

Agenda for the 91st Ordinary General Meeting of Forbo Holding Ltd

Friday, April 5, 2019, at **2.30 p.m.** (doors open 2 p.m.)
Casino Zug, Artherstrasse 2, 6300 Zug

1. Reporting on the 2018 business year

Annual Report, annual statements and consolidated financial statements for the 2018 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 2018 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 2018 business year.

3. Appropriation of available earnings

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

Net profit 2018	CHF	225,439,863
Retained earnings	CHF	475,362,702
Treasury shares	- CHF	256,656,497
Total at the Ordinary General Meeting's disposal	CHF	444,146,068
Distribution of an ordinary gross dividend of CHF 21.00 per registered share	CHF	33,636,078
Balance to be carried forward	CHF	410,509,990

Explanatory notes: If agenda item 3 is approved, dividends will be paid to all shareholders as of April 12, 2019. 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 180,000.00 shall be reduced by CHF 15,000.00 to CHF 165,000.00 by way of canceling 150,000 shares with a par value of CHF 0.10 each that were acquired under the share buyback program 2017 – 2020 approved by the Ordinary General Meeting on April 6, 2017.

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.
- 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 165,000.00** and is divided into **1,650,000** 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 2017 – 2020 approved by the Ordinary General Meeting on April 6, 2017, Forbo Holding Ltd, between November 16, 2017, and March 5, 2019, bought back a total of 63,105 shares for a fixed price and 86,895 shares 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 a new share buyback program

The Board of Directors proposes to pass the following resolution:

The Board of Directors is to be authorized to buy back own shares up to a maximum of 10 percent of the share capital registered in the Commercial Register over a period of three years optionally on a second trading line at the SIX Swiss Exchange or otherwise. These shares are definitely intended to be canceled and therefore do not fall under the 10% threshold for own shares as defined in Article 659 CO. The necessary amendment to the Articles of Association (reduction of share capital) is then to be submitted to the shareholders for approval.

Explanatory notes: The Board of Directors has again chosen a two-stage process, in which the shareholders pass the fundamental resolution at this Ordinary General Meeting and pass a resolution concerning the cancellation of the repurchased shares at one of the next General Meetings.

6. Approval of remunerations

6.1 Consultative vote on the 2018 remuneration report

The Board of Directors proposes to approvingly take note of the 2018 remuneration report in a consultative vote.

6.2 Approval of the maximum total remuneration of the Board of Directors for 2020

The Board of Directors proposes to approve the amount of the maximum total remuneration to be paid to the Board of Directors for the 2020 business year of **CHF 4,000,000** (including the usual social insurance contributions, the private company car use as well as lump sum or location expenses).

6.3 Approval of the maximum fixed remuneration of the Executive Board for 2020

The Board of Directors proposes to approve the amount of the maximum fixed remuneration to be paid to the Executive Board for the 2020 business year of **CHF 2,300,000** (including the usual social insurance and pension fund contributions as well as private company car use).

6.4 Approval of the variable remuneration of the Executive Board for 2018

The Board of Directors proposes to approve the amount of the variable remuneration to be paid to the Executive Board for the 2018 business year of **CHF 630,000** (including thereon accumulated old-age and survivor's contributions contained in column 'Other remuneration' in the 2018 remuneration report).

6.5 Approval of the maximum variable long-term remuneration of the Executive Board for 2019 (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 2019 – 2021) to be paid to the Executive Board for the 2019 business year of **CHF 285,000** (including the usual social insurance contributions).

Explanatory notes: The relevant information on the remuneration report is to be found in the 2018 Annual Report on pages 77 to 92. 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 6.2 to 6.5 can be found in the 2018 remuneration report on pages 87 and 88.

7. Elections to the Board of Directors

7.1 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.

7.2 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.

7.3 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.

7.4 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.

7.5 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.

7.6 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.

8. Elections to the Remuneration Committee

8.1 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.

8.2 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.

8.3 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.

9. 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.

10. Election of the independent proxy

The Board of Directors proposes that René Peyser, 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 2018 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 14, 2019. 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 April 2, 2019, shall determine the rights to attend the Ordinary General Meeting and powers of representation of the shareholders. The last requests for transfers in the share register will be accepted up to April 1, 2019, 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 14, 2019

Forbo Holding Ltd
On behalf of the Board of Directors



This E. Schneider
Executive Chairman

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