

Agenda for the 90th Ordinary General Meeting of Forbo Holding Ltd

Friday, April 6, 2018, at **2.30 p.m.** (doors open 2 p.m.)

Casino Zug, Artherstrasse 2, 6300 Zug

1. Reporting on the 2017 business year

Annual Report, annual statements and consolidated financial statements for the 2017 business year and receipt of the reports of the Statutory Auditor

The Board of Directors proposes to approve the Annual Report, the annual statements and the consolidated financial statements for the 2017 business year and to receive the reports of the Statutory Auditor.

2. Discharge of the members of the Board of Directors and the Executive Board

The Board of Directors proposes to grant discharge to the members of the Board of Directors and the Executive Board for the 2017 business year.

3. Appropriation of available earnings

The Board of Directors proposes the following appropriation of available earnings:

Net profit 2017	CHF	91,248,219
Retained earnings	CHF	420,047,659
Treasury shares	– CHF	103,581,738
Total at the Ordinary General Meeting's disposal	CHF	407,714,140
Distribution of an ordinary gross dividend of CHF 19.00 per registered share	CHF	32,384,436
Balance to be carried forward	CHF	375,329,704

Explanatory notes: If agenda item 3 is approved, dividends will be paid to all shareholders as of April 13, 2018. The distribution of the ordinary dividend is made net of the federal withholding tax of 35%. No distribution will be made for the treasury shares held by Forbo Holding Ltd or a subsidiary thereof on the record date, which is why the amount definitively specified for the distribution of the ordinary dividend respectively the balance to be carried forward may change.

4. Approval of remunerations

4.1 Consultative vote on the 2017 remuneration report

The Board of Directors proposes to approvingly take note of the 2017 remuneration report in a consultative vote.

4.2 Approval of the maximum total remuneration of the Board of Directors for 2019

The Board of Directors proposes to approve the amount of the maximum total remuneration to be paid to the Board of Directors for the 2019 business year of **CHF 4,000,000** (including the usual social insurance contributions, the private company car use as well as lump-sum or local expenses).

4.3 Approval of the maximum fixed remuneration of the Executive Board for 2019

The Board of Directors proposes to approve the amount of the maximum fixed remuneration to be paid to the Executive Board for the 2019 business year of **CHF 2,300,000** (including the usual social insurance and pension fund contributions as well as private company car use).

4.4 Approval of the short-term variable remuneration of the Executive Board for 2017

The Board of Directors proposes to approve the amount of the short-term variable remuneration to be paid to the Executive Board for the 2017 business year of **CHF 895,000** (including thereon accumulated old-age and survivor's contributions contained in column 'Other remuneration' in the 2017 remuneration report).

4.5 Approval of the maximum long-term participation of the Executive Board for 2018 (allocation of future subscription rights)

The Board of Directors proposes to approve the amount of the maximum long-term participation (long-term incentive plan 2018 – 2020) to be allocated to the Executive Board for the 2018 business year of **CHF 240,000** (including the usual social insurance contributions).

Explanatory notes: The relevant information on the remuneration report is to be found in the 2017 Annual Report on pages 73 to 89. In accordance with Article 18 of the Ordinance against Excessive Remuneration in Listed Public Companies (OaER) and Clause 24 Paragraph 1 and 2 of the Articles of Association of Forbo Holding Ltd, the Ordinary General Meeting approves, on an annual basis, separately and with binding effect, the entire amount of the maximum

fixed remuneration to be paid to the Board of Directors and the Executive Board for the business year that follows the Ordinary General Meeting, the amount of the short-term variable remuneration to be paid to the Executive Board under a performance-based bonus program for the business year preceding the Ordinary General Meeting and the entire amount of the maximum long-term participation to be allocated to the Executive Board under the long-term incentive plan for the current business year. Additional information on agenda items 4.2 to 4.5 can be found in the 2017 remuneration report on pages 84 and 85.

5. Elections to the Board of Directors

5.1 Re-election of This E. Schneider as Executive Chairman of the Board of Directors

The Board of Directors proposes that This E. Schneider be re-elected as a member and Executive Chairman of the Board of Directors.

5.2 Re-election of Dr. Peter Altorfer as a member of the Board of Directors

The Board of Directors proposes that Dr. Peter Altorfer be re-elected as a member of the Board of Directors.

5.3 Re-election of Michael Pieper as a member of the Board of Directors

The Board of Directors proposes that Michael Pieper be re-elected as a member of the Board of Directors.

5.4 Re-election of Claudia Coninx-Kaczynski as a member of the Board of Directors

The Board of Directors proposes that Claudia Coninx-Kaczynski be re-elected as a member of the Board of Directors.

5.5 Re-election of Dr. Reto Müller as a member of the Board of Directors

The Board of Directors proposes that Dr. Reto Müller be re-elected as a member of the Board of Directors.

5.6 Re-election of Vincent Studer as a member of the Board of Directors

The Board of Directors proposes that Vincent Studer be re-elected as a member of the Board of Directors.

Explanatory notes: In accordance with Article 3 respectively Article 4 OaER the General Meeting elects the members of the Board of Directors as well as the Chairman of the Board of Directors. Each election will then be valid until the close of the next Ordinary General Meeting.

6. Elections to the Remuneration Committee

6.1 Re-election of Dr. Peter Altorfer as a member of the Remuneration Committee

The Board of Directors proposes to re-elect Dr. Peter Altorfer as a member of the Remuneration Committee.

6.2 Re-election of Claudia Coninx-Kaczynski as a member of the Remuneration Committee

The Board of Directors proposes to re-elect Claudia Coninx-Kaczynski as a member of the Remuneration Committee.

6.3 Re-election of Michael Pieper as a member of the Remuneration Committee

The Board of Directors proposes to re-elect Michael Pieper as a member of the Remuneration Committee.

Explanatory notes: In accordance with Article 7 OaER the General Meeting elects the members of the Remuneration Committee. Each election will then be valid until the close of the next Ordinary General Meeting.

7. Election of the Statutory Auditor

The Board of Directors proposes that the mandate of KPMG Ltd as Statutory Auditor be extended for a further year.

8. Election of the independent proxy

The Board of Directors proposes that René Peyer, attorney-at-law and notary public in Zug, be re-elected as independent proxy.

Explanatory notes: In accordance with Article 8 OaER the General Meeting elects the independent proxy. The election will be valid until the close of the next Ordinary General Meeting. The independent proxy meets the mandatory requirements on the independence according to Article 8 OaER.

Annual Report

The 2017 Annual Report including the business report, the annual statements and the consolidated financial statements, the remuneration report, the corporate governance report as well as the reports of the Statutory Auditor will be available for inspection by the shareholders at the registered office of the company from March 15, 2018. The Annual Report can also be downloaded from Forbo's website at www.forbo.com – Investors and will be sent by the company to any shareholder on request.

Access to the Ordinary General Meeting

The shareholders entered in the share register will receive notice of this meeting by regular mail or via the indirect voting platform if they have renounced to receive notifications by regular mail. A reply card (attendance of the Ordinary General Meeting) as well as a summary of the Annual Report is attached to that notice. The entries in the share register on March 30, 2018, shall determine the rights to attend the Ordinary General Meeting and powers of representation of the shareholders. The last transfers of share ownership will be accepted up to March 29, 2018, 4 p.m. After that the share register will be closed.

Granting of proxies and instructions

Shareholders who do not wish to attend the Ordinary General Meeting in person may be represented by another shareholder registered in the share register. To grant the proxy, shareholders can either use the reply card enclosed with the invitation, or they can use the proxy form on the back of the admission card. Shareholders will receive the admission card after they have returned the reply card.

In addition, shareholders may appoint Mr. René Peyer, attorney-at-law and notary public, Schweiger Advokatur/Notariat, Dammstrasse 19, 6300 Zug, as an independent proxy exercising voting rights as defined by Article 8 ff. OaER. To grant power, the proxy provided on the reply card is to be signed and sent to the independent proxy together with the relevant instructions.

The shareholders of Forbo Holding Ltd can grant proxies and instructions to the independent proxy electronically via the indirect voting platform (IDVS) of our share register. Furthermore the shareholders can register for the Ordinary General Meeting, order the admission card and other documents via this platform. Shareholders who don't have an IDVS account have to register on the platform first. The relevant personalized access data, along with all other information on the registration, will be sent to shareholders along with the invitation documents.

Baar, March 15, 2018

Forbo Holding Ltd
On behalf of the Board of Directors

A handwritten signature in black ink, appearing to read 'E. Schneider', written in a cursive style.

This E. Schneider
Executive Chairman

flooring. movement.

