Issuer        | Subsidiary<br>Guarantors | Other<br>Subsidiaries | Consolidating<br>Adjustments | Allegion<br>plc |
|--|---------------|---------------|--------------------------|-----------------------|------------------------------|-----------------|
| Net cash provided by (used in) continuing operating activities   | \$ 24.4       | \$ 20.5       | \$ (44.7)                | \$ 65.2               | \$ (60.8)                    | \$ 4.6          |
| Net cash provided by (used in) discontinued operating activities | —             | —             | —                        | (0.2)                 | —                            | (0.2)           |
| Net cash provided by (used in) operating activities              | 24.4          | 20.5          | (44.7)                   | 65.0                  | (60.8)                       | 4.4             |
| Cash flows from investing activities:                            |               |               |                          |                       |                              |                 |
| Capital expenditures   | —             | —             | (7.8)                    | (1.6)                 | —                            | (9.4)           |
| Acquisition of businesses, net of cash acquired                  | —             | —             | (9.0)                    | —                     | —                            | (9.0)           |
| Other investing activities, net                                  | —             | —             | 4.0                      | —                     | —                            | 4.0             |
| Net cash provided by (used in) investing activities              | —             | —             | (12.8)                   | (1.6)                 | —                            | (14.4)          |
| Cash flows from financing activities:                            |               |               |                          |                       |                              |                 |
| Debt repayments  | (12.2)        | —             | —                        | (0.2)                 | —                            | (12.4)          |
| Net inter-company proceeds (payments)                            | —             | (12.2)        | —                        | 12.2                  | —                            | —               |
| Dividends (paid) received  | —             | —             | (3.1)                    | (57.7)                | 60.8                         | —               |
| Dividends paid to shareholders                                   | (9.5)         | —             | —                        | —                     | —                            | (9.5)           |
| Repurchase of ordinary shares                                    | (30.0)        | —             | —                        | —                     | —                            | (30.0)          |
| Other financing activities, net                                  | 5.2           | —             | —                        | —                     | —                            | 5.2             |
| Net cash provided by (used in) financing activities              | (46.5)        | (12.2)        | (3.1)                    | (45.7)                | 60.8                         | (46.7)          |
| Effect of exchange rate changes on cash and cash equivalents     | —             | —             | —                        | (4.2)                 | —                            | (4.2)           |
| Net increase (decrease) in cash and cash equivalents             | (22.1)        | 8.3           | (60.6)                   | 13.5                  | —                            | (60.9)          |
| Cash and cash equivalents - beginning of period                  | 27.1          | 0.5           | 126.3                    | 136.6                 | —                            | 290.5           |
| Cash and cash equivalents - end of period                        | <u>\$ 5.0</u> | <u>\$ 8.8</u> | <u>\$ 65.7</u>           | <u>\$ 150.1</u>       | <u>\$ —</u>                  | <u>\$ 229.6</u> |

**ALLEGION PLC**  
**NOTES TO CONDENSED AND CONSOLIDATED FINANCIAL STATEMENTS-(Continued)**  
**(Unaudited)**

**Condensed and Consolidated Statement of Cash Flows**

For the three months ended March 31, 2014

| <i>In millions</i>   | Parent   | Issuer | Subsidiary<br>Guarantors | Other<br>Subsidiaries | Consolidating<br>Adjustments | Allegion<br>plc |
|--|----------|--------|--------------------------|-----------------------|------------------------------|-----------------|
| Net cash provided by (used in) continuing operating activities   | \$ (3.2) | \$ 7.5 | \$ 17.4                  | \$ (21.7)             | \$ —                         | \$ —            |
| Net cash provided by (used in) discontinued operating activities | —        | —      | —                        | (0.9)                 | —                            | (0.9)           |
| Net cash provided by (used in) operating activities              | (3.2)    | 7.5    | 17.4                     | (22.6)                | —                            | (0.9)           |
| Cash flows from investing activities:                            |          |        |                          |                       |                              |                 |
| Capital expenditures   | —        | —      | (6.8)                    | (2.4)                 | —                            | (9.2)           |
| Acquisition of businesses, net of cash acquired                  | —        | —      | —                        | (5.3)                 | —                            | (5.3)           |
| Proceeds from sale of property, plant and equipment              | —        | —      | 0.2                      | —                     | —                            | 0.2             |
| Net cash provided by (used in) investing activities              | —        | —      | (6.6)                    | (7.7)                 | —                            | (14.3)          |
| Cash flows from financing activities:                            |          |        |                          |                       |                              |                 |
| Debt repayments  | —        | (7.5)  | —                        | (0.5)                 | —                            | (8.0)           |
| Net inter-company proceeds (payments)                            | 0.5      | —      | (29.9)                   | 29.4                  | —                            | —               |
| Dividends paid   | (7.2)    | —      | —                        | —                     | —                            | (7.2)           |
| Other, net   | 11.8     | —      | —                        | —                     | —                            | 11.8            |
| Net cash provided by (used in) financing activities              | 5.1      | (7.5)  | (29.9)                   | 28.9                  | —                            | (3.4)           |
| Effect of exchange rate changes on cash and cash equivalents     | —        | —      | —                        | (3.4)                 | —                            | (3.4)           |
| Net increase (decrease) in cash and cash equivalents             | 1.9      | —      | (19.1)                   | (4.8)                 | —                            | (22.0)          |
| Cash and cash equivalents - beginning of period                  | 1.4      | —      | 78.8                     | 147.2                 | —                            | 227.4           |
| Cash and cash equivalents - end of period                        | \$ 3.3   | \$ —   | \$ 59.7                  | \$ 142.4              | \$ —                         | \$ 205.4        |

**Note 21 – Subsequent Events**

On April 1, 2015, the Company completed the acquisition of certain assets of Zero International, Inc ("Zero"). Zero manufactures door and window products for commercial spaces and products include sealing systems, such as sound control, fire and smoke protection, threshold applications, lites, door louvers, intumescent products, photo-luminescent and flood barrier for doors.

On April 8, 2015, the Company's Board of Directors declared a quarterly dividend of \$0.10 cents per ordinary share. The dividend is payable June 30, 2015 to shareholders of record on June 16, 2015.

On April 24, 2015, the Company signed a definitive agreement to acquire the assets of Brio, a division of RMD Industries Pty Ltd. Brio is a designer and manufacturer of sliding and folding door hardware for commercial and residential spaces in Australia, New Zealand, the United Kingdom and the United States. The Company expects the transaction to close in the second quarter of 2015.

## **Item 2 – Management’s Discussion and Analysis of Financial Condition and Results of Operations**

*The following Management’s Discussion and Analysis of Financial Condition and Results of Operations contains forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from the results discussed in the forward-looking statements. Factors that might cause a difference include, but are not limited to, and under Part I, Item 1A – Risk Factors in the Annual Report on Form 10-K for the fiscal year ended December 31, 2014 . The following section is qualified in its entirety by the more detailed information, including our condensed and consolidated financial statements and the notes thereto, which appears elsewhere in this Quarterly Report.*

### **Overview**

#### ***Organizational***

Allegion plc ("Allegion," "we," "us" or the "Company") is a leading global provider of security products and solutions that keep people safe, secure and productive. We make the world safer as a company of experts, securing the places where people thrive and we create peace of mind by pioneering safety and security. We offer an extensive and versatile portfolio of mechanical and electronic security products across a range of market-leading brands. Our experts across the globe deliver high-quality security products, services and systems and we use our deep expertise to serve as trusted partners to end-users who seek customized solutions to their security needs.

### **Recent Developments**

#### ***Venezuela currency volatility***

Venezuela is treated as a highly inflationary economy under GAAP. As a result, the U.S. dollar is the functional currency for our consolidated joint venture in Venezuela. Any currency remeasurement adjustments for non-U.S. dollar denominated monetary assets and liabilities and other transactional foreign exchange gains and losses are reflected in earnings.

As of December 31, 2014, we began applying the SICAD II exchange rate of approximately 50 bolivars per US dollar to remeasure local currency transactions and balances into US dollars. In February 2015, the Venezuelan government announced changes to its exchange rate system that included the launch of a new, market-based system called the Marginal Currency System, or “SIMADI,” that replaced the SICAD II rate. We adopted the SIMADI rate after its introduction and recorded a charge of \$7.0 million (before tax and non-controlling interest). The SIMADI rate was approximately 170 bolivars per US dollar as of the adoption date. The charge includes remeasurement of net monetary assets (\$2.8 million) and a non-cash impairment charge to adjust Venezuelan inventory balances (\$4.2 million). The SIMADI rate was approximately 192 bolivars per US dollar at March 31, 2015.

#### ***Acquisitions***

In February 2015 the Company made an investment in iDevices, a brand and development partner in the Internet of Things industry. The investment is accounted for using the equity method.

#### ***2015 Dividends***

On March 31, 2015, we paid a quarterly dividend of \$0.10 per ordinary share to shareholders of record as of March 17, 2015.

#### ***Discontinued operations***

In the second quarter of 2014 management committed to a plan to sell its United Kingdom (UK) Door businesses to an unrelated third party. The transaction closed in the third quarter of 2014. The businesses sold included the Dor-o-Matic branded automatic door business, the Martin Roberts branded performance steel doorset business and the UK service organization. Historical results of the component have been reclassified to discontinued operations for all periods presented.



**Results of Operations – Three months ended March 31**

| <i>In millions, except per share amounts</i>   | <b>2015</b> | <b>% of<br/>revenues</b> | <b>2014</b> | <b>% of<br/>revenues</b> |
|--|-------------|--------------------------|-------------|--------------------------|
| Net revenues   | \$ 458.7    |                          | \$ 466.6    |                          |
| Cost of goods sold   | 271.6       | 59.2%                    | 274.4       | 58.8%                    |
| Selling and administrative expenses  | 116.1       | 25.3%                    | 124.4       | 26.7%                    |
| Operating income   | 71.0        | 15.5%                    | 67.8        | 14.5%                    |
| Interest expense   | 11.6        |                          | 13.1        |                          |
| Other (gain) loss, net   | 3.1         |                          | (0.1)       |                          |
| Earnings before income taxes   | 56.3        |                          | 54.8        |                          |
| Provision for income taxes   | 12.4        |                          | 16.4        |                          |
| Earnings from continuing operations  | 43.9        |                          | 38.4        |                          |
| Discontinued operations, net of tax  | (0.2)       |                          | (0.8)       |                          |
| Net earnings   | 43.7        |                          | 37.6        |                          |
| Less: Net earnings (loss) attributable to noncontrolling interests                                 | (1.7)       |                          | 1.8         |                          |
| Net earnings attributable to Allegion plc  | \$ 45.4     |                          | \$ 35.8     |                          |
| <b>Diluted net earnings per ordinary share attributable to Allegion plc ordinary shareholders:</b> |             |                          |             |                          |
| Continuing operations  | \$ 0.47     |                          | \$ 0.38     |                          |
| Discontinued operations  | 0.00        |                          | (0.01)      |                          |
| Net earnings (loss)  | \$ 0.47     |                          | \$ 0.37     |                          |

The discussions that follow describe the significant factors contributing to the changes in our results of operations for the periods presented.

**Net Revenues**

Net revenues for the three months ended March 31, 2015 decreased by 1.7% , or \$7.9 million , compared with the same period in 2014 , which resulted from the following:

|                           |        |
|---------------------------|--------|
| Pricing                   | 0.4 %  |
| Volume/product mix        | 5.5 %  |
| Acquisitions/divestitures | (0.2)% |
| Currency exchange rates   | (7.4)% |
| Total                     | (1.7)% |

The decrease in net revenues was primarily driven by unfavorable foreign currency exchange rate movements and lower revenue in our EMEIA segment as a result of management's actions to exit unprofitable businesses. These decreases were partially offset by higher volumes and improved pricing primarily in our Americas segment.

**Operating Income/Margin**

Operating income for the three months ended March 31, 2015 increased \$3.2 million compared to the same period in 2014 primarily due to favorable volume/product mix (\$10.6 million), spin-related and restructuring costs in the prior year that did not recur in 2015 (\$9.3 million) and pricing improvements and productivity in excess of inflation (\$0.5 million). These increases were partially offset by increased investment spending (\$7.9 million) primarily for new product development and channel development, unfavorable foreign currency exchange rate movements (\$5.1 million) and a \$4.2 million non-cash inventory impairment related to the devaluation of the bolivar discussed above.

Operating margin for the three months ended March 31, 2015 increased to 15.5% from 14.5% for the same period in 2014 primarily due to spin-related and restructuring costs in the prior year that did not recur in 2015 (2.0%), favorable volume/product mix (1.4%) and pricing improvements and productivity in excess of inflation (0.2%). These increases were partially offset by increased

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investment spending (1.7%) and the non-cash inventory impairment related to the devaluation of the Venezuelan bolivar discussed above (0.9%).

### *Interest Expense*

Interest expense for the three months ended March 31, 2015 decreased \$ 1.5 million compared with the same period of 2014 as a result of refinancing the Senior Secured Credit Facilities in the fourth quarter of 2014 as well as lower borrowings.

### *Other (Gain) Loss, Net*

The components of Other (gain) loss, net for the three months ended March 31 were as follows:

| <i>In millions</i>     | <b>2015</b>   | <b>2014</b>     |
|------------------------|---------------|-----------------|
| Interest income        | \$ (0.3)      | \$ (0.2)        |
| Exchange loss          | 3.3           | 0.1             |
| Other                  | 0.1           | —               |
| Other (gain) loss, net | <u>\$ 3.1</u> | <u>\$ (0.1)</u> |

Other (gain) loss, net for the three months ended March 31, 2015 decreased \$3.2 million compared to the same period in 2014. As discussed above, in the first quarter of 2015 we recorded a \$2.8 million loss related to the write down of our Venezuelan bolivar-denominated net monetary assets to reflect the SIMADI rate. This loss is within Exchange loss in the table above. The remaining decrease in Other (gain) loss, net was primarily due to unfavorable currency impacts.

### *Provision for Income Taxes*

The effective income tax rates for the three months ended March 31, 2015 and 2014 were 22.0% and 29.9% . The decrease in the effective income tax rate compared to 2014 is primarily due to favorable changes in the mix of income earned in lower rate jurisdictions.

### *Discontinued Operations*

#### *EMEIA Divestiture*

As discussed above, in the second quarter of 2014 management committed to a plan to sell its United Kingdom (UK) Door businesses to an unrelated third party. The transaction closed in the third quarter of 2014. Historical results of the component have been reclassified to discontinued operations for all periods presented.

Net revenues and after-tax earnings of the component for the three months ended March 31, 2015 and 2014 were as follows:

| <i>In millions</i>                  | <b>2015</b> | <b>2014</b> |
|-------------------------------------|-------------|-------------|
| Net revenues                        | \$ —        | \$ 5.8      |
| After-tax loss from operations      | \$ (0.1)    | \$ (0.6)    |
| Discontinued operations, net of tax | \$ (0.1)    | \$ (0.6)    |

#### *Other divestitures*

Other discontinued operations recognized a loss of \$0.1 million and earnings of \$0.2 million for the three months ended March 31, 2015 and 2014 . These were mainly related to non-cancelable lease expense and other miscellaneous expenses from previously sold businesses.

## Review of Business Segments

We operate in and report financial results for three segments: Americas, EMEIA, and Asia Pacific. These segments represent the level at which our chief operating decision maker reviews company financial performance and makes operating decisions.

Segment operating income is the measure of profit and loss that our chief operating decision maker uses to evaluate the financial performance of the business and as the basis for resource allocation, performance reviews, and compensation. For these reasons, we believe that Segment operating income represents the most relevant measure of segment profit and loss. Our chief operating decision maker may exclude certain charges or gains, such as corporate charges and other special charges from Operating income, to arrive at a Segment operating income that is a more meaningful measure of profit and loss upon which to base our operating decisions. We define Segment operating margin as Segment operating income as a percentage of Net revenues.

In the second quarter of 2014 management committed to a plan to sell a component of a business in our EMEIA segment and reclassified historical results of the component to discontinued operations for all periods presented.

The segment discussions that follow describe the significant factors contributing to the changes in results for each segment included in continuing operations.

### Americas

Our Americas segment is a leading provider of security products and solutions in approximately 30 countries throughout North America, Latin America and parts of South America. The segment sells a broad range of products and solutions including, locks, locksets, key systems, door closers, exit devices, doors and door frames, electronic product and access control systems for use in commercial, institutional and residential facilities, including into the education, healthcare, government, commercial office and single and multi-family residential markets. This segment's strategic brands are Schlage, Von Duprin and LCN.

Segment results for the three months ended March 31 were as follows:

| <i>Dollar amounts in millions</i> | Three months ended |          |          |
|-----------------------------------|--------------------|----------|----------|
|                                   | 2015               | 2014     | % change |
| Net revenues                      | \$ 354.3           | \$ 345.4 | 2.6 %    |
| Segment operating income          | 84.2               | 86.4     | (2.5)%   |
| Segment operating margin          | 23.8%              | 25.0%    |          |

Net revenues for the three months ended March 31, 2015 increased by 2.6% , or \$8.9 million , compared with the same period in 2014 , primarily due to higher volumes (7.4%) and improved pricing (0.3%) partially offset by unfavorable foreign currency exchange rate movements (5.1%) primarily related to the devaluation of the bolivar as well as a weaker Canadian dollar.

Segment operating income decreased \$2.2 million for the three months ended March 31, 2015 compared to the same period in 2014 . The decrease was primarily due to increased investment spending (\$5.2 million) primarily on new product development and channel development, a \$4.2 million non-cash inventory impairment related to the devaluation of the bolivar discussed above, unfavorable foreign currency exchange rate movements (\$3.1 million) and inflation in excess of pricing improvements and productivity (\$0.7 million). These decreases were partially offset by favorable volume/product mix (\$10.8 million) and spin-related costs in the prior year that did not recur in 2015 (\$0.2 million).

Segment operating margin decreased to 23.8% for the three months ended March 31, 2015 , compared to 25.0% for the same period of 2014 . The decrease was primarily due to increased investment spending (1.5%) primarily on new product development and channel development, the non-cash inventory impairment related to the devaluation of the Venezuelan bolivar discussed above (1.2%) and inflation in excess of pricing improvements and productivity (0.2%). These decreases were partially offset by favorable volume/product mix (1.2%), favorable foreign currency exchange rate movements (0.4%) and spin-related costs in the prior year that did not recur in 2015 (0.1%).

### EMEIA

Our EMEIA segment provides security products and solutions in approximately 85 countries throughout Europe, the Middle East, India and Africa. The segment offers a broad range of products, services and solutions including, locks, locksets, key systems,

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door closers, exit devices, doors and door frames, electronic product and access control systems, as well as time and attendance and workforce productivity solutions. This segment's strategic brands are CISA and Interflex. This segment also resells Schlage, Von Duprin and LCN products, primarily in the Middle East.

Segment results for the three months ended March 31 were as follows:

| <i>Dollar amounts in millions</i> | Three months ended |         |          |
|-----------------------------------|--------------------|---------|----------|
|                                   | 2015               | 2014    | % change |
| Net revenues                      | \$ 81.7            | \$ 99.2 | (17.6)%  |
| Segment operating income (loss)   | 2.6                | (0.6)   | 533.3 %  |
| Segment operating margin          | 3.2%               | (0.6)%  |          |

Net revenues for the three months ended March 31, 2015 decreased by 17.6 %, or \$17.5 million , compared to the same period of 2014 , primarily due to unfavorable foreign currency exchange rate movements (15.8%), lower revenue as a result of managements' actions to exit certain unprofitable market segments in 2014 (2.5%) and lower volume (0.1%). These decreases were partially offset by improved pricing (0.8%).

Segment operating income increased \$3.2 million for the three months ended March 31, 2015 compared to the same period in 2014 . The increase was primarily due to pricing improvements and productivity resulting from 2014 restructuring actions in excess of inflation (\$4.2 million) and spin-related and restructuring costs in the prior year that did not recur in 2015 (\$1.7 million). These increases were partially offset by unfavorable foreign currency exchange rate movements (\$1.4 million), increased investment spending (\$0.7 million) and unfavorable volume/product mix (\$0.6 million).

Segment operating margin increased to 3.2 % for the three months ended March 31, 2015 , compared to (0.6) % for the same period of 2014 . The increase in operating margin was primarily due to pricing improvements and productivity in excess of inflation (5.1%) and spin-related and restructuring costs in the prior year that did not recur in 2015 (1.8%). These increases were partially offset by unfavorable foreign currency exchange rate movements (1.8%), increased investment spending (0.7%) and unfavorable volume/product mix (0.6%).

### *Asia Pacific*

Our Asia Pacific segment provides security products and solutions in approximately 14 countries throughout the Asia Pacific region. The segment offers a broad range of products, services and solutions including, locks, locksets, key systems, door closers, exit devices, electronic product and access control systems, and as well as video analytics solutions. This segment's strategic brands are Schlage, CISA, Von Duprin and LCN.

Segment results for the three months ended March 31 were as follows:

| <i>Dollar amounts in millions</i> | Three months ended |         |          |
|-----------------------------------|--------------------|---------|----------|
|                                   | 2015               | 2014    | % change |
| Net revenues                      | \$ 22.7            | \$ 22.0 | 3.2%     |
| Segment operating loss            | (2.6)              | (3.0)   | 13.3%    |
| Segment operating margin          | (11.5)%            | (13.6)% |          |

Net revenues for the three months ended March 31, 2015 increased by 3.2 %, or \$0.7 million , compared to the same period of 2014 , primarily due to revenue provided by the acquisition of Fire & Security Hardware Pty Limited ("FSH") (6.8%), increased volume (0.9%) and improved pricing (0.5%) offset by unfavorable foreign currency exchange rate movements (5.0%).

Segment operating loss decreased \$0.4 million for the three months ended March 31, 2015 compared to the same period in 2014 . The decrease was primarily due to pricing improvements and productivity in excess of inflation (\$0.5 million), favorable volume/product mix mainly due to the acquisition of FSH in the second quarter of 2014 (\$0.4 million) and spin-related costs in the prior year that did not recur in 2015 (\$0.1 million). These decreases were partially offset by unfavorable foreign currency exchange rate movements (\$0.6 million).

Segment operating margin increased to (11.5) % for the three months ended March 31, 2015 , compared to (13.6)% for the same period of 2014 primarily due to favorable volume/product mix mainly due to the acquisition of FSH (2.8%), pricing improvements

and productivity in excess of inflation (2.2%) and spin-related costs in the prior year that did not recur in 2015 (0.6%). These increases were partially offset by unfavorable foreign currency exchange rate movements (3.4%) and increased investment spending (0.1%).

## Liquidity and Capital Resources

### *Sources and uses of liquidity*

Our primary source of liquidity is cash provided by operating activities. Cash provided by operating activities is used to invest in new product development and channel development, fund capital expenditures and fund working capital requirements and is expected to be adequate to service any future debt, pay any declared dividends and potentially fund acquisitions and share repurchases. Our ability to fund these capital needs depends on our ongoing ability to generate cash provided by operating activities, and to access our borrowing facilities (including unused availability under our revolving line of credit) and capital markets. We believe that our future cash provided by operating activities, together with our access to funds on hand and capital markets, will provide adequate resources to fund our operating and financing needs.

The following table reflects the major categories of cash flows for the three months ended March 31 . For additional details, see the Condensed and Consolidated Statements of Cash Flows in the condensed and consolidated financial statements.

| <i>In millions</i>  | 2015   | 2014   |
|---|--------|--------|
| Operating cash flow provided by (used in) continuing operations | \$ 4.6 | \$ —   |
| Investing cash flow used in continuing operations               | (14.4) | (14.3) |
| Financing cash flow used in continuing operations               | (46.7) | (3.4)  |

### Operating Activities

Net cash provided by continuing operating activities during the three months ended March 31, 2015 increased \$4.6 million compared to the same period in 2014 . Operating cash flows for the three months ended March 31, 2015 reflect higher earnings from continuing operations as well as normal fluctuations in working capital activity.

### Investing Activities

Net cash used in continuing investing activities during the three months ended March 31, 2015 increased \$0.1 million compared to the same period in 2014 . The change in investing activities is primarily due to the investment in iDevices of \$9.0 million and an increase in capital expenditures offset by \$3.8 million of other items during the three months ended March 31, 2015 . The increase in capital expenditures compared to the prior year is due to new product development and information systems . The three months ended March 31, 2014 included a cash payment of \$5.3 million for the acquisition of Schlage de Colombia.

### Financing Activities

Net cash used in continuing financing activities during the three months ended March 31, 2015 increased \$43.3 million compared to the same period in 2014 . The change in net cash used in financing activities is primarily due to cash paid of \$30.0 million for the repurchase of ordinary shares in the first quarter of 2015. Additionally, we made \$12.4 million of debt repayments and made \$9.5 million of dividend payments to ordinary shareholders during the three months ended March 31, 2015 . These outflows were partially offset by \$5.2 million of proceeds from shares issued under incentive plans and excess tax benefits from share based compensation. For the three months ended March 31, 2014 , we made \$8.0 million of repayments of our long-term debt and \$7.2 million of dividend payments to ordinary shareholders. These outflows were partially offset by \$11.8 million of proceeds from shares issued under incentive plans and excess tax benefits from share based compensation.

### *Capitalization*

Borrowings and current maturities of long-term debt consisted of the following:

| <i>In millions</i>   | <b>March 31,<br/>2015</b> | <b>December 31,<br/>2014</b> |
|--|---------------------------|------------------------------|
| Term Loan Facility due 2019  | \$ 950.6                  | \$ 962.8                     |
| 5.75% Senior notes due 2021  | 300.0                     | 300.0                        |
| Other debt, including capital leases, maturing in various amounts through 2016 | 1.5                       | 1.8                          |
| Total debt   | \$ 1,252.1                | \$ 1,264.6                   |
| Less: current portion of long term debt  | 49.4                      | 49.6                         |
|  | <u>\$ 1,202.7</u>         | <u>\$ 1,215.0</u>            |

The Term Loan Facility amortizes in quarterly installments, at the following rates per year: 5% in 2015; 5% in 2016 and 10% in each year thereafter, with the final installment due on October 15, 2019. We repaid \$12.2 million in total on the Term Loan Facility as of the three months ended March 31, 2015 . The Senior Notes are due in full on October 1, 2021.

We have a 5-year, \$ 500.0 million revolving credit facility maturing on September 27, 2018 (the "Revolver"). As of March 31, 2015 , we did not have any borrowings outstanding under the Revolver and had \$28.6 million of letters of credit outstanding.

We are required to comply with certain covenants under our Senior Secured Credit Facilities. We are required to comply with a maximum leverage ratio of 3.75 to 1.00 based on a ratio of total consolidated indebtedness, net of unrestricted cash up to \$125 million, to consolidated EBITDA. Additionally, we are required to have a minimum interest expense coverage ratio of 4.00 to 1.00 based on a ratio of consolidated EBITDA to consolidated interest expense, net of interest income. As of March 31, 2015 , we were in compliance with these covenants. The indenture to our senior notes and the senior secured credit facilities contain affirmative and negative covenants that, among other things, limit or restrict our ability to enter into certain transactions.

### *Pensions*

Our investment objective in managing defined benefit plan assets is to ensure that all present and future benefit obligations are met as they come due. We seek to achieve this goal while trying to mitigate volatility in plan funded status, contribution and expense by better matching the characteristics of the plan assets to that of the plan liabilities. Global asset allocation decisions are based on a dynamic approach whereby a plan's allocation to fixed income assets increases progressively over time. We monitor plan funded status and asset allocation regularly in addition to investment manager performance.

We monitor the impact of market conditions on our defined benefit plans on a regular basis. None of our defined benefit pension plans have experienced a significant impact on their liquidity due to the volatility in the markets. For further details on pension plan activity, see Note 9 to the condensed and consolidated financial statements.

For a further discussion of Liquidity and Capital Resources, refer to Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," contained in the Company's Annual Report on Form 10-K for the period ended December 31, 2014 .

### **Critical Accounting Policies**

Management's Discussion and Analysis of Financial Condition and Results of Operations are based upon our condensed and consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of financial statements in conformity with those accounting principles requires management to use judgments in making estimates and assumptions based on the relevant information available at the end of each period. These estimates and assumptions have a significant effect on reported amounts of assets and liabilities, revenue and expenses, as well as the disclosure of contingent assets and liabilities because they result primarily from the need to make estimates and assumptions on matters that are inherently uncertain. Actual results may differ from estimates.

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Management believes there have been no significant changes during the three months ended March 31, 2015, to the items that we disclosed as our critical accounting policies in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for the year ended December 31, 2014.

### Recent Accounting Pronouncements

See Note 2 to our Condensed and Consolidated Financial Statements for a discussion of recently issued and adopted accounting pronouncements.

### Safe Harbor Statement

Certain statements in this report, other than purely historical information, are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements generally are identified by the words "believe," "project," "expect," "anticipate," "estimate," "forecast," "outlook," "intend," "strategy," "plan," "may," "should," "will," "would," "will be," "will continue," "will likely result," or the negative thereof or variations thereon or similar terminology generally intended to identify forward-looking statements.

Forward-looking statements may relate to such matters as projections of revenue, margins, expenses, tax provisions, earnings, cash flows, benefit obligations, dividends, share purchases or other financial items; any statements of the plans, strategies and objectives of management for future operations, including those relating to any statements concerning expected development, performance or market share relating to our products and services; any statements regarding future economic conditions or our performance; any statements regarding pending investigations, claims or disputes; any statements of expectation or belief; and any statements of assumptions underlying any of the foregoing. These statements are based on currently available information and our current assumptions, expectations and projections about future events. While we believe that our assumptions, expectations and projections are reasonable in view of the currently available information, you are cautioned not to place undue reliance on our forward-looking statements. You are advised to review any further disclosures we make on related subjects in materials we file with or furnish to the SEC. Forward-looking statements speak only as of the date they are made and are not guarantees of future performance. They are subject to future events, risks and uncertainties - many of which are beyond our control - as well as potentially inaccurate assumptions, that could cause actual results to differ materially from those in our forward looking statements. We do not undertake to update any forward-looking statements.

Factors that might affect our forward-looking statements include, among other things:

- economic, political and business conditions in the markets in which we operate;
- the demand for our products and services;
- competitive factors in the industry in which we compete;
- the ability to protect and use intellectual property;
- fluctuations in currency exchange rates
- the ability to complete and integrate any acquisitions
- changes in tax requirements (including tax rate changes, new tax laws and revised tax law interpretations);
- the outcome of any litigation, governmental investigations or proceedings;
- interest rate fluctuations and other changes in borrowing costs;
- other capital market conditions, including availability of funding sources and currency exchange rate fluctuations;
- availability of and fluctuations in the prices of key commodities and the impact of higher energy prices;
- the ability to achieve cost savings in connection with our productivity programs;
- potential further impairment of our goodwill, indefinite-lived intangible assets and/or our long-lived assets;
- the possible effects on us of future legislation in the U.S. that may limit or eliminate potential U.S. tax benefits resulting from our incorporation in a non-U.S. jurisdiction, such as Ireland, or deny U.S. government contracts to us based upon our incorporation in such non-U.S. jurisdiction; and



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- our ability to fully realize the expected benefits of our spin-off from Ingersoll Rand.
- the impact of potential technology or data security breaches
- the impact our substantial leverage may have on our business and operations

Some of the significant risks and uncertainties that could cause actual results to differ materially from our expectations and projections are described more fully in the “Risk Factors” section of this Quarterly Report on Form 10-Q and our Annual Report on Form 10-K for the fiscal year ended December 31, 2014 . There may also be other factors that have not been anticipated or that are not described in our periodic filings with the SEC, generally because we did not believe them to be significant at the time, which could cause results to differ materially from our expectations.

### **Item 3 – Quantitative and Qualitative Disclosures about Market Risk**

Venezuela is treated as a highly inflationary economy under GAAP. As a result, the U.S. dollar is the functional currency for our consolidated joint venture in Venezuela. Any currency remeasurement adjustments for non-U.S. dollar denominated monetary assets and liabilities and other transactional foreign exchange gains and losses are reflected in earnings.

As of December 31, 2014, we began applying the SICAD II exchange rate of approximately 50 bolivars per US dollar to remeasure local currency transactions and balances into US dollars. In February 2015, the Venezuelan government announced changes to its exchange rate system that included the launch of a new, market-based system called the Marginal Currency System, or “SIMADI,” that replaced the SICAD II rate. We adopted the SIMADI rate after its introduction and recorded a charge of \$7.0 million (before tax and non-controlling interest). The charge includes remeasurement of net monetary assets (\$2.8 million) and a non-cash impairment charge to adjust Venezuelan inventory balances (\$4.2 million).

There have been no other significant changes in our exposure to market risk during the first quarter of 2015 . For a discussion of the Company’s exposure to market risk, refer to Part II, Item 7A, “Quantitative and Qualitative Disclosures About Market Risk,” contained in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2014 .

### **Item 4 – Controls and Procedures**

The Company’s management, including its Chief Executive Officer and Chief Financial Officer, have conducted an evaluation of the effectiveness of disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)), as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded as of March 31, 2015 , that the disclosure controls and procedures are effective in ensuring that all material information required to be filed in this Quarterly Report on Form 10-Q has been recorded, processed, summarized and reported when required and the information is accumulated and communicated to the Company’s management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

There has been no change in the Company’s internal control over financial reporting that occurred during the first quarter of 2015 that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting.



PART II – OTHER INFORMATION

**Item 1 – Legal Proceedings**

In the normal course of business, we are involved in a variety of lawsuits, claims and legal proceedings, including commercial and contract disputes, employment matters, product liability claims, environmental liabilities, intellectual property disputes and tax-related matters. In our opinion, pending legal matters are not expected to have a material adverse impact on our results of operations, financial condition, liquidity or cash flows.

**Item 1A – Risk Factors**

There have been no material changes to our risk factors contained in our Annual Report on Form 10-K for the period ended December 31, 2014 . For a further discussion of our Risk Factors, refer to the “Risk Factors” discussion contained in our Annual Report on Form 10-K for the period ended December 31, 2014 .

**Item 2 - Unregistered Sales of Equity Securities and Use of Proceeds**

**Issuer Purchases of Equity Securities**

The following table provides information with respect to purchases by the Company of its ordinary shares during the first quarter of 2015 :

| Period                   | Total number of shares purchased (000s) (a) | Average price paid per share (a) | Total number of shares purchased as part of program (000s) (a) | Approximate dollar value of shares still available to be purchased under the program (000s) (a) |
|--------------------------|---|----------------------------------|--|---|
| January 1 - January 31   | —   | \$ —                             | —  | \$ 149,740  |
| February 1 - February 28 | 103   | 58.32                            | 103  | 143,745   |
| March 1 - March 31       | 412   | 58.17                            | 412  | 119,746   |
| <b>Total</b>             | <b>515</b>                                  | <b>\$ 58.20</b>                  | <b>515</b>   | <b>\$ 119,746</b>   |

(a) In February 2014, our Board of Directors authorized the repurchase of up to \$200 million of our ordinary shares. Based on market conditions, share repurchases were made from time to time in the open market at the discretion of management. The repurchase program does not have a prescribed expiration date.

To preserve the tax-free treatment to Ingersoll Rand of the spin-off, under the Tax Matters Agreement, we are prohibited from taking or failing to take any action that prevents the spin-off and related transactions from being tax-free. We may not engage in privately negotiated transactions to acquire our outstanding shares or acquire more than 20% of our outstanding shares within two years after the spin-off. We believe that we will be able to execute the authorized share repurchases and preserve the tax-free treatment of the spin-off. However, if we are unable to preserve the tax-free treatment, any taxes imposed on us could be significant.

**Item 6 – Exhibits**

*(a) Exhibits*

| <b><u>Exhibit No.</u></b> | <b><u>Description</u></b>  | <b><u>Method of Filing</u></b> |
|---------------------------|--|--------------------------------|
| 10.1                      | Form of Non-Employee Director Restricted Stock Unit Award Agreement  | Filed herewith.                |
| 10.2                      | Chris Muhlenkamp Offer Letter, dated October 4, 2013   | Filed herewith.                |
| 31.1                      | Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) or Rule 15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.   | Filed herewith.                |
| 31.2                      | Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) or Rule 15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.   | Filed herewith.                |
| 32                        | Certifications of Chief Executive Officer and Chief Financial Officer Pursuant to Rule 13a-14(b) or Rule 15d-14(b) and 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.   | Furnished herewith.            |
| 101                       | The following materials from the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2015, formatted in XBRL (Extensible Business Reporting Language): (i) the Condensed and Consolidated Statements of Comprehensive Income, (ii) the Condensed and Consolidated Balance Sheets, (iii) the Condensed and Consolidated Statement of Cash Flows, and (iv) Notes to Condensed and Consolidated Financial Statements. | Filed herewith.                |

**ALLEGION PLC**

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ALLEGION PLC

(Registrant)

Date: April 30, 2015

/s/ Patrick S. Shannon

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**Patrick S. Shannon, Senior Vice President  
and Chief Financial Officer  
Principal Financial Officer**

Date: April 30, 2015

/s/ Douglas P. Ranck

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**Douglas P. Ranck Vice President and  
Corporate Controller  
Principal Accounting Officer**

**Allegion plc**  
**Incentive Stock Plan of 2013**

**Restricted Stock Unit Award Agreement - Director**  
**Dated as of [DATE] (“Grant Date”)**

Allegion plc (the “Company”) hereby grants to [NAME] (“Participant”) a restricted stock unit award (the “RSUs”) with respect to [AMOUNT] ordinary shares of the Company (the “Shares”), pursuant to and subject to the terms and conditions set forth in the Company’s Incentive Stock Plan of 2013 (the “Plan”) and to such further terms and conditions set forth in this Restricted Stock Unit Award Agreement (the “Award Agreement”), including any appendix to the Award Agreement for Participant’s country (the “Appendix”). Unless otherwise defined herein, the terms defined in the Plan shall have the same meanings in this Award Agreement.

1. **Vesting and Issuance of Shares .**

(a) Participant’s right to receive Shares subject to the RSUs shall vest on the first anniversary of the Grant Date (the “Vesting Date”), subject to Participant’s continued service as a member of the Board on the Vesting Date.

(b) If Participant’s service as a member of the Board terminates by reason of retirement, death or disability, the Shares subject to the RSUs that have not yet vested shall vest as of the date of such termination. If Participant’s service as a member of the Board terminates for any reason other than retirement, death or disability, all unvested RSUs shall be immediately forfeited as of the date of such termination.

(c) The Company shall cause to be issued to Participant Shares with respect to the RSUs that become vested within 30 days of the earlier of the Vesting Date or, if the RSUs become vested pursuant to Section 1(b) above, the date that the Participant experiences a “separation from service” within the meaning of Section 409A of the Code. Such Shares shall be fully paid and non-assessable. Participant will not have any of the rights or privileges of a shareholder of the Company in respect of any Shares subject to the RSUs unless and until such Shares have been issued to Participant.

2. **Dividend Equivalents .**

Participant shall be entitled to receive an amount equal to any cash dividend paid by the Company upon one Share for each RSU held by Participant when such dividend is paid (“Dividend Equivalent”), provided that (a) Participant shall have no right to receive the Dividend Equivalents unless and until the associated RSUs vest, (b) Dividend Equivalents shall not accrue interest and (c) Dividend Equivalents shall be paid in cash at the time that the associated RSUs are settled in accordance with Section 1(c) above.

3. **Taxes .**

Regardless of any action the Company and/or an Affiliate take with respect to any and all federal, state, local or other tax related to Participant’s participation in the Plan and legally applicable to Participant (“Tax-Related Items”), Participant acknowledges that the ultimate liability for all Tax-Related Items is and remains Participant’s responsibility. To satisfy any withholding obligations of the Company or an Affiliate with respect to Tax-Related Items, the Company will withhold Shares otherwise issuable upon settlement of the RSUs. To avoid negative accounting treatment, the Company may withhold for Tax-Related Items by considering applicable minimum statutory withholding amounts or other applicable withholding rates.

Alternatively, or in addition, the Company may satisfy such withholding obligations by

- (a) withholding from any cash compensation paid to Participant by the Company or an Affiliate,
- (b) withholding from proceeds of the sale of Shares acquired upon settlement of the RSUs either through a voluntary sale or through a mandatory sale arranged by the Company (on Participant’s behalf pursuant to this authorization without further consent), or

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- (c) requiring Participant to tender a cash payment to the Company or an Affiliate in the amount of the Tax-Related Items;

provided, however, that the withholding methods described in this Section 3 (a), (b) and (c) will only be used if the Committee (as constituted to satisfy Rule 16b-3 of the Act) determines, in advance of the applicable withholding event, that one such withholding method will be used in lieu of withholding Shares. The Company may refuse to issue or deliver the Shares or the proceeds of the sale of Shares, if Participant fails to comply with his or her obligations in connection with the Tax-Related Items.

4. **Recoupment Provision.**

In the event that Participant commits fraud or engages in intentional misconduct that results in a need for the Company to restate its financial statements, then the Committee may direct the Company to (a) cancel any outstanding portion of the RSUs and (b) recover all or a portion of the financial gain realized by Participant through the RSUs.

5. **Electronic Delivery and Participation.**

The Company may, in its sole discretion, decide to deliver any documents related to participation in the Plan by electronic means.

6. **Country-Specific Terms and Conditions.**

The RSUs and the Shares subject to the RSUs shall be subject to any special terms and conditions set forth in the Appendix if Participant resides outside the United States. Moreover, if Participant relocates outside the United States, the special terms and conditions set forth in the Appendix will apply to Participant, to the extent the Company determines that the application of such terms and conditions is necessary or advisable for legal or administrative reasons. The Appendix constitutes part of this Award Agreement.

7. **Acknowledgement & Acceptance within 120 Days.**

This grant is subject to acceptance, within 120 days of the Grant Date, by written notice to the Secretary of the Company. **Failure to accept the RSUs within 120 days of the Grant Date may result in cancellation of the RSUs.**

**Signed for and on behalf of the Company:**

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/s/ David D. Petratis

David D. Petratis  
Chairman and Chief Executive Officer  
Allegion plc

**Acknowledged and Accepted by Participant:**

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Signature

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Date

*This document constitutes part of a prospectus covering securities that have been registered under the Securities Act of 1933.*

**Allegion plc**

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## Incentive Stock Plan of 2013

### Appendix to the Restricted Stock Unit Award Agreement - Director

This Appendix includes special terms and conditions applicable to Participant if Participant resides outside the United States. These terms and conditions supplement or replace (as indicated) the terms and conditions set forth in the Restricted Stock Unit Award Agreement (the "Award Agreement"). Unless otherwise defined herein, the terms defined in the Plan or the Award Agreement, as applicable, shall have the same meanings in this Appendix.

This Appendix also includes information relating to exchange control and other issues of which Participant should be aware with respect to his or her participation in the Plan. The information is based on the exchange control, securities and other laws in effect in the respective countries as of November 2014. Such laws are often complex and change frequently. As a result, the Company strongly recommends that Participant not rely on the information herein as the only source of information relating to the consequences of participation in the Plan because the information may be out of date at the time the RSUs vest or the Shares acquired under the Plan are sold.

In addition, the information is general in nature and may not apply to Participant's particular situation. The Company is not in a position to assure Participant of any particular result. Accordingly, Participant is advised to seek appropriate professional advice as to how the relevant laws in his or her country may apply to his or her situation.

#### A. General Provisions for Non-U.S. Participants

##### 8. Nature of Grant.

In accepting the RSUs, Participant acknowledges, understands and agrees that:

(d) the Plan is established voluntarily by the Company, it is discretionary in nature and it may be amended, altered or discontinued by the Company at any time, to the extent permitted by the Plan;

(e) the grant of the RSUs is voluntary and occasional and does not create any contractual or other right to receive future grants of restricted stock units, or benefits in lieu of restricted stock units, even if restricted stock units have been granted in the past;

(f) all decisions with respect to future restricted stock unit grants, if any, will be at the sole discretion of the Company;

(g) the future value of the underlying Shares is unknown, indeterminable and cannot be predicted with certainty;

(h) no claim or entitlement to compensation or damages shall arise from forfeiture of the RSUs resulting from Participant ceasing to provide services to the Company or from cancellation of the RSUs or recoupment of any financial gain resulting from the RSUs as described in Section 4 of the Award Agreement and, in consideration of the grant of the RSUs to which Participant is otherwise not entitled, Participant irrevocably agrees never to institute any claim against the Company, waives the ability, if any, to bring any such claim and releases the Company and any Affiliate from any such claim; if, notwithstanding the foregoing, any such claim is allowed by a court of competent jurisdiction, then, by participating in the Plan, Participant will be deemed irrevocably to have agreed not to pursue such claim and agrees to execute any and all documents necessary to request dismissal or withdrawal of such claims;

(i) unless otherwise provided in the Plan or by the Company, in its discretion, the RSUs and the benefits evidenced by the Award Agreement do not create any entitlement to have the RSUs or any such benefits transferred to, or assumed by, another company nor to be exchanged, cashed out or substituted for, in connection with any corporate transaction affecting the Shares; and

(j) neither the Company nor any Affiliate shall be liable for any foreign exchange rate fluctuation between Participant's local currency and the United States Dollar that may affect the value of the RSUs or of any amounts due to Participant pursuant to the settlement of the RSUs or the subsequent sale of any Shares acquired upon settlement.

##### 9. Data Privacy.

*Participant hereby explicitly and unambiguously consents to the collection, use and transfer, in electronic or other form, of Participant's personal data as described in the Award Agreement and any other RSU grant materials*

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*by and among the Company and any Affiliate for the exclusive purpose of implementing, administering and managing Participant's participation in the Plan.*

*Participant understands that the Company may hold certain personal information about Participant, including, but not limited to, Participant's name, home address and telephone number, date of birth, social insurance number or other identification number, salary, nationality, any shares of stock or directorships held in the Company, details of all RSUs or any other entitlement to shares of stock awarded, canceled, exercised, vested, unvested or outstanding in Participant's favor, for the exclusive purpose of implementing, administering and managing the Plan ("Data").*

*Participant understands that Data will be transferred to UBS or such other stock plan service provider as may be selected by the Company in the future, which is assisting the Company with the implementation, administration and management of the Plan. Participant understands that the recipients of Data may be located in the United States or elsewhere, and that the recipients' country (e.g., the United States) may have different data privacy laws and protections than Participant's country. Participant understands that he or she may request a list with the names and addresses of any potential recipients of Data by contacting the Secretary of the Company. Participant authorizes the Company, UBS and any other possible recipients which may assist the Company (presently or in the future) with implementing, administering and managing the Plan to receive, possess, use, retain and transfer Data, in electronic or other form, for the sole purpose of implementing, administering and managing Participant's participation in the Plan. Participant understands that Data will be held only as long as is necessary to implement, administer and manage Participant's participation in the Plan. Participant understands that he or she may, at any time, view Data, request additional information about the storage and processing of Data, require any necessary amendments to Data or refuse or withdraw the consents herein, in any case without cost, by contacting in writing the Secretary of the Company. Further, Participant understands that he or she is providing the consents herein on a purely voluntary basis. If Participant does not consent, or if Participant later seeks to revoke his or her consent, Participant's status or service as a member of the Board will not be adversely affected; the only consequence of refusing or withdrawing consent is that the Company would not be able to grant RSUs or other equity awards to Participant or administer or maintain such awards. Therefore, Participant understands that refusing or withdrawing his or her consent may affect his or her ability to participate in the Plan. For more information on the consequences of Participant's refusal to consent or withdrawal of consent, Participant understands that he or she may contact the Secretary of the Company.*

**10. Choice of Law and Venue .**

The RSU grant and the provisions of this Award Agreement shall be governed by and construed in accordance with the laws of the State of Delaware without regard to such state's conflict of laws or provisions, as provided in the Plan. For purposes of litigating any dispute that arises under this grant or this Award Agreement, the parties hereby submit to and consent to the jurisdiction of the State of Delaware and agree that such litigation shall be conducted in the courts of New Castle County, Delaware, or the federal courts for the United States for the District of Delaware, where this grant is made and/or to be performed

**11. Severability .**

The provisions of this Award Agreement are severable and if any one or more provisions are determined to be illegal or otherwise unenforceable, in whole or in part, the remaining provisions shall nevertheless be binding and enforceable.

**12. Imposition of Other Requirements .**

This grant is subject to, and limited by, all applicable laws and regulations and to such approvals by any governmental agencies or national securities exchanges as may be required. Participant agrees that the Company shall have unilateral authority to amend the Plan and this Award Agreement without Participant's consent to the extent necessary to comply with securities or other laws applicable to the issuance of Shares. The Company reserves the right to impose other requirements on Participant's participation in the Plan, on the RSUs and on any Shares acquired under the Plan, to the extent the Company determines it is necessary or advisable for legal or administrative reasons, and to require Participant to sign any additional agreements or undertakings that may be necessary to accomplish the foregoing.

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13. **Waiver.**

Participant acknowledges that a waiver by the Company of breach of any provision of the Award Agreement shall not operate or be construed as a waiver of any other provision of this Award Agreement, or of any subsequent breach by Participant or any other participant in the Plan.

**B. Country-Specific provisions for Non-U.S. Participants**

**Italy**

**Foreign Asset / Account Reporting Information.**

Italian residents who, at any time during the fiscal year, hold investments abroad and/or foreign financial assets ( e.g. , Shares, cash) which may generate income taxable in Italy are required to report such investments and assets on their annual tax returns (UNICO Form, RW Schedule) or on a special form if no tax return is due. These reporting obligations also apply to Italian residents who are the beneficial owners of the investments abroad or foreign financial assets under Italian money laundering provisions. *Participant should consult with his or her personal legal advisor to ensure compliance with applicable reporting obligations.*



[INGERSOLL RAND LOGO]

October 4<sup>th</sup>, 2013

Mr. Chris Muhlenkamp  
[REDACTED]

Dear Chris:

I am pleased to present you with an offer of employment to join Allegion as Vice President (“VP”), Global Integrated Supply Chain reporting directly to me. This position will be located in Carmel, Indiana. Your employment with Allegion in this role will begin on the day that the residential security and commercial security businesses are successfully spun-off from Ingersoll Rand (“Transaction Date”) and Allegion is formed as a new standalone publicly traded company. In addition, you will become an Officer of Allegion. I look forward to your acceptance of this offer and becoming a part of the Allegion leadership team.

The compensation, benefits and other aspects of your offer are outlined below and will become effective on the Transaction Date:

1. Your base salary will be set at an annual rate of \$ 290,628 (Two Hundred Ninety Thousand Six Hundred and Twenty Eight U.S. dollars) which will be paid bi-weekly. You will be eligible for merit increase consideration during the annual merit increase cycle. You will continue to earn a base salary at your current rate through the Transaction Date.
2. This position is “incentive eligible,” which means you will participate in the Allegion Annual Incentive Plan (“AIP”) which will be designed and approved prior to the Transaction Date. Your annual opportunity is targeted at 60% of your base salary or \$ 174,377 . The actual award that you may receive can range from 0% to 200% of the targeted amount depending upon your performance and the performance of Allegion.

For 2013, you will continue to participate in the Ingersoll Rand 2013 AIM program at current compensation levels. The financial metrics used to determine your 2013 AIM award will be the Corporate and Security Technologies financial metrics for the entire performance year.

3. You will be eligible to receive annual equity awards under the Allegion Incentive Stock Plan (“ISP”) as administered by the Allegion Compensation Committee of the Board (“Committee”). The ISP will be developed and approved for implementation prior to the Transaction Date. Your annual opportunity has a targeted value of \$150,000 and the number of stock options, Restricted Stock Units (“RSUs”), and/or Performance Share Units (“PSUs”) granted will be based on the Fair Market Value (“FMV”) of Allegion’s ordinary shares on the date the Committee approves the award. The mix of equity awards, the terms, and the design of the Performance Share Program (“PSP”) is intended to be similar in nature as provided to Ingersoll Rand plan participants , however, the final design will be determined by the Committee. The PSP will measure performance over a three-year period, therefore, the award granted to you in 2014 would be settled in early 2017 (based on performance during the 2014 to 2016 measurement period). Your first grant of stock options, RSUs, and/or PSUs is expected to occur within 90 days of the Transaction Date. Annual equity grants are contingent on and variable with your sustained performance and demonstrated leadership potential.
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4. When you consider each of the above items, your Total Annual Direct Compensation (“TDC”) target is \$615,005.
  5. You will receive two additional Allegion PSU grants, which are expected to occur within 90 days of the Transaction Date. The target number of PSUs awarded will be based on the FMV of Allegion’s ordinary shares on the date the Committee approves the award:
    - a. The first grant will be based on 2014 performance and will have a target value of \$21,700. The actual number of PSUs earned (0% to 200% of target) will be based on metrics established by the Committee and will be settled in early 2015.
    - b. The second grant will be based on performance during the 2014 to 2015 measurement period and will have a target value of \$43,400. The actual number of PSUs earned (0% to 200% of target) will be based on metrics established by the Committee and will be settled in early 2016.
  6. You will be eligible for continued participation in the Transition Bonus program with a \$280,000 opportunity. This cash bonus will be paid to you in two installments (50% on the Transaction Date and 50% one year later). To be eligible for a payment, you must be actively employed by Allegion on each of the payment dates. This bonus is contingent on the transaction actually taking place. If the transaction is not finalized, the bonus will not be paid.
  7. You will be eligible to participate in all applicable benefit programs offered to Allegion salaried employees in accordance with the terms and conditions of those programs including qualified and non-qualified 401k and pension plans. Please note that your medical, dental and life insurance coverage with Allegion will commence on January 1, 2014, however, you will continue to be covered under the Ingersoll Rand plans through December 31, 2013.
  8. You will be eligible to participate in the following programs offered to Officers of Allegion:
    - a. Deferred Compensation Plan : You will be eligible to participate in a deferred compensation plan that will be established by Allegion. The value of accrued benefits under the IR deferred compensation plan will be transferred to the Allegion plan .
    - b. Financial Counseling : You will be eligible for a tax, estate, and financial planning services allowance up to \$11,000 in your first (and last) year and \$9,000 per year thereafter. The cost for these services is imputed to your annual income.
    - c. Executive Health Program : You will be eligible to participate in an executive physical examination program that will be established for Allegion in an amount not to exceed \$1,500 annually.
  9. You will be eligible for paid vacation, which in your case is four (4) weeks. Vacation days will be earned and accrued on a monthly basis each calendar year.
  10. You will participate in the Allegion Change in Control Plan (“CIC Plan”), which provides economic security in the form of cash payments to the participant and enhanced coverage under certain benefit plans in the event of a loss of job caused by the sale of all or a substantial part of Allegion (in accordance with the CIC Plan). Your severance payment under the CIC Plan will be equal to 1.5 times your base salary plus your annual incentive target. No excise tax gross-ups will be provided, however, your CIC related cash severance benefit will be adjusted to provide you with the greater after-tax benefit between:
    - a. Cash severance payments paid in full, with you being responsible for all taxes incurred,or
-

b. Cash severance payments reduced to avoid triggering excise taxes.

Furthermore, under the terms of the stock awards, unvested stock options (if applicable) and Restricted Stock Units (if applicable) would vest in full and outstanding Performance Share Units (if applicable) would vest on a pro-rated basis at target award levels.

You will be provided with a copy of the CIC Plan within 30 days of your acceptance of this offer.

11. Based on your role in Allegion, you are restricted from transactions involving ordinary shares of Company stock (exercising options, moving in or out of ordinary shares held in company plans, or buying or selling ordinary shares on the open market) except during designated window periods. Furthermore, you will be required to comply with the Allegion stock ownership requirements, which is \$500,000 for your role. You will have 5 years to reach this ownership level (at a rate of 20% per year).

This offer is contingent upon your acceptance of the Non-Compete and Proprietary Information agreements attached hereto. To accept this offer, please sign as indicated under the Candidate Acceptance section below. In addition, sign the Non-Compete and Proprietary Information Agreements and return all of these materials to Ray Lewis, SVP, Human Resources & Communications, Allegion.

Subject to the confirmation of the transaction, this letter will be a contractual obligation of Allegion effective on the Transaction Date. Nothing in this letter alters your at-will employment status with Allegion. In addition, nothing in this letter prevents Allegion from changing or modifying plans, benefit designs, or compensation on a going forward basis. Allegion may also require you to sign documents e.g., non-compete, other documents as part of its on-boarding process. Any compensation or benefits payable pursuant to this offer will be subject to applicable claw-back policies of Allegion as in effect from time to time.

Chris, we all believe that you will make a significant contribution to Allegion and I look forward to you accepting this offer. If you have any questions about this offer, please feel free to call Ray Lewis at [REDACTED], or Jeff Blair, Vice President of Total Rewards, Ingersoll Rand, at [REDACTED]. For any other questions, please feel free to contact me at [REDACTED].

Sincerely,

/s/ David D. Petratis

David D. Petratis  
Chairman, President and Chief Executive Officer , Allegion

cc: Ray Lewis  
Jeff Blair

**Attachments:**

Proprietary Agreement  
Non-Compete Agreement

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**Conditions of Offer:**

This offer is contingent upon the following:

1. Understanding and agreement that your employment is to be “at will”. This means that you or Allegion, for any reason or no reason, may terminate employment and that nothing in this offer is intended to create a contract of employment for any period of time.
2. Understanding, agreeing, signing and returning the Non-Compete and Proprietary Information agreements.

**CANDIDATE ACCEPTANCE**

I accept your offer of employment with Allegion as VP, Global Operations and agree to the conditions herein and in the offer letter.

/s/ Chris Muhlenkamp  
Mr. Chris Muhlenkamp

9 Oct 2013  
Date

**CERTIFICATION**

I, David D. Petratis, certify that:

1. I have reviewed the Quarterly Report on Form 10-Q of Allegion plc for the three months ended March 31, 2015 ;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 30, 2015

/s/ David D. Petratis

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David D. Petratis

Principal Executive Officer

**CERTIFICATION**

I, Patrick S. Shannon, certify that:

1. I have reviewed the Quarterly Report on Form 10-Q of Allegion plc for the three months ended March 31, 2015 ;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 30, 2015

/s/ Patrick S. Shannon

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Patrick S. Shannon

Principal Financial Officer

**Section 1350 Certifications**  
**Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**  
**(Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code)**

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code), each of the undersigned officers of Allegion plc (the Company), does hereby certify that:

The Quarterly Report on Form 10-Q for the three months ended March 31, 2015 (the Form 10-Q) of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ David D. Petratis

David D. Petratis  
Principal Executive Officer  
April 30, 2015

/s/ Patrick S. Shannon

Patrick S. Shannon  
Principal Financial Officer  
April 30, 2015