

Allegion plc
Form 10-Q
October 27, 2016
Table of Contents

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

FORM 10-Q

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

For the quarterly period ended September 30, 2016

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

ALLEGION PUBLIC LIMITED COMPANY
(Exact name of registrant as specified in its charter)

Ireland 98-1108930
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) 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)

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

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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 October 24, 2016 was 96,015,428.

Table of Contents

ALLEGION PLC
FORM 10-Q
INDEX

<u>PART I FINANCIAL INFORMATION</u>	<u>1</u>
Item 1 - <u>Financial Statements</u>	<u>1</u>
<u>Condensed and Consolidated Statements of Comprehensive Income for the three and nine months ended September 30, 2016 and 2015 (Unaudited)</u>	<u>1</u>
<u>Condensed and Consolidated Balance Sheets at September 30, 2016 and December 31, 2015 (Unaudited)</u>	<u>2</u>
<u>Condensed and Consolidated Statements of Cash Flows for the nine months ended September 30, 2016 and 2015 (Unaudited)</u>	<u>3</u>
<u>Notes to Condensed and Consolidated Financial Statements (Unaudited)</u>	<u>4</u>
Item 2 - <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>33</u>
Item 3 - <u>Quantitative and Qualitative Disclosures about Market Risk</u>	<u>47</u>
Item 4 - <u>Controls and Procedures</u>	<u>47</u>
<u>PART II OTHER INFORMATION</u>	<u>48</u>
Item 1 - <u>Legal Proceedings</u>	<u>48</u>
Item 1A - <u>Risk Factors</u>	<u>48</u>
Item 2 - <u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	<u>48</u>
Item 6 - <u>Exhibits</u>	<u>49</u>
<u>SIGNATURES</u>	<u>50</u>

Table of Contents

PART I-FINANCIAL INFORMATION

Item 1. Financial Statements

ALLEGION PLC

CONDENSED AND CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Unaudited)

In millions, except per share amounts	Three months ended		Nine months ended	
	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015
Net revenues	\$581.1	\$544.5	\$1,668.3	\$1,522.7
Cost of goods sold	317.6	304.5	921.1	873.8
Selling and administrative expenses	142.0	129.6	418.9	371.8
Operating income	121.5	110.4	328.3	277.1
Interest expense	15.6	13.7	48.4	36.6
Loss on divestitures	84.4	106.7	84.4	106.7
Other (income) expense, net	0.4	(3.2)	(17.0)	0.3
Earnings (loss) before income taxes	21.1	(6.8)	212.5	133.5
Provision for income taxes	19.1	19.4	56.3	50.8
Earnings (loss) from continuing operations	2.0	(26.2)	156.2	82.7
Discontinued operations, net of tax	—	(0.2)	—	(0.4)
Net earnings (loss)	2.0	(26.4)	156.2	82.3
Less: Net earnings attributable to noncontrolling interests	0.4	0.9	1.9	0.3
Net earnings (loss) attributable to Allegion plc	\$1.6	\$(27.3)	\$154.3	\$82.0
Amounts attributable to Allegion plc ordinary shareholders:				
Continuing operations	\$1.6	\$(27.1)	\$154.3	\$82.4
Discontinued operations	—	(0.2)	—	(0.4)
Net earnings (loss)	\$1.6	\$(27.3)	\$154.3	\$82.0
Earnings (loss) per share attributable to Allegion plc ordinary shareholders:				
Basic:				
Continuing operations	\$0.02	\$(0.28)	\$1.61	\$0.86
Discontinued operations	—	—	—	—
Net earnings (loss)	\$0.02	\$(0.28)	\$1.61	\$0.86
Diluted:				
Continuing operations	\$0.02	\$(0.28)	\$1.59	\$0.85
Discontinued operations	—	—	—	—
Net earnings (loss)	\$0.02	\$(0.28)	\$1.59	\$0.85
Weighted-average shares outstanding				
Basic	96.0	95.9	95.9	95.8
Diluted	96.9	95.9	96.8	96.9
Dividends declared per ordinary share	\$0.12	\$0.10	\$0.36	\$0.30
Total comprehensive income (loss)	\$16.2	\$(29.1)	\$172.1	\$54.7
Less: Total comprehensive income (loss) attributable to noncontrolling interests	0.2	(0.3)	2.4	(0.9)
Total comprehensive income (loss) attributable to Allegion plc	\$16.0	\$(28.8)	\$169.7	\$55.6

See accompanying notes to condensed and consolidated financial statements.

Table of Contents

ALLEGION PLC
 CONDENSED AND CONSOLIDATED BALANCE SHEETS
 (Unaudited)

In millions	September 30, 2016	December 31, 2015
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 214.5	\$ 199.7
Accounts and notes receivable, net	277.1	303.4
Inventories	228.3	204.1
Other current assets	82.4	27.9
Total current assets	802.3	735.1
Property, plant and equipment, net	226.4	224.8
Goodwill	736.1	714.1
Intangible assets, net	390.0	372.4
Other noncurrent assets	151.8	216.6
Total assets	\$ 2,306.6	\$ 2,263.0
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	\$ 165.1	\$ 175.1
Accrued expenses and other current liabilities	220.0	206.4
Short-term borrowings and current maturities of long-term debt	47.2	65.6
Total current liabilities	432.3	447.1
Long-term debt	1,426.4	1,457.5
Other noncurrent liabilities	292.4	328.7
Total liabilities	2,151.1	2,233.3
Equity:		
Allegion plc shareholders' equity:		
Ordinary shares, \$0.01 par value (96.0 shares issued and outstanding)	1.0	1.0
Capital in excess of par value	16.9	24.4
Retained earnings	350.7	232.4
Accumulated other comprehensive loss	(216.8	) (232.2
Total Allegion plc shareholders' equity	151.8	25.6
Noncontrolling interests	3.7	4.1
Total equity	155.5	29.7
Total liabilities and equity	\$ 2,306.6	\$ 2,263.0

See accompanying notes to condensed and consolidated financial statements.

Table of Contents

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

	Nine months ended September 30,	
In millions	2016	2015
Cash flows from operating activities:		
Net earnings	\$ 156.2	\$ 82.3
Discontinued operations, net of tax	—	0.4
Adjustments to arrive at net cash provided by (used in) operating activities:		
Loss on divestitures	84.4	104.5
Depreciation and amortization	50.7	37.5
Changes in assets and liabilities and other non-cash items	(112.9)	(98.7)
Net cash provided by continuing operating activities	178.4	126.0
Net cash used in discontinued operating activities	—	(0.5)
Net cash provided by operating activities	178.4	125.5
Cash flows from investing activities:		
Capital expenditures	(26.4)	(27.3)
Acquisition of and equity investments in businesses, net of cash acquired	(31.4)	(511.3)
Proceeds from sale of marketable securities	14.1	1.5
Other investing activities, net	(5.6)	2.7
Net cash used in investing activities	(49.3)	(534.4)
Cash flows from financing activities:		
Short-term borrowings, net	—	11.8
Proceeds from revolving credit facility, net of payments	—	80.0
Proceeds from long-term debt	—	300.0
Payments of long-term debt	(53.6)	(24.4)
Debt borrowings (repayments), net	(53.6)	367.4
Debt issuance costs	(0.3)	(9.0)
Dividends paid to ordinary shareholders	(34.5)	(28.7)
Acquisition/divestiture of noncontrolling interests	(0.4)	—
Repurchase of ordinary shares	(30.0)	(30.0)
Other financing activities, net	2.8	1.2
Net cash provided by (used in) continuing financing activities	(116.0)	300.9
Effect of exchange rate changes on cash and cash equivalents	1.7	(7.3)
Net increase (decrease) in cash and cash equivalents	14.8	(115.3)
Cash and cash equivalents - beginning of period	199.7	290.5
Cash and cash equivalents - end of period	\$ 214.5	\$ 175.2
See accompanying notes to condensed and consolidated financial statements.		

Table of Contents

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, 2015. In the opinion of management, the accompanying condensed and consolidated financial statements contain all adjustments, which include normal recurring adjustments, necessary to state fairly the consolidated unaudited results for the interim periods presented.

Note 2 – Recent Accounting Pronouncements

Recently Adopted Accounting Pronouncements:

In April 2015, the FASB issued ASU 2015-03, "Interest - Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs." ASU 2015-03 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. The ASU is effective for annual reporting periods beginning after December 15, 2015. As further reflected in Note 8 to the Condensed and Consolidated Financial Statements, we retrospectively adopted ASU 2015-03 in the first quarter of 2016. As a result of the adoption of ASU 2015-03, the Company reclassified \$22.3 million of unamortized debt issuance costs from Other noncurrent assets to Long term debt within its previously reported Consolidated Balance Sheet as of December 31, 2015.

In September 2015, the FASB issued ASU 2015-16, "Business Combinations (Topic 802): Simplifying the Accounting for Measurement-Period Adjustments." ASU 2015-16 requires that an acquirer recognize adjustments to provisional amounts that are identified during the measurement period in the reporting period in which the adjustment amounts are determined. Prior to the issuance of the standard, entities were required to retrospectively apply adjustments made to provisional amounts recognized in a business combination. The ASU was effective for fiscal years, and interim periods within those years, beginning after December 15, 2015. The Company made immaterial measurement-period adjustments related to a business combination from September 2015 during the nine months ended September 30, 2016. The impact of ASU 2015-16 on these adjustments did not have a material impact on the Condensed and Consolidated Financial Statements.

In March 2016, the FASB issued ASU 2016-09, "Compensation-Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting." ASU 2016-09 changes how companies account for certain aspects of share-based payment awards to employees, including the accounting for income taxes, forfeitures, and statutory tax withholding requirements, as well as classification in the statement of cash flows. The ASU is effective for annual periods beginning after December 15, 2016, and interim periods within those annual periods. The Company adopted ASU 2016-09 on October 1, 2016. As a result, during the fourth quarter we expect to recognize a year-to-date 2016 excess tax benefit approximately \$3.0 million against income tax expense rather than additional paid-in capital.

Recently Issued Accounting Pronouncements

In May 2014, the FASB issued ASU 2014-09, "Revenue from Contracts with Customers" (ASC 606). ASC 606 is a single, comprehensive revenue recognition model for all contracts with customers. The model is based on changes in contract assets (rights to receive consideration) and liabilities (obligations to provide a good or perform a service). Revenue is recognized based on the satisfaction of performance obligations, which occurs when control of a good or service transfers to a customer. ASC 606 contains expanded disclosure requirements relating to the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. Entities may use a full retrospective approach or report the cumulative effect as of the date of adoption. This guidance will be effective for the Company January 1, 2018. The FASB has also issued the following standards which clarify ASU 2014-09 and have the same effective date as the original standard: ASU No. 2016-12, Revenue from Contracts with Customers: Narrow-Scope Improvements and Practical Expedients and ASU 2016-10 Revenue from Contracts with Customers: Identifying Performance Obligations and Licensing. The Company has completed a high-level assessment of the new

ALLEGION PLC

NOTES TO CONDENSED AND CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

(Unaudited)

standard's impact and is currently performing a technical assessment of all customer contracts. The Company is still evaluating which approach to use upon adoption.

In February 2016, the FASB issued ASU 2016-02, "Leases (Topic 842)." ASU 2016-02 requires the identification of arrangements that should be accounted for as leases by lessees. In general, for lease arrangements exceeding a twelve month term, these arrangements must now be recognized as assets and liabilities on the balance sheet of the lessee. Under ASU 2016-02, a right-of-use asset and lease obligation will be recorded for all leases, whether operating or financing, while the income statement will reflect lease expense for operating leases and amortization/interest expense for financing leases. The ASU is effective for annual periods beginning after December 15, 2018, and interim periods within those annual periods. Early adoption is permitted. ASU 2016-05 is required to be applied with a modified retrospective approach to each prior reporting period presented with various optional practical expedients. The Company is assessing what impact ASU 2016-02 will have on the Condensed and Consolidated Financial Statements.

In June 2016, the FASB issued ASU 2016-13, "Financial Instruments-Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments." The new guidance introduces an approach based on expected losses to estimate credit losses on certain types of financial instruments. The ASU will be effective for fiscal years beginning after December 15, 2020, including interim periods within those fiscal years. Early adoption is permitted. The Company is assessing what impact ASU 2016-13 will have on the Condensed and Consolidated Financial Statements.

In August 2016, the FASB issued ASU 2016-15, "Statement of Cash Flows (Topic 230): Clarification of Certain Cash Receipts and Cash Payments." The objective of ASU 2016-15 is to eliminate the diversity in practice related to the classification of certain cash receipts and payments in the statement of cash flows, by adding or clarifying guidance on eight specific cash flow issues. The ASU will be effective for annual and interim reporting periods beginning after December 15, 2017, with early adoption permitted. The amendments in this update will be applied retrospectively to all periods presented, unless deemed impracticable, in which case, prospective application is permitted. The Company is assessing what impact ASU 2016-15 will have on the Condensed and Consolidated Financial Statements.

Note 3 – Inventories

Inventories are stated at the lower of cost or net realizable value using the first-in first-out (FIFO) method.

The major classes of inventory were as follows:

In millions	September 30, 2016	December 31, 2015
Raw materials	\$ 59.4	\$ 58.9
Work-in-process	25.8	30.0
Finished goods	143.1	115.2
Total	\$ 228.3	\$ 204.1

Note 4 – Goodwill

The changes in the carrying amount of goodwill for the nine months ended September 30, 2016 were as follows:

In millions	Americas	EMEIA	Asia Pacific	Total
December 31, 2015 (gross)	\$ 372.8	\$ 733.4	\$ 93.4	\$ 1,199.6
Accumulated impairment	—	(478.6)	(6.9)	(485.5)
December 31, 2015 (net)	372.8	254.8	86.5	714.1
Acquisitions	—	9.3	3.2	12.5
Currency translation	0.1	7.2	2.2	9.5
September 30, 2016	\$ 372.9	\$ 271.3	\$ 91.9	\$ 736.1

Note 5 – Intangible Assets

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

In millions	September 30, 2016			December 31, 2015		
	Gross carrying amount	Accumulated amortization	Net carrying amount	Gross carrying amount	Accumulated amortization	Net carrying amount
Completed technologies/patents	\$50.4	\$ (25.6)	\$ 24.8	\$49.0	\$ (23.1)	\$ 25.9
Customer relationships	296.6	(51.8)	244.8	278.7	(40.2)	238.5
Trademarks (finite-lived)	83.9	(39.1)	44.8	81.2	(35.3)	45.9
Other	12.6	(9.7)	2.9	9.0	(9.0)	—
Total finite-lived intangible assets	443.5	\$ (126.2)	317.3	417.9	\$ (107.6)	310.3
Trademarks (indefinite-lived)	72.7		72.7	62.1		62.1
Total	\$516.2		\$ 390.0	\$480.0		\$ 372.4

Intangible asset amortization expense was \$15.5 million and \$6.6 million for the nine months ended September 30, 2016 and 2015, respectively. Future estimated amortization expense on existing intangible assets in each of the next five years amounts to approximately \$19.8 million for full year 2016, \$20.0 million for 2017, \$19.9 million for 2018, \$19.9 million for 2019, and \$19.9 million for 2020.

Note 6 – Acquisitions

2016

In June 2016 the Company acquired 100% of Trelock GmbH, a portable safety and security provider, and certain affiliated companies.

2015

In 2015, the Company completed one investment and five acquisitions:

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Business	Date
iDevices (investment)	February 2015
Zero International Inc. ("Zero")	April 2015
Brio (Division of RMD Industries Pty Ltd) ("Brio")	May 2015
Milre Systek Co., Ltd ("Milre")	July 2015
SimonsVoss Technologies GmbH ("SimonsVoss")	September 2015
AXA Stenman Holding ("AXA")	September 2015

Total consideration paid for the acquisitions was \$511.3 million (net of cash acquired). The allocation of the aggregate purchase price to assets acquired and liabilities assumed for the acquisitions described above is as follows:

In millions	
Accounts and notes receivable, net	\$23.3
Inventories	34.8
Other current assets	4.2
Property, plant and equipment, net	27.2
Goodwill	257.5
Intangible assets, net	273.8
Other noncurrent assets	12.5
Accounts payable	(12.2)
Accrued expenses and other current liabilities	(30.1)
Deferred tax liabilities and other noncurrent liabilities	(79.7)
Total cash consideration	\$511.3

The acquisitions are accounted for as business combinations.

The following unaudited pro forma financial information for the three and nine months ended September 30, 2015 reflects the consolidated results of operations of the Company as if the acquisitions had taken place on January 1, 2014.

In millions, except per share amounts	Three months ended	Nine months ended
Net revenues	\$565.7	\$1,624.8
Net earnings attributable to Allegion plc	\$(21.7)	\$86.3
Basic income per share	\$(0.23)	\$0.90
Diluted income per share	\$(0.23)	\$0.89

During the three and nine months ended September 30, 2015 the Company incurred \$5.1 million and \$7.1 million of acquisition related costs. These expenses are included in Selling and administrative expenses in the Condensed and Consolidated Statement of Comprehensive Income. For pro forma purposes, the expenses were assumed to have been incurred on January 1, 2014. Pro forma Net earnings (loss) attributable to Allegion plc in the table above has been adjusted to reflect the costs in the assumed acquisition period.

The Company's historical financial information was adjusted to give effect to the pro forma events that were directly attributable to the acquisitions. This unaudited pro forma financial information has been presented for informational purposes only and does not purport to be indicative of results of operations that would have occurred had the pro forma events taken place on the date indicated or the future consolidated results of operations of the combined company.

The unaudited pro forma financial information has been calculated after applying the Company's accounting policies and adjusting the results of the acquired companies to reflect the additional amortization that would have been charged assuming the fair value adjustments to intangible assets had been applied from January 1, 2014 with the consequential tax effects. Additionally, interest related to the issuance of \$300 million of senior notes and the borrowing of \$100 million on the revolving facility has been included in the pro forma results above as if the debt was outstanding as of January 1, 2014. For purposes of calculating interest on the additional debt amounts, the Company has assumed the total amount is outstanding for all pro forma periods presented.

The following financial information reflects revenue and results of operations of the acquisitions for both 2015 and 2016 since their respective acquisition dates included in the Condensed and Consolidated Statement of Comprehensive Income as of the three and nine months ended September 30, 2016 and 2015.

In millions	Three months ended		Nine months ended	
	2016	2015	2016	2015
Net revenues	\$51.2	\$23.7	\$143.9	\$30.0
Earnings before income tax	\$3.1	\$2.6	\$13.2	\$3.3

Note 7 – Divestitures

As previously disclosed, the Company sold a majority stake of Bocom Wincent Technologies Co., Ltd. ("Bocom") in the fourth quarter of 2015. Bocom operates a security system integration business exclusively in China and provides services primarily to Chinese governments and government agencies. Under the terms of the transaction, the Company was to receive consideration of up to \$75 million based on the future cash collection performance of Bocom and additional payments of approximately \$8.3 million related to working capital transferred with the sale. Additionally, the Company has retained 15% of the shares of Bocom. In the third quarter of 2015, the Company recorded a pre-tax charge of \$80.6 million (\$84.4 million after-tax) to write the carrying value of Bocom's assets and liabilities down to their estimated fair value less costs to complete the transaction.

As part of the Company's quarterly assessment of the collectibility of the above amounts, the receivable was considered impaired. It was determined during this evaluation that certain unfavorable events occurred related to the Bocom business requiring an impairment of the original consideration and working capital transfer amounts that were recorded at the time of the sale. Prior to the impairment, the receivable balance was \$85.9 million. A charge of \$81.4 million (net of tax) was recorded, reducing the carrying value of the receivable to \$4.5 million as of September 30, 2016. Also, the Company accrued certain contractual obligations of \$3.0 million that were uncertain at the time of the sale. The total charge recorded as Loss on divestitures within the Statement of Comprehensive Income was \$84.4 million for the three months ended September 30, 2016. The Company does not expect to incur any material charges in future periods related to the Bocom business.

The Company currently estimates the fair value of the consideration to be \$4.5 million, which is classified within Other noncurrent assets within the Condensed and Consolidated Balance Sheet. The fair value of the receivable was estimated by discounting the expected future cash flows. The assumptions used in this estimate are considered unobservable inputs. Fair value measurements that utilize significant unobservable inputs are categorized as Level 3 measurements under the accounting guidance.

In the third quarter of 2015, the Company sold its majority ownership in its Venezuela operation to Venezuelan investors and recorded a non-cash charge of \$26.1 million, which primarily represents cumulative currency translation

adjustments.

8

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

Note 8 – Debt and Credit Facilities

At September 30, long-term debt and other borrowings consisted of the following:

In millions	September 30, 2016	December 31, 2015
Term Loan A Facility	\$ 891.5	\$ 926.7
5.75% Senior Notes due 2021	300.0	300.0
5.875% Senior Notes due 2023	300.0	300.0
Other debt, including capital leases, maturing in various amounts through 2024	1.4	18.7
Unamortized debt issuance costs, net	(19.3)	(22.3)
Total debt	1,473.6	1,523.1
Less current portion of long-term debt	47.2	65.6
Total long-term debt	\$ 1,426.4	\$ 1,457.5

Senior Secured Credit Facilities

The Company has credit facilities consisting of a \$938.4 million Term Loan Facility due in 2020 (the "Term Loan A Facility") and a \$500.0 million Senior Secured Revolving Credit Facility (the "Revolver") maturing in 2020. The Company refers to these credit facilities as its "Senior Secured Credit Facilities."

The applicable margin for LIBOR rate borrowings ranges from 1.375% to 1.875% and the applicable margin for base rate borrowings ranges from 0.375% to 0.875%, in each case depending on the corporate credit or family rating. The Revolver and the Term Loan A Facility mature on October 15, 2020.

Outstanding borrowings under the Senior Secured Credit Facilities currently accrue interest at LIBOR plus an applicable margin. The margin for the Term Loan A Facility borrowings was 1.375% at September 30, 2016.

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 Term Loan A Facility. See Note 9 for more information on interest rate swaps. The Company repaid \$35.2 million of principal on its Term Loan A Facility during the nine months ended September 30, 2016 in accordance with the terms of its Senior Secured Credit Facility. At September 30, 2016, the Company did not have any borrowings outstanding under the Revolver and had \$18.5 million of letters of credit outstanding. Allegion plc is primary borrower under the Senior Secured Credit Facility.

Senior Notes

A wholly-owned subsidiary of the Company has issued \$300.0 million of 5.75% senior notes due 2021 (the "2021 Senior Notes"). The 2021 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 2021 Senior Notes mature on October 1, 2021.

In September 2015, Allegion plc issued \$300.0 million of 5.875% senior notes due 2023 (the "2023 Senior Notes"). The 2023 Senior Notes accrue interest at the rate of 5.875% per annum, payable semi-annually on March 15 and September 15 of each year, beginning March 15, 2016. The 2023 Senior Notes mature on September 15, 2023.

The weighted-average interest rate for borrowings was 2.4% under the Term Loan A Facility (including the effect of interest rate swaps) at September 30, 2016, 5.75% under the 2021 Senior Notes and 5.875% under the 2023 Senior Notes.

Note 9 – 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.

ALLEGION PLC

NOTES TO CONDENSED AND CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

(Unaudited)

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 \$299.8 million and \$269.4 million at September 30, 2016 and December 31, 2015, respectively. At September 30, 2016 and December 31, 2015, a gain of \$1.0 million and a gain of \$1.7 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 cash flow hedges. The amount expected to be reclassified into Net earnings over the next twelve months is a gain of \$1.0 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 Net earnings as changes in fair value occur. At September 30, 2016, 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 up to \$300.0 million of the Company's variable rate \$938.4 million Term Loan A Facility. Swaps with notional amounts totaling \$275.0 million are effective January 2015 and expire in September 2017 and swaps with notional amounts totaling \$25.0 million are effective January 2015 and expire in December 2016. In February 2016, the Company entered into additional forward starting interest rate swaps with notional amounts totaling \$250.0 million, which become effective September 2017 and expire in September 2020.

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 September 30, 2016, \$2.2 million of losses were recorded in Accumulated other comprehensive loss related to these interest rate swaps and \$1.0 million of losses 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:

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In millions	Asset derivatives		Liability derivatives	
	September 2016	December 31, 2015	September 2016	December 31, 2015
Derivatives designated as hedges:				
Currency derivatives	\$ 0.2	\$ 1.8	\$ 0.5	\$ —
Interest rate swaps	—	—	2.2	1.2
Derivatives not designated as hedges:				
Currency derivatives	0.1	1.0	1.3	4.5
Total derivatives	\$ 0.3	\$ 2.8	\$ 4.0	\$ 5.7

10

ALLEGION PLC

NOTES TO CONDENSED AND CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

(Unaudited)

Asset and liability derivatives included in the table above are recorded within Other current assets and Accrued expenses and other current liabilities within the Condensed and Consolidated Balance Sheets.

The amounts associated with derivatives designated as hedges affecting Net earnings and Accumulated other comprehensive loss for the three months ended September 30 were as follows:

In millions	Amount of gain (loss) recognized in Accumulated other comprehensive loss		Location of gain (loss) recognized in Net earnings	Amount of gain (loss) reclassified from Accumulated other comprehensive loss and recognized into Net earnings	
	2016	2015		2016	2015
Currency derivatives	\$ 1.5	\$ 1.5	Cost of goods sold	\$ (1.1)	\$ 0.8
Interest rate swaps	2.5	(1.1)	Interest expense	—	—
Total	\$ 4.0	\$ 0.4		\$ (1.1)	\$ 0.8

The amounts associated with derivatives designated as hedges affecting Net earnings and Accumulated other comprehensive loss for the nine months ended September 30 were as follows:

In millions	Amount of gain (loss) recognized in Accumulated other comprehensive loss		Location of gain (loss) recognized in Net earnings	Amount of gain (loss) reclassified from Accumulated other comprehensive loss and recognized into Net earnings	
	2016	2015		2016	2015
Currency derivatives	\$ (0.7)	\$ 5.7	Cost of goods sold	\$ 4.2	\$ 5.5
Interest rate swaps	(1.0)	(2.2)	Interest expense	—	—
Total	\$ (1.7)	\$ 3.5		\$ 4.2	\$ 5.5

The gains and losses associated with the Company's non designated currency derivatives are included within Other (income) expense, net in the Condensed and Consolidated Statements of Comprehensive Income.

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 10 – 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.

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.

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

The components of the Company's net periodic pension benefit costs for the three and nine months ended September 30 were as follows:

	U.S.			
	Three months ended		Nine months ended	
In millions	2016	2015	2016	2015
Service cost	\$2.6	\$2.7	\$7.3	\$7.4
Interest cost	2.6	2.7	7.6	8.2
Expected return on plan assets	(2.6)	(2.8)	(7.7)	(8.5)
Net amortization of:				
Prior service costs	0.2	0.1	0.5	0.5
Plan net actuarial losses	0.4	1.2	3.1	3.5
Net periodic pension benefit cost	\$3.2	\$3.9	\$10.8	\$11.1
Net settlement losses	—	—	—	0.6
Net periodic pension benefit cost after settlement losses	\$3.2	\$3.9	\$10.8	\$11.7
	Non-U.S.			
	Three months ended		Nine months ended	
In millions	2016	2015	2016	2015
Service cost	\$0.8	\$0.8	\$2.5	\$2.5
Interest cost	2.9	3.4	8.7	10.3
Expected return on plan assets	(3.7)	(4.5)	(11.1)	(13.4)
Amortization of plan net actuarial losses	0.6	0.4	1.7	1.1
Net periodic pension benefit cost	\$0.6	\$0.1	\$1.8	\$0.5

Beginning in 2016, the Company elected to change the method used to estimate the service and interest cost components of net periodic benefit cost to a full yield-curve approach. Historically, the Company estimated the service and interest cost components using a single weighted-average discount rate, rounded to the nearest 25 basis points, derived from the yield curve used to measure the benefit obligation at the beginning of the period. Under the new approach, the Company applied discounting using the applicable spot rates derived from the yield curve to discount the cash flows used to measure the benefit obligation. These spot rates align to each of the projected benefit obligations and service cost cash flows. This change was made to better align the projected benefit cash flows and the corresponding yield curve spot rates to provide a better estimate of service and interest cost components of net periodic benefit costs. This change was considered a change in estimate and was accounted for on a prospective basis beginning January 1, 2016. This change did not have a material impact on 2016 pension expense.

The Company made employer contributions of \$6.7 million and \$0.3 million during the nine months ended September 30, 2016 and 2015 to its defined benefit pension plans. Additional contributions of approximately \$3.6 million are expected during the remainder of 2016.

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.

ALLEGION PLC

NOTES TO CONDENSED AND CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

(Unaudited)

The components of net periodic postretirement benefit income for the three and nine months ended September 30 were as follows:

In millions	Three months ended		Nine months ended	
	2016	2015	2016	2015
Service cost	\$0.1	\$—	\$0.1	\$0.1
Interest cost	0.1	0.1	0.3	0.3
Amortization of prior service gains	(0.5)	(0.4)	(1.3)	(1.2)
Net periodic postretirement benefit income	\$(0.3)	\$(0.3)	\$(0.9)	\$(0.8)

Note 11 – 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 September 30, 2016 were as follows:

In millions	Fair value measurements			Total fair value
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Recurring fair value measurements				
Assets:				
Foreign currency contracts	—0.3	—	—	0.3
Total asset recurring fair value measurements	\$—0.3	\$	\$	—\$0.3
Liabilities:				

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Foreign currency contracts	\$-1.8	\$	—\$1.8
Interest rate swaps	—2.2	—	2.2
Deferred compensation plans	—16.5	—	16.5
Total liability recurring fair value measurements	\$-20.5	\$	—\$20.5
Financial instruments not carried at fair value			
Total debt	—1,522.5	—	1,522.5
Total financial instruments not carried at fair value	\$-1,522.5	\$	—\$1,522.5

13

ALLEGION PLC

NOTES TO CONDENSED AND CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

(Unaudited)

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

In millions	Fair value measurements			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total fair value
Recurring fair value measurements				
Assets:				
Marketable securities	\$ 14.2	\$ —	\$ —	\$ 14.2
Foreign currency contracts	—	2.8	—	2.8
Total asset recurring fair value measurements	\$ 14.2	\$ 2.8	\$ —	\$ 17.0
Liabilities:				
Foreign currency contracts	\$ —	\$ 4.5	\$ —	\$ 4.5
Interest rate swaps	—	1.2	—	1.2
Deferred compensation plans	—	15.5	—	15.5
Total liability recurring fair value measurements	\$ —	\$ 21.2	\$ —	\$ 21.2
Financial instruments not carried at fair value				
Total debt	—	1,556.6	—	1,556.6
Total financial instruments not carried at fair value	\$ —	\$ 1,556.6	\$ —	\$ 1,556.6

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 up to \$300.0 million of the Company's variable rate debt. Refer to Note 9 for more information. 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.

Deferred compensation plans - These include obligations related to deferred compensation adjusted for market performance. The fair value is obtained based on observable market prices quoted on public exchanges for similar instruments.

Debt – These securities are recorded at cost and include senior notes maturing through 2023. 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 September 30, 2016 are the same as those used at December 31, 2015. There have been no significant transfers

between Level 1 and Level 2 categories.

ALLEGION PLC

NOTES TO CONDENSED AND CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

(Unaudited)

Note 12 – Equity

The reconciliation of Ordinary shares is as follows:

In millions	Total
December 31, 2015	96.0
Shares issued under incentive plans, net	0.5
Repurchase of ordinary shares	(0.5)
September 30, 2016	96.0

During the nine months ended September 30, 2016, 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 nine months ended September 30, 2016 were as follows:

In millions	Allegion plc shareholders equity	Noncontrolling interests	Total equity
Balance at December 31, 2015	\$ 25.6	\$ 4.1	\$29.7
Net earnings	154.3	1.9	156.2
Currency translation	15.5	0.5	16.0
Change in value of marketable securities and derivatives qualifying as cash flow hedges, net of tax	(15.0)	—	(15.0)
Pension and OPEB adjustments, net of tax	14.9	—	14.9
Total comprehensive income	169.7	2.4	172.1
Share-based compensation	13.1	—	13.1
Acquisition/divestiture of noncontrolling interests	(0.4)	—	(0.4)
Dividends to noncontrolling interests	—	(2.8)	(2.8)
Dividends to ordinary shareholders	(34.6)	—	(34.6)
Repurchase of ordinary shares	(30.0)	—	(30.0)
Shares issued under incentive plans, net	8.4	—	8.4
Balance at September 30, 2016	\$ 151.8	\$ 3.7	\$155.5

ALLEGION PLC

NOTES TO CONDENSED AND CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

(Unaudited)

The components of Equity for the nine months ended September 30, 2015 were as follows:

In millions	Allegion plc shareholders' equity (deficit)	Noncontrolling interests	Total equity
Balance at December 31, 2014	\$ (4.8)	\$ 23.3	\$ 18.5
Net earnings	82.0	0.3	82.3
Currency translation	(38.0)	(1.2)	(39.2)
Change in value of marketable securities and derivatives qualifying as cash flow hedges, net of tax	7.3	—	7.3
Pension and OPEB adjustments, net of tax	4.3	—	4.3
Total comprehensive income	55.6	(0.9)	54.7
Share-based compensation	10.3	—	10.3
Acquisition/divestiture of noncontrolling interests	—	1.7	1.7
Dividends to noncontrolling interests	—	(10.6)	(10.6)
Dividends to ordinary shareholders	(28.7)	—	(28.7)
Shares issued under incentive plans, net	12.1	—	12.1
Repurchase of ordinary shares	(30.0)	—	(30.0)
Balance at September 30, 2015	\$ 14.5	\$ 13.5	\$ 28.0
Other Comprehensive Income (Loss)			

The changes in Accumulated other comprehensive income (loss) for the nine months ended September 30, 2016 are as follows:

In millions	Cash flow hedges and marketable securities	Pension and OPEB Items	Foreign Currency Items	Total
December 31, 2015	\$ 14.0	\$(139.3)	\$(106.9)	\$(232.2)
Other comprehensive income before reclassifications	1.4	12.1	15.5	29.0
Amounts reclassified from accumulated other comprehensive income	(17.8)	4.0	—	(13.8)
Tax benefit (expense)	1.4	(1.2)	—	0.2
September 30, 2016	\$ (1.0)	\$(124.4)	\$(91.4)	\$(216.8)

The changes in Accumulated other comprehensive income (loss) for the nine months ended September 30, 2015 are as follows:

In millions	Cash flow hedges and marketable securities	Pension and OPEB Items	Foreign Currency Items	Total
December 31, 2014	\$ 15.7	\$(116.1)	\$(47.8)	\$(148.2)
Other comprehensive income (loss) before reclassifications	14.2	1.2	(38.0)	(22.6)
Amounts reclassified from accumulated other comprehensive income	(6.9)	3.9	—	(3.0)
Tax expense	—	(0.8)	—	(0.8)
September 30, 2015	\$ 23.0	\$(111.8)	\$(85.8)	\$(174.6)

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

Reclassifications out of Accumulated other comprehensive income (loss) for the three and nine months ended September 30, 2016 were as follows:

In millions	Amount Reclassified from Accumulated Other Comprehensive Income		Statement of Comprehensive Income Line Item
	Three months ended	Nine months ended	

Reclasses below represent (Income) loss to the Statement of Comprehensive Income

Gains and losses on cash flow hedges:

Foreign exchange contracts	\$ 1.1	\$(4.2)	Cost of goods sold
	1.1	(4.2)	Earnings (loss) before income taxes
	0.6	1.4	Provision for income taxes
	\$ 1.7	\$(2.8)	Earnings (loss) from continuing operations

Gains and losses on marketable securities:

Realized gain on sale of securities	\$—	\$(13.6)	Other (income) expense, net
	—	(13.6)	Earnings (loss) before income taxes
	—	—	Provision for income taxes
	\$—	\$(13.6)	Earnings (loss) from continuing operations

Defined benefit pension items:

Amortization of:

Prior-service gains	\$(0.3)	\$(0.8)	(a)
Actuarial losses	1.0	4.8	(a)
	0.7	4.0	Earnings (loss) before income taxes
	(0.4)	(1.2)	Provision for income taxes
	\$0.3	\$2.8	Earnings (loss) from continuing operations

Total reclassifications for the period \$ 2.0 \$(13.6) Earnings (loss) 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 10 for additional details).

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

Reclassifications out of Accumulated other comprehensive income (loss) for the three and nine months ended September 30, 2015 were as follows:

In millions	Amount		Statement of Comprehensive Income Line Item
	Three months ended	Nine months ended	

Reclasses below represent (Income) loss to the Statement of Comprehensive Income

Gains on cash flow hedges:

Foreign exchange contracts	\$ (0.8)	\$ (5.5)	Cost of goods sold
	(0.8)	(5.5)	Earnings (loss) before income taxes
	0.4	—	Provision for income taxes
	\$ (0.4)	\$ (5.5)	Earnings (loss) from continuing operations

Gains and losses on marketable securities:

Realized loss on sale of securities	\$ (1.4)	\$ (1.4)	Other, net
	(1.4)	(1.4)	Earnings (loss) before income taxes
	—	—	Provision for income taxes
	(1.4)	(1.4)	Earnings (loss) from continuing operations

Defined benefit pension items:

Amortization of:

Prior-service gains	\$ (0.3)	\$ (0.7)	(a)
Actuarial losses	1.6	4.6	(a)
	1.3	3.9	Earnings (loss) before income taxes
	(0.4)	(0.8)	Provision for income taxes
	0.9	3.1	Earnings (loss) from continuing operations

Total reclassifications for the period \$ (0.9) \$ (3.8) Earnings (loss) 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 10 for additional details).

Note 13 – 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.

ALLEGION PLC

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

(Unaudited)

Compensation Expense

Share-based compensation expense relates to continuing operations and is included in selling and administrative expenses. The expenses recognized for the three and nine months ended September 30 were as follows:

In millions	Three months ended		Nine months ended	
	2016	2015	2016	2015
Stock options	\$1.1	\$0.9	\$3.3	\$2.8
RSUs	2.0	1.5	6.1	4.4
PSUs	1.2	1.0	3.7	3.1
Deferred compensation	0.7	(0.6)	1.1	(0.1)
Pre-tax expense	5.0	2.8	14.2	10.2
Tax benefit	(1.5)	(0.9)	(4.2)	(3.4)
After-tax expense	\$3.5	\$1.9	\$10.0	\$6.8

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 nine months ended September 30 were as follows:

	2016		2015	
	Number granted	Weighted-average fair value per award	Number granted	Weighted-average fair value per award
Stock options	230,259	\$ 15.86	220,679	\$ 17.88
RSUs	113,095	\$ 58.89	105,976	\$ 58.71

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 nine months ended September 30:

	2016		2015	
Dividend yield	0.83	%	0.69	%
Volatility	28.85	%	34.02	%
Risk-free rate of return	1.38	%	1.78	%
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

19

ALLEGION PLC

NOTES TO CONDENSED AND CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

(Unaudited)

shares. All PSUs are settled in the form of ordinary shares unless deferred. During the nine months ended September 30, 2016, the Company granted PSUs with a maximum award level of approximately 0.1 million shares.

In March 2014 and in February 2015 and 2016, 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 total shareholder return ("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.

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 14 – Restructuring Activities

The changes in the restructuring reserve during the nine months ended September 30, 2016 were as follows:

In millions	Americas	EMEIA	Asia Pacific	Total
December 31, 2015	\$ —	\$ 10.0	\$ 0.2	\$ 10.2
Additions, net of reversals	1.9	0.8	0.2	2.9
Cash and non-cash uses	(1.3)	(3.7)	(0.4)	(5.4)
Currency translation	—	0.3	—	0.3
September 30, 2016	\$ 0.6	\$ 7.4	\$ —	\$ 8.0

The majority of the costs accrued as of September 30, 2016 will be paid within one year.

2015 Italy Restructuring Plan

In the second quarter of 2015, management committed to a restructuring plan in Italy. The plan aims to improve competitive position, ensure long-term viability and enhance customer experience. Expenses incurred for this plan for the three and nine months ended September 30 were as follows:

In millions	Three months ended		Nine months ended	
	2016	2015	2016	2015
EMEIA	\$0.4	\$0.6	\$0.8	\$4.4
Total	\$0.4	\$0.6	\$0.8	\$4.4

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Cost of goods sold	\$—	\$0.1	\$0.2	\$3.6
Selling and administrative expenses	0.4	0.5	0.6	0.8
Total	\$0.4	\$0.6	\$0.8	\$4.4

The above expenses primarily relate to severance charges. Restructuring charges relating to this plan were \$14.7 million in 2015.

The Company incurred other non-qualified restructuring charges of \$3.2 million and \$3.5 million during the three and nine months ended September 30, 2016 in conjunction with the other restructuring plans, which represent costs that are directly attributable to restructuring activities, but do not fall into the severance, exit or disposal category.

ALLEGION PLC

NOTES TO CONDENSED AND CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

(Unaudited)

Other Restructuring Plans

Other restructuring charges of \$0.7 million and \$2.1 million were recorded during the three and nine months ended September 30, 2016 as part of other restructuring plans. These charges primarily relate to workforce reductions in an effort to increase efficiencies across multiple lines of business. There were no other restructuring charges for the three and nine months ended September 30, 2015 as part of other restructuring plans.

Note 15 – Other (Income) Expense, Net

The components of Other (income) expense, net for the three and nine months ended September 30 were as follows:

In millions	Three months ended		Nine months ended	
	2016	2015	2016	2015
Interest income	\$(0.5)	\$(0.3)	\$(1.9)	\$(1.1)
Exchange (gain) loss	0.5	(0.2)	2.9	3.7
(Earnings) loss from equity investments	0.1	0.1	(3.9)	0.3
Other	0.3	(2.8)	(14.1)	(2.6)
Other (income) expense, net	\$0.4	\$(3.2)	\$(17.0)	\$0.3

During the nine months ended September 30, 2016 the Company recorded gains from the sale of marketable securities of \$12.4 million, which is included in Other in the table above. During the nine months ended September 30, 2016 earnings from equity method investments increased primarily due to a gain recognized by an investment in the first quarter of 2016 that is not expected to recur in future periods.

During the three months ended September 30, 2015 the Company recorded gains from the sale of marketable securities of \$1.4 million, which is included in Other in the table above.

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 nine months ended September 30, 2015 the Company recorded a charge of \$2.8 million in order to remeasure net monetary assets at the SIMADI rate and other unfavorable currency impacts. These losses are within Exchange (gain) loss in the table above.

Note 16 – Income Taxes

The effective income tax rates for the three months ended September 30, 2016 and 2015 were 90.5% and (285.3)%. The effective income tax rate for the three months ended September 30, 2016 was negatively impacted by \$84.4 million (before and after-tax) of charges primarily due to the write-down of the carrying value of consideration receivable related to the September 2015 divestiture of our security system integration business in China. The effective income tax rate for the three months ended September 30, 2015 was negatively impacted by \$106.7 million (\$110.5 million after-tax) of charges related to the divestiture for the Company’s business in Venezuela and the divestiture of the Company’s systems integration business in China, partially offset by the favorable resolution of uncertain tax positions.

The effective income tax rates for the nine months ended September 30, 2016 and 2015 were 26.5% and 38.1%. The effective income tax rate for the nine months ended September 30, 2016 was negatively impacted by \$84.4 million (before and after-tax) of charges primarily due to the write-down of the carrying value of consideration receivable related to the September 2015 divestiture of our security system integration business in China. The effective income tax rate for the nine months ended September 30, 2015 was negatively impacted by \$113.6 million (\$117.0 million after-tax) of charges related to the devaluation of the Venezuelan bolivar, the divestiture of the Company's business in Venezuela and the divestiture of the Company's systems integration business in China, partially offset by the favorable resolution of uncertain tax positions.

In connection with the Spin-off, the Company and Ingersoll Rand entered into a Tax Matters Agreement for the allocation of taxes. In the second quarter of 2016 we reached a settlement agreement on a competent authority matter. The Company remitted \$49.2 million to Ingersoll Rand related to this competent authority matter during the three months ended September 30, 2016. Also as part of this competent authority matter, the Company recorded a \$48.7 million Other current asset (net of tax on interest income accrued on the refund), which is due from the Canadian Customs and Revenue Agency and related Canadian Provincial Tax Agencies. The Company did not collect on the \$48.7 million receivable during three months ended September 30, 2016, but expects to collect by December 31, 2016.

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 and nine months ended September 30:

	Three months ended		Nine months ended	
In millions	2016	2015	2016	2015
Weighted-average number of basic shares	96.0	95.9	95.9	95.8
Shares issuable under incentive stock plans	0.9	—	0.9	1.1
Weighted-average number of diluted shares	96.9	95.9	96.8	96.9

At September 30, 2016, 0.2 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.

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

A summary of operations by reportable segment for the three and nine months ended September 30 was as follows:

In millions	Three months ended		Nine months ended	
	2016	2015	2016	2015
Net revenues				
Americas	\$436.2	\$418.9	\$1,235.7	\$1,175.3
EMEIA	116.4	91.5	356.5	257.1
Asia Pacific	28.5	34.1	76.1	90.3
Total	\$581.1	\$544.5	\$1,668.3	\$1,522.7
Segment operating income (loss)				
Americas	\$131.5	\$121.7	\$351.7	\$317.8
EMEIA	3.4	5.0	20.3	8.1
Asia Pacific	1.8	0.3	3.8	(3.7)
Total	\$136.7	\$127.0	\$375.8	\$322.2
Reconciliation to Operating income				
Unallocated corporate expense	(15.2)	(16.6)	(47.5)	(45.1)
Operating income	\$121.5	\$110.4	\$328.3	\$277.1
Reconciliation to earnings (loss) before income taxes				
Interest expense	15.6	13.7	48.4	36.6
Loss on divestitures	84.4	106.7	84.4	106.7
Other (income) expense, net	0.4	(3.2)	(17.0)	0.3
Earnings (loss) before income taxes	\$21.1	\$(6.8)	\$212.5	\$133.5

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 regularly evaluates its remediation programs and considers alternative remediation methods that are in addition to, or in replacement of, those currently utilized by the Company based upon enhanced technology and regulatory changes. Changes to the Company's remediation programs may result in increased expenses and increased environmental reserves.

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

ALLEGION PLC

NOTES TO CONDENSED AND CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

(Unaudited)

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.

During the three months ended September 30, 2016 and 2015, the Company incurred \$1.8 million and \$0.9 million of expenses for environmental remediation at sites presently or formerly owned or leased by us. During the nine months ended September 30, 2016 and 2015, the Company incurred \$6.8 million and \$3.2 million of expenses for environmental remediation at sites presently or formerly owned or leased by us. As of September 30, 2016 and December 31, 2015, the Company has recorded reserves for environmental matters of \$17.2 million and \$15.2 million. Of the total reserve, \$2.9 million and \$2.8 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 September 30, 2016 and December 31, 2015 was \$4.0 million and \$3.7 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 nine months ended September 30 were as follows:

In millions	2016	2015
Balance at beginning of period	\$11.7	\$9.8
Reductions for payments	(4.6)	(3.7)
Accruals for warranties issued during the current period	6.2	4.4
Changes to accruals related to preexisting warranties	—	0.7
Translation	—	(0.2)
Balance at end of period	\$13.3	\$11.0

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

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

Note 20 – Guarantor Financial Information

Allegion US Holding Company, Inc. ("Allegion US Holding") is the issuer of the 2021 Senior Notes and a guarantor of the 2023 Senior Notes. Allegion plc is the issuer of the 2023 Senior Notes and a guarantor of the 2021 Senior Notes. Schlage Lock Company LLC and Von Duprin LLC (together, the "Other Subsidiary Guarantors") are all guarantors of the 2021 Senior Notes and the 2023 Senior Notes. The following condensed and consolidated financial information of Allegion plc, Allegion US Holding, the Other Subsidiary Guarantors and the other Allegion subsidiaries that are not guarantors (the "Other Subsidiaries") on a combined basis as of September 30, 2016 and for the three and nine months ended September 30, 2016 and 2015, is being presented in order to meet the reporting requirements under the 2021 Senior Notes and 2023 Senior Notes indentures and Rule 3-10 of Regulation S-X. In accordance with Rule 3-10(d) of Regulation S-X, separate financial statements for Allegion plc, Allegion US Holding and the Other 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.

Condensed and Consolidated Statement of Comprehensive Income
 For the three months ended September 30, 2016

In millions	Allegion plc	Allegion US Holding	Other Subsidiary Guarantors	Other Subsidiaries	Consolidating Adjustments	Total
Net revenues	\$ —	\$ —	\$ 424.6	\$ 265.2	\$ (108.7)	\$ 581.1
Cost of goods sold	—	—	234.7	191.6	(108.7)	317.6
Selling and administrative expenses	0.9	—	83.6	57.5	—	142.0
Operating income (loss)	(0.9)	—	106.3	16.1	—	121.5
Equity earnings (loss) in affiliates, net of tax	12.9	42.4	(0.2)	86.0	(141.1)	—
Interest expense	10.4	5.1	—	0.1	—	15.6
Intercompany interest and fees	—	23.9	(33.1)	9.2	—	—
Loss on divestitures	—	—	—	84.4	—	84.4
Other (income) expense, net	—	0.4	0.3	(0.3)	—	0.4
Earnings (loss) before income taxes	1.6	13.0	138.9	8.7	(141.1)	21.1
Provision (benefit) for income taxes	—	(11.3)	53.1	(22.7)	—	19.1
Net earnings (loss)	1.6	24.3	85.8	31.4	(141.1)	2.0
Less: Net earnings attributable to noncontrolling interests	—	—	—	0.4	—	0.4
Net earnings (loss) attributable to Allegion plc	\$ 1.6	\$ 24.3	\$ 85.8	\$ 31.0	\$ (141.1)	\$ 1.6
Total comprehensive income (loss)	\$ 16.0	\$ 27.6	\$ 86.6	\$ 42.1	\$ (156.1)	\$ 16.2
Less: Total comprehensive income attributable to noncontrolling interests	—	—	—	0.2	—	0.2
	\$ 16.0	\$ 27.6	\$ 86.6	\$ 41.9	\$ (156.1)	\$ 16.0

Total comprehensive income (loss) attributable to
Allegion plc

25

ALLEGION PLC

NOTES TO CONDENSED AND CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

(Unaudited)

Condensed and Consolidated Statement of Comprehensive Income

For the nine months ended September 30, 2016

In millions	Allegion plc	Allegion US Holding	Other Subsidiary Guarantors	Other Subsidiaries	Consolidating Adjustments	Total
Net revenues	\$—	\$—	\$ 1,194.3	\$ 798.3	\$ (324.3)	\$ 1,668.3
Cost of goods sold	—	—	674.4	571.0	(324.3)	921.1
Selling and administrative expenses	3.2	—	246.9	168.8	—	418.9
Operating income (loss)	(3.2)	—	273.0	58.5	—	328.3
Equity earnings (loss) in affiliates, net of tax	190.8	105.9	0.4	242.4	(539.5)	—
Interest expense	32.6	15.3	—	0.5	—	48.4
Intercompany interest and fees	0.1	71.6	(99.1)	27.4	—	—
Loss on divestitures	—	—	—	84.4	—	84.4
Other (income) expense, net	0.1	0.4	(20.1)	2.6	—	(17.0)
Earnings (loss) before income taxes	154.8	18.6	392.6	270.4	(539.5)	212.5
Provision (benefit) for income taxes	0.5	(33.6)	149.7	(60.3)	—	56.3
Net earnings (loss)	154.3	52.2	242.9	330.7	(539.5)	156.2
Less: Net earnings attributable to noncontrolling interests	—	—	—	1.9	—	1.9
Net earnings (loss) attributable to Allegion plc	\$ 154.3	\$ 52.2	\$ 242.9	\$ 328.8	\$ (539.5)	\$ 154.3
Total comprehensive income (loss)	\$ 169.7	\$ 43.8	\$ 253.2	\$ 260.2	\$ (554.8)	\$ 172.1
Less: Total comprehensive income attributable to noncontrolling interests	—	—	—	2.4	—	2.4
Total comprehensive income (loss) attributable to Allegion plc	\$ 169.7	\$ 43.8	\$ 253.2	\$ 257.8	\$ (554.8)	\$ 169.7

ALLEGION PLC

NOTES TO CONDENSED AND CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

(Unaudited)

Condensed and Consolidated Statement of Comprehensive Income

For the three months ended September 30, 2015

In millions	Allegion plc	Allegion US Holding	Other Subsidiary Guarantors	Other Subsidiaries	Consolidating Adjustments	Total
Net revenues	\$—	\$—	\$ 402.5	\$ 194.1	\$ (52.1)	\$544.5
Cost of goods sold	—	—	225.6	131.0	(52.1)	304.5
Selling and administrative expenses	1.1	—	79.3	49.2	—	129.6
Operating income (loss)	(1.1)	—	97.6	13.9	—	110.4
Equity earnings (loss) in affiliates, net of tax	(18.2)	30.1	1.4	109.4	(122.7)	—
Interest expense	8.0	5.4	—	0.3	—	13.7
Intercompany interest and fees	—	23.5	(80.1)	56.6	—	—
Loss on divestitures	—	—	—	106.7	—	106.7
Other (income) expense, net	—	0.2	0.1	(3.5)	—	(3.2)
Earnings (loss) before income taxes	(27.3)	1.0	179.0	(36.8)	(122.7)	(6.8)
Provision (benefit) for income taxes	—	(11.3)	68.3	(37.6)	—	19.4
Earnings (loss) from continuing operations	(27.3)	12.3	110.7	0.8	(122.7)	(26.2)
Discontinued operations, net of tax	—	—	—	(0.2)	—	(0.2)
Net earnings (loss)	(27.3)	12.3	110.7	0.6	(122.7)	(26.4)
Less: Net earnings attributable to noncontrolling interests	—	—	—	0.9	—	0.9
Net earnings (loss) attributable to Allegion plc	\$(27.3)	\$ 12.3	\$ 110.7	\$ (0.3)	\$ (122.7)	\$(27.3)
Total comprehensive income (loss)	\$(28.8)	\$ 11.2	\$ 111.4	\$ (0.5)	\$ (122.4)	\$(29.1)
Less: Total comprehensive income attributable to noncontrolling interests	—	—	—	(0.3)	—	(0.3)
Total comprehensive income (loss) attributable to Allegion plc	\$(28.8)	\$ 11.2	\$ 111.4	\$ (0.2)	\$ (122.4)	\$(28.8)

ALLEGION PLC

NOTES TO CONDENSED AND CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

(Unaudited)

Condensed and Consolidated Statement of Comprehensive Income

For the nine months ended September 30, 2015

In millions	Allegion plc	Allegion US Holding	Other Subsidiary Guarantors	Other Subsidiaries	Consolidating Adjustments	Total
Net revenues	\$ —	\$ —	\$ 1,131.8	\$ 538.0	\$ (147.1)	\$ 1,522.7
Cost of goods sold	—	—	643.2	377.7	(147.1)	873.8
Selling and administrative expenses	3.2	(0.1)	230.5	138.2	—	371.8
Operating income (loss)	(3.2)	0.1	258.1	22.1	—	277.1
Equity earnings (loss) in affiliates, net of tax	105.7	67.2	2.8	219.1	(394.8)	—
Interest expense	20.4	15.8	—	0.4	—	36.6
Intercompany interest and fees	0.2	69.7	(98.8)	28.9	—	—
Loss on divestitures	—	—	—	106.7	—	106.7
Other (income) expense, net	(0.1)	—	0.5	(0.1)	—	0.3
Earnings (loss) before income taxes	82.0	(18.2)	359.2	105.3	(394.8)	133.5
Provision (benefit) for income taxes	—	(33.0)	137.3	(53.5)	—	50.8
Earnings (loss) from continuing operations	82.0	14.8	221.9	158.8	(394.8)	82.7
Discontinued operations, net of tax	—	—	(0.1)	(0.3)	—	(0.4)
Net earnings (loss)	82.0	14.8	221.8	158.5	(394.8)	82.3
Less: Net loss attributable to noncontrolling interests	—	—	—	0.3	—	0.3
Net earnings (loss) attributable to Allegion plc	\$ 82.0	\$ 14.8	\$ 221.8	\$ 158.2	\$ (394.8)	\$ 82.0
Total comprehensive income (loss)	\$ 55.6	\$ 12.5	\$ 223.0	\$ 133.1	\$ (369.5)	\$ 54.7
Less: Total comprehensive income attributable to noncontrolling interests	—	—	—	(0.9)	—	(0.9)
Total comprehensive income (loss) attributable to Allegion plc	\$ 55.6	\$ 12.5	\$ 223.0	\$ 134.0	\$ (369.5)	\$ 55.6

ALLEGION PLC

NOTES TO CONDENSED AND CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

(Unaudited)

Condensed and Consolidated Balance Sheet

September 30, 2016

In millions	Allegion plc	Allegion US Holding	Other Subsidiary Guarantors	Other Subsidiaries	Consolidating Adjustments	Total
Current assets:						
Cash and cash equivalents	\$1.0	\$0.3	\$ 93.2	\$ 120.0	\$—	\$214.5
Accounts and notes receivable, net	—	—	151.8	125.3	—	277.1
Inventories	—	—	72.5	155.8	—	228.3
Other current assets	0.6	36.4	10.6	139.1	(104.3)	82.4
Accounts and notes receivable affiliates	—	423.4	570.9	330.0	(1,324.3)	—
Total current assets	1.6	460.1	899.0	870.2	(1,428.6)	802.3
Investment in affiliates	1,193.2	3,148.2	193.4	4,372.1	(8,906.9)	—
Property, plant and equipment, net	—	—	116.8	109.6	—	226.4
Intangible assets, net	—	—	180.9	945.2	—	1,126.1
Notes receivable affiliates	132.8	1,144.2	3,637.5	1,715.2	(6,629.7)	—
Other noncurrent assets	5.8	9.8	87.0	49.2	—	151.8
Total assets	\$1,333.4	\$4,762.3	\$ 5,114.6	\$ 8,061.5	\$(16,965.2)	\$2,306.6
Current liabilities:						
Accounts payable and accruals	\$3.4	\$9.6	\$ 292.2	\$ 184.2	\$(104.3)	\$385.1
Short-term borrowings and current maturities of long-term debt	46.9	—	—	0.3	—	47.2
Accounts and note payable affiliates	0.1	72.9	660.8	590.5	(1,324.3)	—
Total current liabilities	50.4	82.5	953.0	775.0	(1,428.6)	432.3
Long-term debt	1,131.2	294.1	—	1.1	—	1,426.4
Note payable affiliate	—	2,748.2	—	3,881.5	(6,629.7)	—
Other noncurrent liabilities	—	1.2	126.4	164.8	—	292.4
Total liabilities	1,181.6	3,126.0	1,079.4	4,822.4	(8,058.3)	2,151.1
Equity:						
Total shareholders equity (deficit)	151.8	1,636.3	4,035.2	3,235.4	(8,906.9)	151.8
Noncontrolling interests	—	—	—	3.7	—	3.7
Total equity (deficit)	151.8	1,636.3	4,035.2	3,239.1	(8,906.9)	155.5
Total liabilities and equity	\$1,333.4	\$4,762.3	\$ 5,114.6	\$ 8,061.5	\$(16,965.2)	\$2,306.6

ALLEGION PLC

NOTES TO CONDENSED AND CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

(Unaudited)

Condensed and Consolidated Balance Sheet
December 31, 2015

In millions	Allegion plc	Allegion US Holding	Other Subsidiary Guarantors	Other Subsidiaries	Consolidating Adjustments	Total
Current assets:						
Cash and cash equivalents	\$3.3	\$0.3	\$ 73.8	\$ 122.3	\$—	\$ 199.7
Accounts and notes receivable, net	—	—	121.6	181.8	—	303.4
Inventories	—	—	106.7	97.4	—	204.1
Other current assets	0.5	44.7	9.9	(27.2	) —	27.9
Accounts receivable affiliates	248.6	356.4	375.9	324.5	(1,305.4) —
Total current assets	252.4	401.4	687.9	698.8	(1,305.4	) 735.1
Investment in affiliates	986.2	3,001.4	192.9	4,660.2	(8,840.7) —
Property, plant and equipment, net	—	—	147.6	77.2	—	224.8
Intangible assets, net	—	—	181.4	905.1	—	1,086.5
Notes receivable affiliates	—	1,144.2	3,549.9	1,726.3	(6,420.4) —
Other noncurrent assets	10.8	1.5	82.1	122.2	—	216.6
Total assets	\$ 1,249.4	\$ 4,548.5	\$ 4,841.8	\$ 8,189.8	\$ (16,566.5	) \$ 2,263.0
Current liabilities:						
Accounts payable and accruals	\$8.2	\$4.3	\$ 356.7	\$ 12.3	\$—	\$ 381.5
Short-term borrowings and current maturities of long-term debt	46.9	—	0.1	18.6	—	65.6
Accounts and note payable affiliates	0.3	57.5	636.4	611.2	(1,305.4) —
Total current liabilities	55.4	61.8	993.2	642.1	(1,305.4	) 447.1
Long-term debt	1,168.4	289.1	—	—	—	1,457.5
Note payable affiliate	—	2,750.8	—	3,669.6	(6,420.4) —
Other noncurrent liabilities	—	1.2	124.7	202.8	—	328.7
Total liabilities	1,223.8	3,102.9	1,117.9	4,514.5	(7,725.8	) 2,233.3
Equity:						
Total shareholders equity (deficit)	25.6	1,445.6	3,723.9	3,671.2	(8,840.7	) 25.6
Noncontrolling interests	—	—	—	4.1	—	4.1
Total equity (deficit)	25.6	1,445.6	3,723.9	3,675.3	(8,840.7	) 29.7
Total liabilities and equity	\$ 1,249.4	\$ 4,548.5	\$ 4,841.8	\$ 8,189.8	\$ (16,566.5	) \$ 2,263.0

ALLEGION PLC

NOTES TO CONDENSED AND CONSOLIDATED FINANCIAL STATEMENTS-(Continued)

(Unaudited)

Condensed and Consolidated Statement of Cash Flows

For the nine months ended September 30, 2016

In millions	Allegion plc	Allegion US Holding	Other Subsidiary Guarantors	Other Subsidiaries	Consolidating Adjustments	Total
Net cash provided by (used in) operating activities	\$(26.6)	\$ 8.9	\$ 361.6	\$ 165.8	\$ (331.3)	\$ 178.4
Cash flows from investing activities:						
Capital expenditures	—	—	(8.1)	(18.3)	—	(26.4)
Acquisitions of businesses, net of cash acquired	—	—	—	(31.4)	—	(31.4)
Proceeds from sales of marketable securities	—	—	—	14.1	—	14.1
Other investing activities, net	—	—	—	(5.6)	—	(5.6)
Net cash used in investing activities	—	—	(8.1)	(41.2)	—	(49.3)
Cash flows from financing activities:						
Debt repayments, net	(35.2)	0.2	—	(18.6)	—	(53.6)
Debt issuance costs	(0.3)	—	—	—	—	(0.3)
Net inter-company proceeds (payments)	115.9	(9.1)	(117.3)	10.5	—	—
Dividends (paid) received	—	—	(216.8)	(114.5)	331.3	—
Dividends paid to shareholders	(34.5)	—	—	—	—	(34.5)
Acquisition of noncontrolling interest	—	—	—	(0.4)	—	(0.4)
Repurchase of ordinary shares	(30.0)	—	—	—	—	(30.0)
Other financing activities, net	8.4	—	—	(5.6)	—	2.8
Net cash provided by (used in) financing activities	24.3	(8.9)	(334.1)	(128.6)	331.3	(116.0)
Effect of exchange rate changes on cash and cash equivalents	—	—	—	1.7	—	1.7
Net increase (decrease) in cash and cash equivalents	(2.3)	—	19.4	(2.3)	—	14.8
Cash and cash equivalents - beginning of period	3.3	0.3	73.8	122.3	—	199.7
Cash and cash equivalents - end of period	\$ 1.0	\$ 0.3	\$ 93.2	\$ 120.0	\$ —	\$ 214.5

ALLEGION PLC

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

(Unaudited)

Condensed and Consolidated Statement of Cash Flows

For the nine months ended September 30, 2015

In millions	Allegion plc	Allegion US Holding	Other Subsidiary Guarantors	Other Subsidiaries	Consolidating Adjustments	Total
Net cash provided by (used in) continuing operating activities	\$ 31.8	\$ 37.9	\$ 282.8	\$ 207.0	\$ (433.5)	\$ 126.0
Net cash used in discontinued operating activities	—	—	(0.1)	(0.4)	—	(0.5)
Net cash provided by (used in) operating activities	31.8	37.9	282.7	206.6	(433.5)	125.5
Cash flows from investing activities:						
Capital expenditures	—	—	(22.1)	(5.2)	—	(27.3)
Acquisition of businesses, net of cash acquired	—	—	(31.3)	(480.0)	—	(511.3)
Proceeds from sales of marketable securities	—	—	—	1.5	—	1.5
Other investing activities, net	—	—	3.9	(1.2)	—	2.7
Net cash used in investing activities	—	—	(49.5)	(484.9)	—	(534.4)
Cash flows from financing activities:						
Debt repayments, net	355.6	—	—	11.8	—	367.4
Debt issuance costs	—	—	—	(9.0)	—	(9.0)
Net inter-company proceeds (payments)	(348.0)	(29.6)	(55.9)	433.5	—	—
Dividends (paid) received	—	—	(242.1)	(191.4)	433.5	—
Dividends paid to shareholders	(28.7)	—	—	—	—	(28.7)
Repurchase of ordinary shares	(30.0)	—	—	—	—	(30.0)
Other financing activities, net	2.8	—	—	(1.6)	—	1.2
Net cash provided by (used in) financing activities	(48.3)	(29.6)	(298.0)	243.3	433.5	300.9
Effect of exchange rate changes on cash and cash equivalents	—	—	—	(7.3)	—	(7.3)
Net increase (decrease) in cash and cash equivalents	(16.5)	8.3	(64.8)	(42.3)	—	(115.3)
Cash and cash equivalents - beginning of period	27.1	0.5	126.3	136.6	—	290.5
Cash and cash equivalents - end of period	\$ 10.6	\$ 8.8	\$ 61.5	\$ 94.3	\$ —	\$ 175.2

Table of Contents

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 anticipated results expressed or implied in the forward-looking statements. Factors that might cause a difference include, but are not limited to, those discussed under Part I, Item 1A – Risk Factors in the Annual Report on Form 10-K for the fiscal year ended December 31, 2015. 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 and its consolidated subsidiaries ("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. Our leading brands include CISA, Interflex, LCN, Schlage, SimonsVoss and Von Duprin.

Recent Developments

2016 and 2015 Acquisitions and Divestitures

In 2016, we completed one business acquisition. In 2015, we completed six acquisitions of, or investments in, businesses and two divestitures:

Acquisitions / Investments		Divestitures	
Business	Month	Business	Month
iDevices	February 2015	Venezuela	August 2015
Zero	April 2015	Bocom	November 2015
Brio	May 2015		
Milre	July 2015		
SimonsVoss	September 2015		
AXA	September 2015		
Trelock	June 2016		

The incremental impact of the acquisitions and divestitures for the three months ended September 30, 2016 was a net increase in revenues of approximately \$9.7 million and a net decrease in operating income of approximately \$1.9 million compared to the same period in the prior year. The incremental impact of the acquisitions and divestitures for the nine months ended September 30, 2016 was a net increase in revenues of approximately \$64.0 million and a net increase in operating income of approximately \$7.7 million compared to the same period in the prior year.

2016 Dividends

Through September 30, 2016, we paid quarterly dividends totaling \$0.36 per ordinary share to shareholders.

Share repurchases

Through September 30, 2016, the Company repurchased approximately 0.5 million shares for approximately \$30.0 million.

Table of Contents

Results of Operations – Three months ended September 30

In millions, except per share amounts	2016	% of revenues	2015	% of revenues
Net revenues	\$581.1		\$544.5	
Cost of goods sold	317.6	54.7 %	304.5	55.9 %
Selling and administrative expenses	142.0	24.4 %	129.6	23.8 %
Operating income	121.5	20.9 %	110.4	20.3 %
Interest expense	15.6		13.7	
Loss on divestitures	84.4		106.7	
Other (income) expense, net	0.4		(3.2)	
Earnings (loss) before income taxes	21.1		(6.8)	
Provision for income taxes	19.1		19.4	
Earnings (loss) from continuing operations	2.0		(26.2)	
Discontinued operations, net of tax	—		(0.2)	
Net earnings (loss)	2.0		(26.4)	
Less: Net earnings attributable to noncontrolling interests	0.4		0.9	
Net earnings (loss) attributable to Allegion plc	\$1.6		\$(27.3)	
Diluted net earnings (loss) per ordinary share attributable to Allegion plc ordinary shareholders:				
Continuing operations	\$0.02		\$(0.28)	
Discontinued operations	—		—	
Net earnings (loss)	\$0.02		\$(0.28)	

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 September 30, 2016 increased by 6.7%, or \$36.6 million, compared with the same period in 2015, which resulted from the following:

Pricing	0.8 %
Volume	4.2 %
Acquisitions/divestitures	1.8 %
Currency exchange rates (0.1)%	
Total	6.7 %

The increase in net revenues was primarily driven by favorable volume, the acquisitions and divestitures discussed above, and improved pricing. These increases were partially offset by foreign currency exchange rate movements due to the strengthening of the US dollar against currencies in EMEIA, primarily the British pound.

Operating Income/Margin

Operating income for the three months ended September 30, 2016 increased \$11.1 million compared to the same period in 2015 and operating margin for the three months ended September 30, 2016 increased to 20.9% from 20.3% for the same period in 2015 due to the following:

Table of Contents

In millions	Operating Income	Operating Margin	
September 30, 2015	\$ 110.4	20.3	%
Pricing and productivity in excess of inflation	2.8	0.3	%
Volume/product mix	11.6	1.2	%
Currency exchange rates	1.3	0.3	%
Investment spending and other items	(3.9	) (0.7)%
Acquisitions/divestitures	(1.9	) (0.7)%
Restructuring/acquisition costs	1.2	0.2	%
September 30, 2016	\$ 121.5	20.9	%

Operating income and operating margin increased primarily due to favorable volume/product mix, pricing and productivity in excess of inflation, lower restructuring and acquisition costs compared to the prior year, and favorable foreign currency exchange rate movements. These increases were partially offset by increased investment spending and the impact of acquisitions and divestitures.

Interest Expense

Interest expense for the three months ended September 30, 2016 increased \$1.9 million compared with the same period of 2015 primarily due to increased debt balances resulting from the issuance of the 2023 Senior Notes in 2015.

Loss on Divestitures

During the three months ended September 30, 2016 we recorded an after tax charge of \$84.4 million primarily due to the write-down of the carrying value of consideration receivable related to the September 2015 divestiture of our security system integration business in China. During the three months ended September 30, 2015 we entered an agreement to sell a majority stake in our security system integration business and recorded a pre-tax charge of \$80.6 million (\$84.4 million after tax charges) to write the carrying value of the assets and liabilities down to their estimated fair value less costs to complete the transaction. During the three months ended September 30, 2015 we sold our majority ownership in our Venezuelan operation to Venezuelan investors. As a result of the sale we recorded a non-cash charge of \$26.1 million, which primarily represents cumulative currency translation adjustments.

Other (Income) Expense, Net

The components of Other (income) expense, net for the three months ended September 30, 2016 and 2015 were as follows:

In millions	2016	2015
Interest income	\$(0.5)	\$(0.3)
Exchange (gain) loss	0.5	(0.2)
Loss from equity investments	0.1	0.1
Other	0.3	(2.8)
Other (income) expense, net	\$0.4	\$(3.2)

Other (income) expense, net for the three months ended September 30, 2016 was unfavorable \$3.6 million compared to the same period in 2015 primarily the result of gains on marketable equity securities of \$1.4 million and investment income of \$1.2 million during 2015, which is included in Other in the table above, offset by favorable foreign currency exchange rate movements.

Provision for Income Taxes

The effective income tax rates for the three months ended September 30, 2016 and 2015 were 90.5% and (285.3)%. The effective income tax rate for the three months ended September 30, 2016 was negatively impacted by \$84.4 million (before and after-tax) of charges primarily due to the write-down of the carrying value of consideration receivable related to the September 2015 divestiture of our security system integration business in China. The effective income tax rate for the three months ended September 30, 2015 was negatively impacted by \$106.7 million (\$110.5 million after-tax) of charges related to the divestiture for our business in Venezuela and the divestiture of our

system integration business in China, partially offset by favorable resolution to uncertain tax positions.

35

Table of Contents

Results of Operations – Nine months ended September 30

In millions, except per share amounts	2016	% of revenues	2015	% of revenues
Net revenues	\$1,668.3		\$1,522.7	
Cost of goods sold	921.1	55.2 %	873.8	57.4 %
Selling and administrative expenses	418.9	25.1 %	371.8	24.4 %
Operating income	328.3	19.7 %	277.1	18.2 %
Interest expense	48.4		36.6	
Loss on divestitures	84.4		106.7	
Other (income) expense, net	(17.0)		0.3	
Earnings before income taxes	212.5		133.5	
Provision for income taxes	56.3		50.8	
Earnings from continuing operations	156.2		82.7	
Discontinued operations, net of tax	—		(0.4)	
Net earnings	156.2		82.3	
Less: Net earnings attributable to noncontrolling interests	1.9		0.3	
Net earnings attributable to Allegion plc	\$154.3		\$82.0	
Diluted net earnings per ordinary share attributable to Allegion plc ordinary shareholders:				
Continuing operations	\$1.59		\$0.85	
Discontinued operations	—		—	
Net earnings	\$1.59		\$0.85	

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 nine months ended September 30, 2016 increased by 9.6%, or \$145.6 million, compared with the same period in 2015, which resulted from the following:

Pricing	0.7 %
Volume	5.2 %
Acquisitions/divestitures	4.2 %
Currency exchange rates	(0.5)%
Total	9.6 %

The increase in net revenues was primarily driven by higher volumes, improved pricing in all three business segments and the acquisitions and divestitures discussed above. These increases were partially offset by unfavorable foreign currency exchange rate movements due to the strengthening of the US dollar across various currencies.

Operating Income/Margin

Operating income for the nine months ended September 30, 2016 increased \$51.2 million compared to the same period in 2015 and operating margin for the nine months ended September 30, 2016 increased to 19.7% from 18.2% for the same period in 2015 due to the following:

Table of Contents

In millions	Operating Income	Operating Margin	
September 30, 2015	\$ 277.1	18.2	%
Pricing and productivity in excess of inflation	7.6	0.4	%
Volume/product mix	35.2	1.3	%
Non-cash inventory impairment	4.2	0.3	%
Restructuring/acquisition costs	3.2	0.2	%
Acquisitions/divestitures	6.3	(0.3)	%
Currency exchange rates	3.6	0.2	%
Investment spending and other items	(8.9)	(0.6)	%
September 30, 2016	\$ 328.3	19.7	%

Operating income increased primarily due to favorable volume/product mix, favorable pricing and productivity in excess of inflation, inventory impairment charges in the prior year that did not recur in the current year, lower restructuring and acquisition costs compared to the prior year, the impact of acquisitions and divestitures and favorable foreign currency exchange rate movements. These increases were partially offset by increased investment spending.

Operating margin increased primarily due to favorable volume/product mix, favorable pricing and productivity in excess of inflation, inventory impairment charges in the prior year that did not recur in the current year, lower restructuring and acquisition costs compared to the prior year and favorable foreign currency exchange rate movements. These increases were partially offset by increased investment spending and the impact of acquisitions and divestitures.

Interest Expense

Interest expense for the nine months ended September 30, 2016 increased \$11.8 million compared with the same period of 2015 primarily due to increased debt balances resulting from the issuance of the 2023 Senior Notes in 2015.

Loss on Divestitures

During the nine months ended September 30, 2016 we recorded an after tax charge of \$84.4 million primarily due to the write-down of the carrying value of consideration receivable related to the September 2015 divestiture of our security system integration business in China. During the nine months ended September 30, 2015 we entered an agreement to sell a majority stake in our security system integration business and recorded a pre-tax charge of \$80.6 million (\$84.4 million after tax charges) to write the carrying value of the assets and liabilities down to their estimated fair value less costs to complete the transaction. During the nine months ended September 30, 2015 we sold our majority ownership in our Venezuelan operation to Venezuelan investors. As a result of the sale we recorded a non-cash charge of \$26.1 million, which primarily represents cumulative currency translation adjustments.

Other (Income) Expense, Net

The components of Other (income) expense, net for the nine months ended September 30, 2016 and 2015 were as follows:

In millions	2016	2015
Interest income	\$(1.9)	\$(1.1)
Exchange loss	2.9	3.7
Loss (earnings) from equity investments	(3.9)	0.3
Other	(14.1)	(2.6)
Other (income) expense, net	\$(17.0)	\$0.3

Other (income) expense, net for the nine months ended September 30, 2016 increased \$17.3 million compared to the same period in 2015. During the nine months ended September 30, 2016 we recorded gains from the sale of marketable securities of \$12.4 million, which is included in Other in the table above. Additionally, earnings from

equity method investments increased primarily due to a gain recognized by an investment in the first quarter of 2016 that is not expected to recur in future periods.

Table of Contents

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 nine months ended September 30, 2015 we recorded a charge of \$2.8 million in order to remeasure net monetary assets at the SIMADI rate and other unfavorable currency impacts. These losses are within Exchange (gain) loss in the table above.

Provision for Income Taxes

The effective income tax rates for the nine months ended September 30, 2016 and 2015 were 26.5% and 38.1%. The effective income tax rate for the nine months ended September 30, 2016 was negatively impacted by \$84.4 million (before and after-tax) of charges primarily due to the write-down of the carrying value of consideration receivable related to the September 2015 divestiture of our security system integration business in China. The effective income tax rate for the nine months ended September 30, 2015 was negatively impacted by \$113.6 million (\$117.0 million after-tax) of charges related to the devaluation of the Venezuelan bolivar, the divestiture of the Company’s business in Venezuela and the divestiture of the Company’s system integration business in China, partially offset by favorable resolution of uncertain tax positions.

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.

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

Segment Results of Operations - For the three months and nine months ended September 30, 2016 and 2015

in millions	Three months ended			Nine months ended		
	2016	2015	% Change	2016	2015	% Change
Net revenues						
Americas	\$436.2	\$418.9	4.1 %	\$1,235.7	\$1,175.3	5.1 %
EMEIA	116.4	91.5	27.2 %	356.5	257.1	38.7 %
Asia Pacific	28.5	34.1	(16.4)%	76.1	90.3	(15.7)%
Total	\$581.1	\$544.5		\$1,668.3	\$1,522.7	
Segment operating income (loss)						
Americas	\$131.5	\$121.7	8.1 %	\$351.7	\$317.8	10.7 %
EMEIA	3.4	5.0	(32.0)%	20.3	8.1	150.6 %

Asia Pacific

1.8 0.3 (500.0)% 3.8