

Agenda for the 88th Ordinary General Meeting of Forbo Holding Ltd

April 29, 2016 at **2.30 p.m.** (doors open 2 p.m.)
Casino Zug, Artherstrasse 2, 6300 Zug

1. Reporting on the 2015 business year

Annual Report, annual statements and consolidated financial statements for the 2015 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 2015 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 2015 business year.

3. Appropriation of available earnings, allocation from the general capital contribution reserves to free capital contribution reserves and withholding tax-free distribution of a dividend from free capital contribution reserves

The Board of Directors proposes to appropriate the available earnings as follows:

Net profit 2015	CHF	211,569,033
Retained earnings	CHF	227,049,935
Release of general capital contribution reserves	CHF	29,043,786
Treasury shares	– CHF	235,835,129
Total at the Ordinary General Meeting's disposal	CHF	231,827,625
Withholding tax-free distribution of CHF 17 per registered share	CHF	29,043,786
Balance to be carried forward	CHF	202,783,839
Total at the Ordinary General Meeting's disposal	CHF	231,827,625

Explanatory notes: If the proposal for the appropriation of available earnings is approved, dividends will be paid to all shareholders as of May 6, 2016. 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 release of general capital contribution reserves and the withholding tax-free distribution 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 199,000.00 shall be reduced by CHF 19,000.00 to CHF 180,000.00 by way of canceling 190,000 shares with a par value of CHF 0.10 each that were acquired under the share buyback program approved by the Ordinary General Meeting on April 24, 2015, in the period from September 10, 2015, to December 23, 2015.

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 with 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.
- 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):
"The share capital of the company is **CHF 180,000.00** and is divided into **1,800,000** 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 approved by the Ordinary General Meeting on April 24, 2015, Forbo Holding Ltd bought back a total of 190,000 shares between September 10, 2015, and December 23, 2015, for a fixed-price and on the second trading line of the SIX Swiss Exchange. All shares repurchased under this share buyback program are now to be canceled.

5. Approval of remunerations

5.1 Consultative vote on the 2015 remuneration report

The Board of Directors proposes to approvingly take note of the 2015 remuneration report in a consultative vote.

5.2 Approval of the variable remuneration for the Executive Board for 2015

The Board of Directors proposes to approve the amount of the variable remuneration to be paid to the Executive Board for the 2015 business year of **CHF 830,000** (including thereon accumulated old-age and survivor's contributions contained in column "Other remuneration" in the 2015 remuneration report).

5.3 Approval of the maximum total remuneration for the Board of Directors for 2017

The Board of Directors proposes to approve the amount of the maximum total remuneration to be paid to the Board of Directors for the 2017 business year of **CHF 4,000,000** (including usual social insurance contributions, the private company car use as well as lump sum or local expenses).

5.4 Approval of the maximum fixed remuneration for the Executive Board for 2017

The Board of Directors proposes to approve the amount of the maximum fixed remuneration to be paid to the Executive Board for the 2017 business year of **CHF 2,300,000** (including usual social insurance and pension fund contributions as well as private company car use).

Explanatory notes: The relevant information on the remuneration report is to be found in the 2015 Annual Report on pages 75 to 91. 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 as well as the entire amount of variable remuneration to be paid to the Executive Board for the business year preceding the Ordinary General Meeting. Additional information on agenda items 5.2 to 5.4 can be found in the 2015 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 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.

6.6 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.

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 2015 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 April 7, 2016. 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 notification into their indirect voting platform, if they have renounced to receive notifications by regular mail. A reply card (attendance at 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 April 25, 2016, 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 April 22, 2016, 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 thereon subscribe for the Ordinary General Meeting, order the admission card and other documents. Shareholders who don't have an IDVS account have to subscribe therefore 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, April 7, 2016

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