

Agenda for the 94th Ordinary General Meeting of Forbo Holding Ltd

Friday, April 1, 2022, at 2.30 p.m.
at the seat of the company in Baar

1. Reporting on the 2021 business year

Annual Report, annual statements, and consolidated financial statements for the 2021 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 2021 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 2021 business year.

3. Appropriation of available earnings

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

Net profit 2021	CHF	157,770,500
Retained earnings	CHF	454,063,357
Treasury shares	– CHF	343,353,794
Total at the Ordinary General Meeting's disposal	CHF	268,480,063
Distribution of an ordinary gross dividend of CHF 25.00 per registered share	CHF	35,621,750
Balance to be carried forward	CHF	232,858,313

Explanatory notes: If agenda item 3 is approved, dividends will be paid to all shareholders as of April 8, 2022. The distribution of the ordinary dividend is made net of the federal withholding tax of 35 percent. 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. Capital reduction as a result of the share buyback program and corresponding amendment to the Articles of Association

The Board of Directors proposes to pass the following resolutions:

a) The ordinary share capital of the company of CHF 165,000.00 shall be reduced at least by CHF 16,022.00 and at most by CHF 16,500.00 to CHF 148,978.00 respectively CHF 148,500.00 by way of canceling at least 160,220 shares respectively at most 165,000 shares with a par value of CHF 0.10 each, which were acquired under the share buyback program 2019–2022 approved by the Ordinary General Meeting on April 5, 2019, in the period from March 22, 2021, to February 16, 2022, respectively will be acquired until March 31, 2022.

The amount of the capital reduction will be used to reduce the account 'treasury shares' (negative item in the position 'shareholders' equity') as referred to in Article 959a Paragraph 2 Clause 3 Litera e of the Swiss Code of Obligations (CO) in the amount of the actual capital reduction.

b) As a result of the audit report of the accredited audit expert KPMG Ltd pursuant to Article 732 Paragraph 2 CO, it is to be declared that the claims of the creditors remain fully covered even after the reduction of the share capital by the maximum reduction amount.

c) On implementation of the reduction in share capital, Clause 3 of the Articles of Association is to be amended in accordance with the following wording (changes in bold and based on the maximum reduction amount):
'The share capital of the company is **CHF 148,500.00** and is divided into **1,485,000** fully paid-up registered shares with a par value of CHF 0.10 each.'

d) The Board of Directors is to be instructed to carry out the resolutions of the Ordinary General Meeting, in particular to give appropriate notice to the creditors by publishing them three times in the Swiss Official Gazette of Commerce ('Schweizerisches Handelsamtsblatt') in accordance with Article 733 CO, and to conduct the application to the Commercial Register following completion of the reduction.

Explanatory notes: Under the share buyback program 2019–2022 approved by the Ordinary General Meeting on April 5, 2019, Forbo Holding Ltd, between March 22, 2021, and February 16, 2022, bought back a total of 74,835 shares for a fixed price and 85,385 shares on the second trading line at the SIX Swiss Exchange. Forbo Holding Ltd may additionally to the 160,220 shares already bought back by February 16, 2022, buy back further shares until March 31, 2022, however, not exceeding the total amount of 165,000 shares. All shares repurchased under this share buyback program are now to be canceled.

5. Approval of remunerations

5.1 Consultative vote on the 2021 remuneration report

The Board of Directors proposes to approvingly take note of the 2021 remuneration report in a consultative vote.

5.2 Approval of the maximum total remuneration of the Board of Directors for 2023

The Board of Directors proposes to approve the amount of the maximum total remuneration to be paid to the Board of Directors for the 2023 business year of **CHF 4,600,000** (including the usual social insurance contributions, private company car use as well as lump sum or location expenses).

5.3 Approval of the maximum fixed remuneration of the Executive Board for 2023

The Board of Directors proposes to approve the amount of the maximum fixed remuneration to be paid to the Executive Board for the 2023 business year of **CHF 2,500,000** (including the usual social insurance and pension fund contributions as well as private company car use).

5.4 Approval of the variable remuneration of the Executive Board for 2021

The Board of Directors proposes to approve the amount of the variable remuneration to be paid to the Executive Board for the 2021 business year of **CHF 1,370,000** (including thereon accumulated old-age and survivor's contributions contained in the column 'Other remuneration' in the 2021 remuneration report).

5.5 Approval of the maximum variable long-term remuneration of the Executive Board for 2022 (allocation of reversionary subscription rights)

The Board of Directors proposes to approve the amount of the maximum variable long-term remuneration (long-term incentive plan 2022–2024) to be paid to the Executive Board for the 2022 business year of **CHF 850,000** (including the usual social insurance contributions).

Explanatory notes: The relevant information on the remuneration report is to be found in the 2021 Annual Report on pages 76 to 90. 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 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 variable remuneration to be paid to the Executive Board under a long-term incentive plan for the current business year. Additional information on agenda items 5.2 to 5.5 can be found in the 2021 remuneration report on pages 86 and 87.

6. Elections to the Board of Directors

6.1 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.

6.2 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.

6.3 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.

6.4 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.

6.5 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.

6.6 Election of Jens Fankhänel as a member of the Board of Directors

The Board of Directors proposes that Jens Fankhänel be elected as a member of the Board of Directors.

6.7 Election of Dr. Eveline Saupper as a member of the Board of Directors

The Board of Directors proposes that Dr. Eveline Saupper be elected as a member of the Board of Directors.

Explanatory notes: The brief curriculum vitae of the two Board members newly proposed for election can be found at www.forbo.com → Investors → Ordinary General Meeting. 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.

7. Elections to the Remuneration Committee

7.1 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.

7.2 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.

7.3 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.

8. 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.

9. 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 2021 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 11, 2022. The Annual Report can also be downloaded from Forbo's website at www.forbo.com → Investors and will be sent by the company on request to any shareholder.

Invitation and right to vote

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 (representation at the Ordinary General Meeting by the independent proxy) as well as a summary of the Annual Report is attached to that notice. The entries in the share register on March 29, 2022, shall determine the right to vote at the Ordinary General Meeting. The last requests for transfers in the share register will be accepted up to March 28, 2022, 4 pm. Thereafter, the share register will be closed.

Granting of proxies and instructions to the independent proxy

Shareholders may exercise their rights at the Ordinary General Meeting of Forbo Holding Ltd on April 1, 2022, in application of Article 27 of the Ordinance 3 on Measures to Combat the Coronavirus (COVID-19) exclusively through Mr. René Peyer, attorney-at-law and notary public, Schweiger Advokatur/Notariat, Dammstrasse 19, 6300 Zug, as independent proxy within the meaning of Article 8 ff. OaER.

To grant the proxy, shareholders may use the reply card enclosed with the invitation, which needs to be signed and returned together with the relevant instructions.

Alternatively, shareholders may grant proxies and instructions to the independent proxy electronically via the indirect voting platform (IDVS) of our share registrar. Furthermore, shareholders can order additional documents via this platform. Shareholders who do not have an IDVS account have to register on the platform first. The relevant personalized access data, along with all other information on registration, will be sent to shareholders along with the invitation documents.

Baar, March 11, 2022

Forbo Holding Ltd
On behalf of the Board of Directors



This E. Schneider
Executive Chairman