

Minutes (short version)

of the 84th Ordinary General Meeting of

Forbo Holding Ltd

held on April 27, 2012, at 3.00 p.m. in the 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, summarizes the operational development of the Group and closes his remarks with an outlook for the current business year.

Before moving on to the statutory part of the meeting, the Chairman offers shareholders the opportunity to comment on his remarks 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.

Two shareholders take the floor. After having answered their questions, the Chairman continues with the statutory part of the meeting.

The Chairman states that:

- the invitation with the agenda of the meeting was published in the Swiss Official Gazette of Commerce of April 5, 2012;
- the invitation, a summary of the Annual Report 2011 and afterward the admission cards were directly sent to the addresses of the shareholders known to Forbo Holding Ltd;
- the Business Report and the reports of the Statutory Auditor were available at the headquarters of Forbo Holding Ltd as of April 4, 2012;

and that the 84th Ordinary General Meeting was duly convened and no requests by shareholders were 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, und Albert Fehr, Banque Cantonale Vaudoise, to act as tellers. The Chairman welcomes the independent proxy, attorney-at-law Andreas G. Keller from Zurich, the present representatives of the Statutory Auditor, PricewaterhouseCoopers AG in Zurich, Daniel Ketterer and Stefan Räbsamen as well as the corporate proxy, Nicole Häfeli, assistant to the CEO and 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, irrespective of the number of shareholders present and the amount of share capital represented.

No objection is raised against these findings.

The Secretary presents the attendance figures, stating that 134 shareholders are present and from the total share capital of CHF 250,000.00, divided into 2,500,000 registered shares with a par value of CHF 0.10 per share, a total of 1,356,143 registered shares with a par value of CHF 0.10 per share are represented and belong to the following categories:

- a) Shareholders: 705,700 registered shares with a par value of CHF 0.10 per share;
- b) Corporate proxy: 234,614 registered shares with a par value of CHF 0.10 per share;
- c) Independent proxy: 415,829 registered shares with a par value of CHF 0.10 per share;
- 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.

The Chairman moves on to the agenda items:

Agenda item 1.1: Annual Report, Annual Statements and Consolidated Financial Statements for the financial year 2011 and receipt of the reports of the Statutory Auditor

A. Proposal of the Board of Directors

The Chairman announces that the Board of Directors proposes to approve the Annual Report, the Annual Statements and the Consolidated Financial Statements for the financial year 2011 and proceeds to the 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 General Meeting has approved the proposal of the Board of Directors with a large majority, with a few votes against.

No objection is raised against these findings.

Agenda item 1.2: Consultative vote on the remuneration report 2011

A. Proposal of the Board of Directors

The Chairman informs that shareholders are again offered the opportunity to decide on the remuneration report. The Board of Directors proposes to approvingly take note of the remuneration report 2011 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 General Meeting has approved the proposal of the Board of Directors with a clear majority, with a few abstentions and some votes against.

No objection is raised against these findings.

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 to grant discharge to the members of the Board of Directors and the Executive Board for the financial year 2011.

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 in globo.

B. Voting result

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

No objection is raised against these findings.

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 27,585,096 out of the available earnings in the amount of CHF 286,965,050 (consisting of net profit for 2011 of CHF 47,995,804, retained earnings of CHF 242,047,247 and release of general capital contribution reserves in the amount of CHF 27,585,096, less capital reduction of CHF 30,663,097) and to carry forward CHF 259,379,954 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 and accordingly the repayment of capital contribution as well as the amount to be carried forward to the new accounts could slightly change due to changes in the stock of treasury 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 General Meeting has approved the proposal of the Board of Directors with a large majority, with a few abstentions and a few votes against.

No objection is raised against these findings.

Agenda item 4.1: Re-election of Mr. Vincent Studer

A. Proposal of the Board of Directors

The Chairman announces that the term on the Board of Vincent Studer will end this year and that he is standing for re-election. Accordingly the Board of Directors proposes to re-elect Mr. Studer for a further term of three years. As nobody requests to speak, a vote is taken on the re-election of Vincent Studer.

B. Voting result

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

No objection is raised against these findings.

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

Agenda item 4.2: Re-election of Dr. Reto Müller

A. Proposal of the Board of Directors

The Chairman announces that the term on the Board of Dr. Reto Müller also ends this year and that he is also standing for re-election. Accordingly the Board of Directors proposes to re-elect Mr. Müller for a term of three years. As nobody requests to speak, a vote is taken on the re-election of Dr. Reto Müller.

B. Voting result

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

No objection is raised against these findings.

The Chairman congratulates Dr. Müller on this excellent result. Dr. Müller orally declares acceptance of the vote.

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 2012 business year.

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

B. Voting result

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

No objection is raised against these findings.

The present representatives of the Statutory Auditor orally declare their readiness to accept the mandate. Furthermore, the Chairman informs that by letter of April 27, 2012, PricewaterhouseCoopers AG accepted the vote and declared that it complies with the legal requirements.

The Chairman finally announces that the next Ordinary General Meeting will take place on Friday, April 26, 2013, probably at the same place, and closes the meeting at 4.08 p.m.

Baar, April 27, 2012

The Chairman:

The Secretary:

Dr. Albert Gnägi

Karim Hanna