

Minutes

of the 85th Ordinary General Meeting of

Forbo Holding Ltd

held on April 26, 2013, at 3.00 p.m. at Casino Zug

Dr. Albert Gnägi, Chairman of the Board of Directors, opens the meeting and takes the chair.

In his address to the meeting, the Chairman summarizes the course of business as well as the financial results of the past business year. Subsequently, Mr. This E. Schneider, Delegate of the Board of Directors and CEO, gives a general view of the operational development of the group and closes his remarks with a prospect of the current business year. The Chairman then presents the considerations and decisions regarding succession planning in Forbo Group's management.

Before moving on to the statutory part of the meeting, the Chairman offers the opportunity to the shareholders to comment the explanations or to make general statements not connected with a particular agenda item and he points out that the further course of the meeting will be recorded on tape.

No shareholder takes the floor.

The Chairman continues with the second part of the meeting and states that:

- the invitation with the agenda of the meeting was published in the Swiss Official Gazette of Commerce of April 4, 2013;
- the invitation, a summary of the Annual Report 2012 and afterward the admission cards were directly sent to the addresses of the shareholders known to Forbo Holding Ltd;
- the Annual Report und the reports of the Statutory Auditor have been available at the headquarters of Forbo Holding Ltd as of April 3, 2013;

and that the 85th Ordinary General Meeting was duly convened and no requests by shareholders have been received to include additional items on the agenda.

The Chairman designates Mr. Karim Hanna, Head Corporate Legal Services, as Secretary according to § 11 subparagraph 2 of the Articles of Association and asks Peter Keller, Zürcher Kantonalbank, Michael Keller, UBS AG, Ronnie Müller, Credit Suisse, and Holger Reichert, Basler Kantonalbank, to act as tellers. The independent proxy, attorney-at-law Andreas G. Keller from Zurich, is represented by lic. iur. Raphael Keller. The Chairman also welcomes him. The Chairman further welcomes the present representatives from the Statutory Auditor, PricewaterhouseCoopers AG in Zurich, Daniel Ketterer, Stefan Räbsamen and Reto Tognina as well as the corporate proxy, Nicole Graf-Häfeli, Secretary to the Board of Directors.

The Chairman then states that the Ordinary General Meeting is duly constituted and according to § 13 of the Articles of Association competent to pass resolutions, irrespectively of the number of shareholders present and the amount of share capital represented.

No objection is raised against this finding.

The Secretary presents the attendance figures¹, stating that 125 shareholders are present and that from the total share capital of CHF 225,000.00, divided into 2,250,000.00 shares with a par value of CHF 0.10 each, a total of 1,402,746 registered shares with a par value of CHF 0.10 each are represented and belong to the following categories:

- a) Shareholders: 722,184 registered shares with a par value of CHF 0.10 each;
- b) Corporate proxy: 142,981 registered shares with a par value of CHF 0.10 each;
- c) Independent proxy: 537,581 registered shares with a par value of CHF 0.10 each;
- d) Proxy holders of deposited shares: none.

and then announces that shares held by the company have no voting rights and are therefore not represented at the General Meeting.

¹ The presented attendance reflects the figures as at 3.20 pm.

The Chairman finally tells that all voting results will, in deviation from previous years, be accurately determined and projected on a monitor in front of the hall following the General Meeting and attached to the minutes respectively. The subtraction method is applied, i.e. the votes against and the abstentions will be recorded by the tellers and deducted from the total votes represented.

The Chairman then moves on to the agenda items:

Agenda item 1.1: Annual Report, Annual Statements and Consolidated Financial Statements for the financial year 2012 and receipt of the reports of the Statutory Auditor

A. Proposal of the Board of Directors

The Chairman states that the Board of Directors proposes to approve the Annual Report, the Annual Statements and the Consolidated Financial Statements for the financial year 2012 and proceeds to vote on agenda item 1.1 as there were no requests to speak.

B. Voting result

The Chairman announces after an open vote that the Ordinary General Meeting has approved the proposal of the Board of Directors with a large majority, with a few votes against and a few abstentions.

No objection is raised against these findings.

Detailed result:

| REPRESENTED | YES | | NO | ABSTENTION |
|-------------|-----------|--------|-----|------------|
| 1,406,976 | 1,406,216 | 99.95% | 440 | 320 |

Agenda item 1.2: Consultative vote on the remuneration report 2012

A. Proposal of the Board of Directors

The Chairman informs that the shareholders are again offered the opportunity to decide on the remuneration report in a consultative vote. The Board of Directors proposes to approvingly acknowledge the remuneration report in a consultative vote. As nobody requests to speak, the Chairman proceeds to the vote on agenda item 1.2.

B. Voting result

The Chairman announces after an open vote that the Ordinary General Meeting has approved the proposal of the Board of Directors with a large majority, with a few votes against and a few abstentions.

No objection is raised against these findings.

Detailed result:

| REPRESENTED | YES | | NO | ABSTENTION |
|-------------|-----------|--------|--------|------------|
| 1,407,061 | 1,383,903 | 98.35% | 20,684 | 2,474 |

Agenda item 2: Discharge of the members of the Board of Directors and the Executive Board

A. Proposal of the Board of Directors

The Board of Directors proposes the discharge of the members of the Board of Directors and the Executive Board for the financial year 2012.

The Chairman briefly explains the consequences of the discharge and points out that the members of the Board of Directors and the Executive Board are excluded from the right to vote in connection with agenda item 2 and that therefore the number of represented shares and the absolute majority is reduced accordingly. The Chairman offers shareholders the opportunity to comment on agenda item 2 and, as nobody takes the floor, proceeds to the vote on the discharge of the members of the Board of Directors and the Executive Board altogether.

B. Voting result

The Chairman announces after an open vote that the Ordinary General Meeting has approved the proposal of the Board of Directors with a large majority, with a few votes against and a few abstentions.

No objection is raised against these findings.

Detailed result:

| REPRESENTED | YES | | NO | ABSTENTION |
|-------------|---------|--------|-------|------------|
| 638,678 | 627,732 | 98.29% | 7,536 | 3,410 |

Agenda item 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

A. Proposal of the Board of Directors

The Chairman states that the Board of Directors proposes to the General Meeting to distribute a withholding tax-free repayment of capital contribution in the amount of about CHF 24,632,880 out of the available earnings in the amount of CHF 230,710,697 (consisting of net profit 2012 of CHF 93,119,606, retained earnings of CHF 112,958,211 and release of general capital contribution reserves in the amount of CHF 24,632,880) and to carry forward CHF 206,077,817 to the new accounts. This would result in a dividend in the same amount as last year, i.e. CHF 12.00 per registered share qualified for dividend with a par value of CHF 0.10. The Chairman explains that for shares held by Forbo Holding Ltd, no repayment of capital contribution will be distributed and that the exact amount of the release of the capital contribution reserve as well as the amount to be carried forward to the new accounts could slightly change due to changes in the stock of own shares up to the day of determination of the qualification for dividend.

The Chairman opens the discussion on agenda item 3 and proceeds to the vote as nobody requests to speak.

B. Voting result

The Chairman announces after an open vote that the Ordinary General Meeting has approved the proposal of the Board of Directors with a large majority, with a few votes against and a few abstentions.

No objection is raised against these findings.

Detailed result:

| REPRESENTED | YES | | NO | ABSTENTION |
|-------------|-----------|--------|---------|------------|
| 1,407,061 | 1,217,131 | 86.50% | 189,083 | 847 |

Agenda item 4.1: Re-election of Dr. Albert Gnägi

A. Proposal of the Board of Directors

Mr. This E. Schneider, Delegate of the Board of Directors and CEO, leads through this agenda item as it concerns the re-election of the Chairman. He explains that the term of office of Dr. Albert Gnägi will expire this year and that 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. Albert Gnägi for a further term of one year. As nobody requests to speak, a vote is taken on the re-election of Dr. Albert Gnägi.

B. Voting result

Mr. This E. Schneider, Delegate of the Board of Directors and CEO, announces after an open vote that the Ordinary General Meeting has approved the proposal of the Board of Directors with a large majority, with a few votes against and a few abstentions.

No objection is raised against these findings.

Mr. This E. Schneider, Delegate of the Board of Directors and CEO, congratulates Dr. Albert Gnägi on this excellent result. Dr. Albert Gnägi orally declares acceptance of the vote.

Detailed result:

| REPRESENTED | YES | | NO | ABSTENTION |
|-------------|-----------|--------|-------|------------|
| 1,407,061 | 1,395,993 | 99.21% | 9,944 | 1,124 |

Agenda item 4.2: Re-election of Michael Pieper

A. Proposal of the Board of Directors

The Chairman informs that the term of office of Mr. Michael Pieper will also end this year and that he as well stands for re-election. Accordingly the Board of Directors proposes to re-elect Mr. Pieper for a term of three years. As nobody requests to speak, a vote is taken on the re-election of Mr. Michael Pieper.

B. Voting result

The Chairman announces after an open vote that the Ordinary General Meeting has approved the proposal of the Board of Directors with a large majority, with a few votes against and a few abstentions.

No objection is raised against these findings.

The Chairman congratulates Mr. Michael Pieper on this excellent result. Michael Pieper orally declares acceptance of the vote.

Detailed result:

| REPRESENTED | YES | | NO | ABSTENTION |
|-------------|-----------|--------|--------|------------|
| 1,407,061 | 1,315,005 | 93.46% | 91,084 | 972 |

Agenda item 5: Election of the Statutory Auditor

A. Proposal of the Board of Directors

The Chairman presents the proposal of the Board of Directors to re-elect PricewaterhouseCoopers AG as Statutory Auditor for the year 2013.

As nobody requests to speak, the Chairman proceeds to the vote.

B. Voting result

The Chairman announces after an open vote that the Ordinary General Meeting has approved the proposal of the Board of Directors with a large majority, with a few votes against and a few abstentions.

No objection is raised against these findings.

The Chairman informs that PricewaterhouseCoopers AG accepted the vote in writing. The present representatives of the Statutory Auditor orally reiterate the acceptance of the mandate.

Detailed result:

| REPRESENTED | YES | | NO | ABSTENTION |
|-------------|-----------|--------|--------|------------|
| 1,407,061 | 1,322,957 | 94.02% | 83,687 | 417 |

The Chairman finally announces that the next Ordinary General Meeting will take place on Friday, April 25, 2014, probably at the same place, and closes the meeting at 4.00 p.m.

Baar, April 26, 2013

The Chairman:

The Secretary:

Dr. Albert Gnägi

Karim Hanna