

Agenda for the 85th Ordinary General Meeting of Forbo Holding Ltd

April 26, 2013 at 3 pm (doors open 2.30 pm)
Casino Zug, Artherstrasse 2, 6300 Zug

1. Reporting on the financial year 2012

1.1 Annual Report, Annual Statements and Consolidated Financial Statements for the financial year 2012 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 financial year 2012.

1.2 Consultative vote on the remuneration report 2012

The Board of Directors proposes to approvingly take note of the remuneration report 2012 in a consultative vote.

Explanatory notes: The relevant information on the remuneration report is to be found in the Annual Report 2012 on pages 66 to 68 (Corporate Governance) and on pages 145 to 148 (Notes to the financial statements of Forbo Holding Ltd) and contain the principles for the remuneration of the Board of Directors and the Executive Board as well as the reporting on the remuneration 2012.

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 financial year 2012.

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 2012	CHF	93,119,606
Retained earnings	CHF	112,958,211
Release of general capital contribution reserves	CHF	24,632,880
Total available to the Ordinary General Meeting	CHF	230,710,697
Withholding tax-free distribution of CHF 12.00 per registered share	CHF	24,632,880
Balance to be carried forward	CHF	206,077,817

Explanatory notes: If the proposal for the appropriation of available earnings is approved, dividends will be paid to all shareholders from May 8, 2013. No distribution will be made to Forbo Holding Ltd for own shares held 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. Elections to the Board of Directors

4.1 Re-election of Dr. Albert Gnägi

The Board of Directors proposes to re-elect Dr. Albert Gnägi as a member of the Board of Directors for a further year.

4.2 Re-election of Michael Pieper

The Board of Directors proposes to re-elect Michael Pieper as a member of the Board of Directors for further three years.

Explanatory notes: The statutory term of office of Dr. Albert Gnägi and Mr. Michael Pieper will expire on the occasion of the General Meeting on April 26, 2013. Besides, Dr. Albert Gnägi will in early 2014 reach the mandatory retirement age, which is why he will stand for re-election for a term of office of one further year only. Accordingly the Board of Directors proposes the re-election of Dr. Gnägi for a term of office of one year.

5. Election of the Statutory Auditor

The Board of Directors proposes to re-elect PricewaterhouseCoopers AG as Statutory Auditor for a further year.



Annual Report

The Annual Report 2012 including the Business Report, the Consolidated Financial Statements and the Annual Statements 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 3, 2013. The Annual Report can also be downloaded from Forbo's internet page under www.forbo.com – Media Centre – Corporate Publications 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. A reply coupon (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 23, 2013 shall determine the rights to attend the General Meeting and powers of representation of the shareholders. The last transfers of share ownership will be accepted up to April 22, 2013, 4 pm. After that the share register will be closed.

Granting of proxies

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 power of attorney, the proxy form is to be used, which is on the back of the admission card, which the shareholders will receive after returning the reply coupon. It is also possible to be represented by our Company by signing the power of attorney on the reply coupon and returning this to the share register office.

In addition, shareholders may appoint Mr. Andreas G. Keller, Attorney-at-Law, Gehrenholzpark 2G, P.O. Box 2924, 8021 Zurich, as an independent proxy exercising voting rights as defined by Article 689c of the Swiss Code of Obligations. To grant power of attorney, the proxy provided on the reply coupon is to be signed and sent to the independent proxy together with the relevant instructions. If no instructions are given, the independent proxy will vote in line with the proposals of the Board of Directors and abstain from voting, where the Board of Directors has not submitted a proposal.

Proxy holders of deposited shares

Proxy holders of deposited shares as defined by Article 689d of the Swiss Code of Obligations are requested to inform the Company of the number of shares represented by them as soon as possible, but no later than April 26, 2013, at the entrance control desk. The institutions governed by the Federal Law on Banks and Savings Banks of November 8, 1934 and professional asset managers shall be deemed to be proxy holders of deposited shares.

Baar, April 3, 2013

Forbo Holding Ltd
On behalf of the Board of Directors

A handwritten signature in black ink, appearing to read 'Gnägi', with a small dot at the end.

Dr. Albert Gnägi
Chairman

flooring. movement.

