

Agenda for the 84th Ordinary General Meeting of Forbo Holding Ltd

April 27, 2012 at 3 pm (doors open 2.30 pm)
Casino Zug, Artherstrasse 2, 6300 Zug

1. Reporting on the financial year 2011

1.1 Annual Report, Annual Statements and Consolidated Financial Statements for the financial year 2011 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 2011.

1.2 Consultative vote on the remuneration report 2011

The Board of Directors proposes to approvingly take note of the remuneration report 2011 in a consultative vote.

Explanatory notes: The relevant information on the remuneration report is to be found in the Annual Report 2011 on pages 74 to 76 (corporate governance report) and on pages 153 to 156 (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 2011.

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 2011.

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 2011	CHF	47,995,804
Retained earnings	CHF	242,047,247
Capital reduction	CHF	-30,663,097
Release of general capital contribution reserves	CHF	27,585,096
Total available to the Ordinary General Meeting	CHF	286,965,050
Withholding tax-free distribution of CHF 12.00 per registered share	CHF	27,585,096
Balance to be carried forward	CHF	259,379,954

Explanatory notes: If the proposal for the appropriation of available earnings is approved, dividends will be paid to all shareholders from May 7, 2012. 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 Mr. Vincent Studer

The Board of Directors proposes to re-elect Mr. Vincent Studer as a member of the Board of Directors for further three years.

4.2 Re-election of Dr. Reto Müller

The Board of Directors proposes to re-elect Dr. Reto Müller as a member of the Board of Directors for three years.

Explanatory notes: The statutory term of office of Mr. Vincent Studer and Dr. Reto Müller will expire on the occasion of the General Meeting on April 27, 2012. Accordingly the Board of Directors proposes their re-election for a term of office of three years.

5. Election of the Statutory Auditor

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



Business Report

The Business Report 2011 including the Annual 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 4, 2012. The Business 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 are attached to the notice.

The entries in the share register on April 24, 2012 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 23, 2012, 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 27, 2012, 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 4, 2012

Forbo Holding Ltd
On behalf of the Board of Directors

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

Dr. Albert Gnägi
Chairman

flooring. bonding. movement.

