

Enclosures to the agenda for the 86th Ordinary General Meeting of Forbo Holding Ltd

Amendment of the Articles of Association to the Ordinance against Excessive Remuneration in Listed Public Companies (OaER) and other amendments

Table of Contents

Board of Directors' explanation of the proposed amendments of the Articles of Association	Page 2
1. Additional inalienable powers of the General Meeting	Page 2
2. Regulation of the annual vote on the remuneration of the Board of Directors and the Executive Board	Page 2
3. Principles of performance-based remuneration of the Executive Board and the allocation of shares of the Company	Page 2
4. Issuing electronic proxy rights and voting instructions to the independent proxy	Page 3
5. Regulation of external mandates held by members of the Board of Directors and the Executive Board	Page 3
6. Other amendments of the Articles of Association	Page 3
Enclosure A (to agenda item 6.1)	Page 4
Amendment of Clauses 4, 12 and 13 Paragraph 4 of the Articles of Association	
Enclosure B (to agenda item 6.2)	Page 6
Amendment of the remaining provisions of the Articles of Association	
Enclosure C (to agenda item 6.3)	Page 15
Editorial changes of the Articles of Association	

Board of Directors' explanation of the proposed amendments of the Articles of Association

Dear shareholders,

On 22 March 2013 the Swiss electorate voted in favour of the so-called Minder Initiative. On 20 November 2013, the Swiss Federal Council issued the Ordinance against Excessive Remuneration in Listed Public Companies (OaER) based on Articles 95 and 197 of the Swiss constitution and put it into force as per 1 January 2014. There are different grace periods for the implementation of the new provisions. The Articles of Association must be adapted at the latest by the 2015 Ordinary General Meeting. The amendments of the Articles of Association proposed here by the Board of Directors implement the new legal requirements in good time.

Below we have summarised the most important provisions in connection to the implementation of the new ordinance by Forbo Holding Ltd.

1. Additional inalienable powers of the General Meeting

In future, the General Meeting will elect individually all members of the Board of Directors, the Chairman of the Board of Directors, the members of the Remuneration Committee and the independent proxy on an annual basis. The corresponding provisions are found in Clause 8 of the proposed new Articles of Association.

2. Regulation of the annual vote on the remuneration of the Board of Directors and the Executive Board

The Board of Directors proposes the following model for the binding annual vote on the remuneration of the Board of Directors and the Executive Board: The total remuneration of the Board of Directors will be approved in advance at the General Meeting for the financial year following the General Meeting. For the remuneration of the Executive Board, the Board of Directors proposes a two-stage procedure. The fixed remuneration of the Executive Board will be approved in advance at the General Meeting for the following financial year and the variable remuneration of the Executive Board will be submitted to the General Meeting afterwards for approval. The corresponding provisions are found in Clause 24 of the proposed new Articles of Association.

At this year's General Meeting, the statutory basis for this voting model is to be created. The first votes on remuneration following this model shall take place during the 2015 Ordinary General Meeting.

3. Principles of performance-based remuneration of the Executive Board and the allocation of shares of the Company

The new provisions in the OaER also state that the Company must anchor the principles of the performance-based remuneration as well as the allocation of shares of the Company in the Articles of Association.

As members of the Board of Directors only receive a fixed remuneration, statements here only affect the Executive Board. The remuneration of the Executive Board is comprised of a fixed as well as a variable component. The variable remuneration of the Executive Board consists on the one hand of a performance-based remuneration, which can amount to a maximum of 200% of the fixed part, and on the other hand of the allocation of shares of the Company under participation schemes. The value of the shares awarded under a participation scheme may not exceed 50% of the fixed part. The corresponding provisions are found in Clause 26 of the proposed new Articles of Association.

4. Issuing electronic proxy rights and voting instructions to the independent proxy

Another new provision is that shareholders may issue proxy rights and voting instructions to the independent proxy electronically. Appropriate provisions for this are to be entered into the Articles of Association. The corresponding provisions are found in Clause 12 of the proposed new Articles of Association.

5. Regulation of external mandates held by members of the Board of Directors and the Executive Board

The statutes now also contain provisions concerning the number of mandates that a member of the Board of Directors or the Executive Board may hold outside the Forbo Group. The Board of Directors proposes that no member of the Board of Directors should hold more than five mandates in other listed companies and no more than twenty mandates in non-listed companies, which are to be entered in the commercial register or a corresponding foreign register.

For members of the Executive Board, the Board of Directors proposes a corresponding limitation of two mandates in other listed companies and seven mandates in non-listed companies, where all external mandates are to be approved in advance by the Board of Directors.

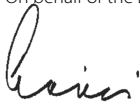
The corresponding provisions are found in Clause 22 of the proposed new Articles of Association.

6. Other amendments of the Articles of Association

Finally, the Board of Directors uses this partial revision to propose further amendments to the Articles of Association, editorial changes and changes due to changes in accounting and stock exchange legislation.

The complete version of the current as well as the revised Articles of Association can be downloaded from our website at <http://www.forbo.com/en/Investor-Relations/Ordinary-General-Meeting/>.

Forbo Holding Ltd
On behalf of the Board of Directors



Dr. Albert Gnägi
Chairman

Enclosure A

Agenda item 6.1: Amendment of Clauses 4, 12 and 13 Paragraph 4 of the Articles of Association

The adoption of this agenda item requires according to Clause 13 Paragraph 4 of the current Articles of Association a qualified majority of two thirds of the shares represented as well as the absolute majority of the share par values represented.

CURRENT VERSION

Clause 4

¹The Company holds a share register containing the names and addresses of the holders or beneficiaries of registered shares. Relative to the Company, only those persons registered in the share register will be deemed to be registered shareholders or beneficiaries. The Company must be notified if a shareholder changes his address or registered office. As long as such notice is not received, all correspondence will be sent to the address shown in the share register.

²The status of registration in the share register on the fourth day prior to the General Meeting will be the determining factor for attendance and voting rights.

³[Wording unchanged]

⁴The restriction on registration under paragraph 3 of this Clause will also apply to shares acquired or subscribed for by way of the exercise of a subscription, option or conversion right.

⁵[Wording unchanged]

⁶Legal entities and partnerships or other associations or joint property relationships linked together by capital or votes, by common directorships or otherwise, as well as natural persons or legal entities or partnerships acting in a concerted manner with a view to avoiding the conditions governing the limits of holdings or nominees (in particular acting as a syndicate) will be deemed to be a single entity or nominee within the meaning of paragraph 5 of this Clause.

⁷[Wording unchanged]

⁸[Wording unchanged]

REVISED VERSION

Clause 4¹

¹ The Company holds a share register containing the names and addresses of the holders or beneficiaries of registered shares. Relative to the Company, only those persons registered in the share register will be deemed to be registered shareholders or beneficiaries. The Company must be notified if a shareholder changes his address or registered office. As long as such notice is not received, all correspondence will be sent to the address shown in the share register.

²~~The status of registration in the share register on the fourth day prior to the General Meeting will be the determining factor for attendance and voting rights.~~

³~~[Wording unchanged]~~

⁴~~The restriction on registration under ~~paragraph 3~~ of this Clause will also apply to shares acquired or subscribed for by way of the exercise of a subscription, option or conversion right.~~

⁵~~[Wording unchanged]~~

⁶Legal entities and partnerships or other associations or joint property relationships linked together by capital or votes, by common directorships or otherwise, as well as natural persons or legal entities or partnerships acting in a concerted manner with a view to avoiding the conditions governing the limits of holdings or nominees (in particular acting as a syndicate) will be deemed to be a single entity or nominee within the meaning of ~~paragraph 4~~ of this Clause.

⁷~~[Wording unchanged]~~

⁸~~[Wording unchanged]~~

¹ Please note that this Paragraph is also subject to editorial changes in accordance with agenda item 6.3 (Enclosure C).

flooring. movement.

Enclosure A (continued)

Agenda item 6.1: Amendment of Clauses 4, 12 and 13 Paragraph 4 of the Articles of Association

CURRENT VERSION

Clause 12

¹[Wording unchanged]

² Every shareholder may be represented by another shareholder. If the representative is not a statutory representative, he must be identified by a written proxy.

Clause 13

[Wording of Paragraphs 1 to 3 remain unchanged]

⁴ Resolutions on the variation and removal of clauses in the Articles of Association relating to a change of registered office of the Company (Clause 1), the conversion of registered shares to bearer shares (Clause 3 paragraph 2), registration of registered shares (Clause 4), representation of shares at the General Meeting (Clause 12), variation of these clauses of the Articles of Association (Clause 13 paragraph 4), the winding up or merger of the Company, as well as all other important resolutions within the meaning of Article 704 OR must always be passed by a majority of two thirds of the voting shares represented at the General Meeting as well as by an absolute majority of the share par values represented.

REVISED VERSION

Clause 12

¹[Wording unchanged]

² *In the invitation to the General Meeting, the Board of Directors shall state the record date by which shareholders must be registered in the share register to be eligible to participate and vote at the General Meeting.*

^{2,3} Every shareholder may be represented by *its statutory representative or* another shareholder. If the representative is not a statutory representative, he must be identified by a written proxy.

⁴ *The shareholder can also be represented by the independent proxy elected by the General Meeting on an annual basis, whereby proxies and voting instructions can also be issued electronically to the independent proxy. If the post of the independent proxy is vacant, the Board of Directors appoints one for the next General Meeting.*

⁵ *The Board of Directors establishes the requirements and details regarding issuing written and electronic proxies and voting instructions. The Board of Directors can also waive a qualified electronic signature for electronic proxies.*

Clause 13²

[Wording of Paragraphs 1 to 3 remain unchanged]

⁴ Resolutions *on the variation and removal of clauses in the Articles of Association relating to a change of registered office of the Company (Clause 1), the conversion of registered shares to bearer shares (Clause 3 paragraph 2), registration of registered shares (Clause 4), representation of shares at the General Meeting (Clause 12), variation of these clauses of the Articles of Association (Clause 13 paragraph 4), the winding up or merger of the Company, as well as all other important resolutions* within the meaning of Article 704 ~~OR~~ must always be passed by a majority of two thirds of the voting shares represented at the General Meeting as well as by an absolute majority of the share par values represented.

² Please note that this Paragraph is also subject to other amendments in accordance with agenda items 6.2 (Enclosure B) and 6.3 (Enclosure C).

Enclosure B

Agenda item 6.2: Amendment of the remaining provisions of the Articles of Association

The adoption of this agenda item requires according to Clause 13 Paragraph 2 of the current Articles of Association an absolute majority of the shares represented.

CURRENT VERSION

Clause 8

[Wording apart from the following modifications unchanged]

2. Election and removal of members of the Board of Directors, and the company and Group auditors;
3. Approval of the Annual Report, the Group Accounts and the Annual Accounts and passing resolutions relating to the distribution of the balance sheet profits, in particular the setting of dividends and directors' emoluments;
4. Discharge of the members of the Board of Directors;

Clause 9

¹ The Ordinary General Meeting will take place annually within six months of the end of the financial year. The Annual Report and the Auditors Report must be made available for inspection by the shareholders at the registered office of the Company at least 20 days prior to the Ordinary General Meeting. The availability of the reports should be referred to in the notice of the General Meeting.

² [Wording unchanged]

REVISED VERSION

Clause 8

[Wording apart from the following modifications unchanged]

2. Election and removal of *the Chairman of the Board of Directors, the members of the Board of Directors, the members of the Remuneration Committee, and the statutory company and Group auditors and the independent proxy;*
- 3. Approval of the management report and the Group Accounts;*
- ~~3~~4. Approval of the *Annual Report, the Group Accounts and the Annual Accounts* and passing resolutions relating to the distribution of the balance sheet profits, in particular the setting of dividends and directors' emoluments;
- 5. Voting on the remuneration of the Board of Directors and the Executive Board as per Clause 24;*
- ~~4~~6. Discharge of the members of the Board of Directors *and the Executive Board;*

Clause 9³

¹ The Ordinary General Meeting will take place annually within six months of the end of the financial year. The Annual Report, *the Remuneration Report including the Audit Certificate* and the Auditors Report must be made available for inspection by the shareholders at the registered office of the Company at least 20 days prior to the Ordinary General Meeting. The availability of the reports should be referred to in the notice of the General Meeting.

² [Wording unchanged]

³ Please note that this Paragraph is also subject to editorial changes in accordance with agenda item 6.3 (Enclosure C).

Enclosure B (continued)

Agenda item 6.2: Amendment of the remaining provisions of the Articles of Association

CURRENT VERSION

Clause 10

¹ [Wording unchanged]

² The General Meeting will be called by way of a letter to the registered shareholders and publication in the Swiss Official Gazette of Commerce. Notice of the meeting must be given at least 20 days in advance.

³ [Wording unchanged]

⁴ [Wording unchanged]

Clause 13

[yet non-existent]

Clause 14

¹ [Wording unchanged]

² Votes and elections will be held either openly (on a show of hands), secretly or electronically. In principle, votes and elections will be open, unless the General Meeting resolves to hold them secretly or electronically or if the Chairman so decides.

³ The Chairman may order an open election or a vote to be repeated either secretly or electronically if, in his mind, there is any doubt about the result of the vote. In that event, the initial open election or vote will be deemed not to have taken place.

REVISED VERSION

Clause 10⁴

¹ [Wording unchanged]

² The General Meeting will be called by way of a one-time letter to the registered shareholders and publication in the Swiss Official Gazette of Commerce, at least 20 days before the day of the meeting. Notice of the meeting must be given at least 20 days in advance. The convocation can also occur via non-registered letter to the addresses entered in the share register or, at the request of the registered shareholders, electronically.

³ [Wording unchanged]

⁴ [Wording unchanged]

Clause 13

⁴ Resolutions of the General Meeting on the remuneration of the Board of Directors and the Executive Board must, differently from Paragraph 2, be passed by an absolute majority of the votes cast. Abstentions, blank and invalid votes are thereby considered to have not been cast.

Clause 14

¹ [Wording unchanged]

² Votes and elections will be held either openly (on a show of hands), secretly or electronically. In principle, votes and elections will be held electronically~~open~~, unless the General Meeting resolves to hold them secretly or ~~open~~electronically or if the Chairman so decides.

³ The Chairman may order an ~~open~~ election or a vote to be repeated either secretly or electronically if, in his mind, there is any doubt about the result of the vote. In that event, the initial ~~open~~ election or vote will be deemed not to have taken place.

⁴ Please note that this Paragraph is also subject to editorial changes in accordance with agenda item 6.3 (Enclosure C).

Enclosure B (continued)

Agenda item 6.2: Amendment of the remaining provisions of the Articles of Association

CURRENT VERSION

Clause 15

¹[Wording unchanged]

² Members of the Board of Directors will remain in office for a period of three years. One year is understood to be the period between two Annual General Meetings. Upon first election, the period in office of each member will be so arranged that around one third of all the members of the Board of Directors will be required to stand for re-election every year.

³ Members who are newly elected as replacements during the course of a period of office will be elected for the period of the member they replace.

Clause 16

¹ From among its members, the Board of Directors will appoint a Chairman, a Vice-Chairman and a Secretary. The latter need not be a member of the Board of Directors.

[Wording of Clauses 2 to 7 unchanged]

Clause 17

¹[Wording unchanged]

² The Board of Directors may assign the management of the Company or individual parts thereof, as well as the external representation of the Company to one or more persons, members of the Board of Directors or third parties, who need not be shareholders. It will issue the rules of organisation and will stipulate the corresponding contractual relationships.

REVISED VERSION

Clause 15

¹[Wording unchanged]

² *Members of the Board of Directors will remain in office for a period of three years. One year is understood to be the period between two Annual General Meetings. Upon first election, the period in office of each member will be so arranged that around one third of all the members of the Board of Directors will be required to stand for re-election every year. The Chairman of the Board of Directors as well as the members of the Board of Directors are elected by the General Meeting on an annual and individual basis. The term of office of the members of the Board of Directors ends in each case with the conclusion of the next Ordinary General Meeting. Re-election is permitted.*

³ *Members who are newly elected as replacements during the course of a period of office will be elected for the period of the member they replace. If the position of the Chairman is vacant, the Board of Directors appoints a new Chairman from among the members of the Board of Directors for the remaining term of office.*

Clause 16

¹ From among its members, the Board of Directors will appoint ~~a Chairman, a Vice-Chairman and a Secretary~~ *a Chairman, one or several Vice-Chairmen and a Secretary*. The ~~latter~~ *Secretary* need not be a member of the Board of Directors.

[Wording of Clauses 2 to 7 unchanged]

Clause 17⁵

¹[Wording unchanged]

² The Board of Directors may assign the management of the Company or ~~individual~~ *individual* parts thereof, as well as the external representation of the Company to ~~one or more persons,~~ *one or more persons, individual* members of the Board of Directors or ~~to other natural persons~~ *to other natural persons* ~~third parties,~~ who need not be shareholders. *The asset management may also be assigned to legal entities.* It will issue the rules of organisation and will stipulate the corresponding contractual relationships.

⁵ Please note that this Paragraph is also subject to editorial changes in accordance with agenda item 6.3 (Enclosure C).

Enclosure B (continued)

Agenda item 6.2: Amendment of the remaining provisions of the Articles of Association

CURRENT VERSION

Clause 18

[Wording apart from the following modifications unchanged]

8. Passing resolutions on the subsequent payment of contributions on shares which are not fully liberated;
9. Passing resolutions on the establishment of capital increases and the associated amendments to the Articles of Association.

³ From amongst its members the Board of Directors may appoint one or more committees to deal with the preparation and execution of its resolutions or with the supervision of specific commercial operations. The Board of Directors will ensure appropriate reporting.

⁴ The Board of Directors will decide on the remuneration of its members and is entitled to set fixed indemnities as well as special fees for extraordinary claims.

[yet non-existent]

REVISED VERSION

Clause 18⁶

[Wording apart from the following modifications unchanged]

7. Preparation of the Remuneration Report;

~~8. Passing resolutions on the subsequent payment of contributions on shares which are not fully liberated;~~

~~9. Passing resolutions on the establishment of capital increases and the associated amendments to the Articles of Association.~~

³ From amongst its members the Board of Directors may appoint one or more other committees to deal with the preparation and execution of its resolutions or with the supervision of specific commercial operations. The Board of Directors will ensure appropriate reporting.

~~⁴ The Board of Directors will decide on the remuneration of its members and is entitled to set fixed indemnities as well as special fees for extraordinary claims.~~

Clause 18 Remuneration Committee

¹ The Remuneration Committee consists of at least two members of the Board of Directors.

² The members of the Remuneration Committee are elected by the General Meeting on an annual and individual basis. The term of office of the members of the Remuneration Committee ends in each case with the conclusion of the next Ordinary General Meeting. Re-election is permitted.

³ If the Remuneration Committee is not at full capacity, the Board of Directors appoints the missing members of the Remuneration Committee from among its members for the remaining term of office.

⁶ Please note that this Paragraph is also subject to editorial changes in accordance with agenda item 6.3 (Enclosure C).

Enclosure B (continued)

Agenda item 6.2: Amendment of the remaining provisions of the Articles of Association

CURRENT VERSION

[yet non-existent]

[yet non-existent]

REVISED VERSION

⁴ The Remuneration Committee supports the Board of Directors in determining the principles for the remuneration policy and in determining the remuneration for the members of the Board of Directors as well as the Executive Board in the framework of the overall remuneration amount approved by the General Meeting. It supports the Board of Directors in designing participation schemes and in fulfilling all other tasks in the area of remuneration. The Remuneration Committee develops appropriate recommendations for the attention of the Board of Directors. The Board of Directors may delegate other individual tasks and powers to the Remuneration Committee.

⁵ The Board of Directors appoints the Chairman of the Remuneration Committee and regulates all other matters in a separate set of regulations.

Clause 21 *Contracts regarding remuneration*

The employment contracts of the members of the Executive Board or of the Board of Directors, and other contracts regarding their remuneration, may have a term of a maximum of 12 months, or be valid indefinitely with a notice period of a maximum of 12 months.

Clause 22 *Mandates outside the Forbo Group*

¹ Members of the Board of Directors are permitted to hold a maximum of five mandates in listed legal entities and twenty mandates in non-listed legal entities.

² Members of the Executive Board are permitted to hold a maximum of two mandates in listed legal entities and seven mandates in non-listed legal entities. Members of the Executive Board require the advance consent of the Board of Directors before accepting any mandates.

³ Mandates in the most senior management or administration bodies of legal entities that require entry into the commercial register or comparable foreign registers, and which are not part of the Forbo Group, is considered a mandate in the sense of this Clause. Mandates in companies that are associated with one another outside the Forbo Group are in each case viewed as one mandate.

Enclosure B (continued)

Agenda item 6.2: Amendment of the remaining provisions of the Articles of Association

CURRENT VERSION

[yet non-existent]

[yet non-existent]

REVISED VERSION

Clause 24 Approval of the remuneration

¹ The 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 for the financial year that follows the General Meeting.

² The General Meeting approves, on an annual basis, separately, and with binding affect, the entire amount of the maximum fixed remuneration to be paid to the Executive Board for the financial year following the General Meeting and the amount of the variable remuneration to be paid to the Executive Board for the financial year preceding the General Meeting.

³ The Board of Directors may, in deviation from the above Paragraphs, also propose the General Meeting the approval of the entire amount of fixed and variable remuneration. It may also propose the approval of the remuneration for periods other than those defined in the previous Paragraphs.

⁴ If the General Meeting does not accept a proposal of the Board of Directors for the approval of the remuneration in accordance with the previous Paragraphs, the Board of Directors is entitled to, on the occasion of the same General Meeting make new proposal, or to adjourn the vote regarding the approval of the remuneration to an Extraordinary or the next Ordinary General Meeting. Until the approval of the fixed remuneration by the General Meeting, the Board of Directors may pay out the remuneration subject to the approval.

Clause 25 Additional amount for members of the Executive Board

The additional amount for the remuneration of members of the Executive Board, which are named in accordance with the vote regarding remuneration as per Clause 24, is a maximum of 40% of the entire amount of the remuneration to be paid to the Executive Board, approved in advance by the General Meeting.

Enclosure B (continued)

Agenda item 6.2: Amendment of the remaining provisions of the Articles of Association

CURRENT VERSION

[yet non-existent]

REVISED VERSION

Clause 26 Principles regarding fixed and performance-based remuneration and the allocation of shares of the Company

¹ The members of the Board of Directors receive a fixed remuneration, the amount of which is graded in accordance with each individual's position as Chairman or member, as well as on the basis of memberships in committees of the Board of Directors. Remuneration can be paid out to the members of the Board of Directors partially or wholly in the form of restricted shares of the Company.

² The members of the Executive Board receive a fixed and variable remuneration. The variable remuneration is composed of the performance-based remuneration ("bonus") and of the allocation of shares of the Company. The bonus is associated with the achievement of the individual (qualitative) objectives of the respective Executive Board member, as well as of the financial (quantitative) objectives of the Company, whereby the financial goals may relate to Group and/or Divisional objectives, depending on the role and responsibility of the respective member of the Executive Board. The Board of Directors determines and weights the individual and financial objectives. The bonus may be a maximum of 200% of the fixed remuneration of the respective member of the Executive Board. The fixed or performance-based remuneration can be paid out to the members of the Executive Board partially or wholly in the form of restricted shares of the Company. The bonus can, in specific cases such as the termination of the employment contract, be adjusted with the assumption that the objectives determined by the Board of Directors have been achieved in full.

³ If the fixed or performance-based remuneration is not paid out partially or wholly in cash, but in the form of shares of the Company, the Board of Directors defines factors that are decisive for the valuation of the shares issued, such as the time and method of valuation as well as the duration of the lock-up period associated with them. The duration of the lock-up period is generally three to five years. The Board of Directors may arrange for the lock-up periods being omitted entirely or partially if certain events occur (such as a change of control, termination of the employment contract respectively mandate, retirement or death).

Enclosure B (continued)

Agenda item 6.2: Amendment of the remaining provisions of the Articles of Association

CURRENT VERSION

[yet non-existent]

REVISED VERSION

⁴ The Company can contribute to management commitment and motivation to ensure sustainable company success by awarding shares of the Company to members of the Executive Board under participation schemes as part of their variable remuneration in addition to the performance-based components. The value of the shares awarded may not exceed half of the fixed remuneration of the relevant member of the Executive Board. The corresponding performance incentives can be short-, medium- or long-term. The Board of Directors can provide for a lock-up period of between three and five years and/or conditions precedent for shares awarded under participation schemes. Lock-up periods and conditions precedent can fully or partially cease to apply if certain events occur (such as change of control, termination of the employment contract, retirement or death). The value of the shares awarded is appraised at the time the shares are awarded as per the valuation method stipulated by the Board of Directors.

⁵ In accordance with the provisions above, the remuneration may also be paid out wholly or partially from directly and/or indirectly held subsidiaries.

⁶ Taking into account the above Paragraphs, the Board of Directors regulates all details of performance-based remuneration and the awarding of shares of the Company under participation schemes in a separate set of regulations.

Clause 27 *Loans, credits and benefits beyond occupational pensions*

¹ The Company may pay members of the Executive Board loans, credits and benefits beyond occupational pensions up to a maximum amount equal to the annual remuneration of the relevant member.

² The Board of Directors shall, as far as necessary, adopt the provisions on the regulation of granting loans, credits and benefits beyond occupational pensions.

Enclosure B (continued)

Agenda item 6.2: Amendment of the remaining provisions of the Articles of Association

CURRENT VERSION

Clause 20

¹ [Wording unchanged]

² The Annual Accounts, which will comprise the Profit and Loss Account, the Balance Sheet and the Appendix, as well as the Group Accounts, will be prepared in accordance with the provisions of the Swiss Code of Obligations and in particular Article 662a et seqq. thereof, and also in accordance with the generally acknowledged accounting principles.

Titel VI Bekanntmachungen

Clause 25

¹ [Wording unchanged]

² Notices to bearer shareholders will be given by publication in the Swiss Official Gazette of Commerce. Notices to registered shareholders will be given by ordinary letter to the address shown in the share register, to the extent no provision is made by law for another form of notice.

Titel VII Öffentliche Kaufangebote

Clause 26

¹ The shareholders of the Company are subject to the provisions of Federal law governing stock exchanges and trading in securities (BEHG) of March 24, 1995. The minimum price provision in paragraph 4 of Article 32 BEHG will be modified as follows:

² The price of the offer must be at least consistent with the stock exchange price. However, it may not be less than the highest price paid by the offeror for equity in the Company in the last 12 months.

REVISED VERSION

Clause 20⁷

¹ [Wording unchanged]

² The Annual Accounts, which will comprise the Profit and Loss Account, the Balance Sheet, *the cash flow statement* and the Appendix, *as well as* the Group Accounts *as well as the management report*, will be prepared in accordance with the provisions of the Swiss Code of Obligations *and in particular Article 662a et seqq. thereof, and also in accordance with the generally acknowledged accounting principles.*

Section VI Notices

Clause 25⁸

¹ [Wording unchanged]

² Notices to *bearer* shareholders will be given by publication in the *Swiss Official Gazette of Commerce* *official body of publication of the Company, to the extent no provision is made by law for another form of notice. Written n*otices to *registered* ~~the~~ shareholders will be given by ordinary letter to the address shown in the share register, *to the extent no provision is made by law for another form of notice.*

³ *Notices to individual shareholders can also occur electronically if their written permission has been obtained.*

Section VII Public Bids

Clause 26

¹ *The shareholders of the Company are subject to the provisions of Federal law governing stock exchanges and trading in securities (BEHG) of March 24, 1995. The minimum price provision in paragraph 4 of Article 32 BEHG will be modified as follows:*

² *The price of the offer must be at least consistent with the stock exchange price. However, it may not be less than the highest price paid by the offeror for equity in the Company in the last 12 months.*

^{7/8}Please note that this Paragraph is also subject to editorial changes in accordance with agenda item 6.3 (Enclosure C).

Enclosure C

Agenda item 6.3: Editorial changes of the Articles of Association

The adoption of this agenda item requires according to Clause 13 Paragraph 2 of the current Articles of Association an absolute majority of the shares represented.

Part 1: Redrafts

CURRENT VERSION

Clause 6

² Shareholders' subscriptions – with the exception of shareholder options – is excluded. Individual holders of option and conversion rights are entitled to subscribe for the new shares. Registration of the new registered shares in the share register in connection with the exercise of option or conversion rights, is subject to the limitations set out in Clause 4 above.

Clause 11

¹ The General Meeting will be presided over by the Chairman of the Board of Directors. In his absence, the meeting will be chaired by the Vice-Chairman or another member of the Board of Directors.

Part 2: Rearrangements

CURRENT VERSION

Clause 3 Paragraph 2
Clause 4
Clause 6
Clause 8 Cypher 5
Clause 9 Paragraph 1 and 2
Clause 10 Paragraph 1
Clause 10 Paragraph 2 and Paragraph 3 Phrase 1
Clause 10 Paragraph 3 Phrase 2
Clause 10 Paragraph 4
Clause 13 Paragraph 4
Clause 17 Paragraph 2
Clause 18 Paragraph 1 and 2
Clause 18 Paragraph 1 Cypher 7
Clause 18 Paragraph 3
Clause 19
Clause 20

REVISED VERSION

Clause 6

² Shareholders' subscriptions – with the exception of shareholder options – is excluded. Individual holders of option and conversion rights are entitled to subscribe for the new shares. Registration of the new registered shares in the share register in connection with the exercise of option or conversion rights, is subject to the limitations set out in Clause ~~4~~^{above}.

Clause 11

¹ The General Meeting will be presided over by the Chairman of the Board of Directors. In his absence, the meeting will be chaired by the Vice-Chairman or another member of the Board of Directors.

REVISED VERSION

Clause 5 Paragraph 8
Clause 6
Clause 4
Clause 8 Cypher 7
Clause 9 Paragraph 2 and 3
Clause 9 Paragraph 1
Clause 10 Paragraph 1 and 2
Clause 9 Paragraph 4
Clause 10 Paragraph 3
Clause 13 Paragraph 5
Clause 20
Clause 17 Paragraph 2 and 3
Clause 17 Paragraph 2 Cypher 8
Clause 19
Clause 23
Clause 28

Enclosure C (continued)

Agenda item 6.3: Editorial changes of the Articles of Association

Part 2: Rearrangements (continued)

CURRENT VERSION

- Clause 21
- Clause 22
- Clause 23
- Clause 24
- Clause 25

REVISED VERSION

- Clause 29 Paragraph 1
- Clause 29 Paragraph 2
- Clause 30
- Clause 31
- Clause 32

Part 3: Modification of section headers

CURRENT VERSION

- I. Company, Purpose, Registered Office and Duration
- II. Equity
- III. Company Authorities
- IV. Annual Accounts, Distribution of Profits, Reserves
- V. Winding-up and Liquidation
- VI. Notices
- VII. Public Bids

REVISED VERSION

- I. *Company, Purpose, Registered Office and Duration Principles*
- II. *Equity Share capital, shares and share register*
- III. *Company Authorities Organisation of the Company*
- IV. *Approval of remuneration as well as principles of remuneration, participation schemes and loans*
- ~~IV. Annual Accounts, Annual Report, Distribution of Profits, Reserves~~
- ~~V. Winding-up and Liquidation Final provisions~~
- ~~VI. Notices~~
- ~~VII. Public Bids~~

Part 4: Insertion of titles

- Clause 1 Business name, registered office and duration
- Clause 2 Purpose
- Clause 3 Share capital
- Clause 4 Conditional share capital
- Clause 5 Shares
- Clause 6 Share register, restrictions of registration and Nominees
- Clause 7 Governing bodies
- Clause 8 Powers
- Clause 9 Convocation and agenda items
- Clause 10 Form of the convocation
- Clause 11 Chairing of the Meeting
- Clause 12 Eligibility and representation
- Clause 13 Resolution and elections
- Clause 14 Voting procedure
- Clause 15 Composition, election and term of office
- Clause 16 Formation, meetings and resolution
- Clause 17 Responsibilities

- Clause 18 Remuneration Committee
- Clause 19 Further committees of the Board of Directors
- Clause 20 Delegation of the company management
- Clause 21 Contracts regarding remuneration
- Clause 22 Mandates outside the Forbo Group
- Clause 23 The Statutory Auditor
- Clause 24 Approval of the remuneration
- Clause 25 Additional amount for members of the Executive Board
- Clause 26 Principles regarding fixed and performance-based remuneration and the allocation of shares of the Company
- Clause 27 Loans, credits and benefits beyond occupational pensions
- Clause 28 Financial year and Annual Report
- Clause 29 Distribution of Profits
- Clause 30 Reserves
- Clause 31 Winding-up and Liquidation
- Clause 32 Notices