

# Agenda for the 92<sup>nd</sup> Ordinary General Meeting of Forbo Holding Ltd

Friday, April 3, 2020, at **2.30 p.m.** (doors open 2 p.m.)  
Casino Zug, Artherstrasse 2, 6300 Zug

### **1. Reporting on the 2019 business year**

#### **Annual Report, annual statements and consolidated financial statements for the 2019 business year 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 2019 business year and to receive the reports of the Statutory Auditor.

### **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 2019 business year.

### **3. Appropriation of available earnings**

The Board of Directors proposes the following appropriation of available earnings:

Net profit 2019	CHF	26,266,218
Retained earnings	CHF	444,436,650
Treasury shares	- CHF	34,800,227
Total at the Ordinary General Meeting's disposal	CHF	435,902,641
Distribution of an ordinary gross dividend of CHF 23.00 per registered share	CHF	36,830,245
Balance to be carried forward	CHF	399,072,396

Explanatory notes: If agenda item 3 is approved, dividends will be paid to all shareholders as of April 14, 2020. The distribution of the ordinary dividend is made net of the federal withholding tax of 35 percent. No distribution will be made for the treasury shares held by Forbo Holding Ltd or a subsidiary thereof on the record date, which is why the amount definitively specified for the distribution of the ordinary dividend respectively the balance to be carried forward may change.

#### **4. Approval of remunerations**

##### **4.1 Consultative vote on the 2019 remuneration report**

The Board of Directors proposes to approvingly take note of the 2019 remuneration report in a consultative vote.

##### **4.2 Approval of the maximum total remuneration of the Board of Directors for 2021**

The Board of Directors proposes to approve the amount of the maximum total remuneration to be paid to the Board of Directors for the 2021 business year of **CHF 4,000,000** (including the usual social insurance contributions, the private company car use as well as lump sum or location expenses).

##### **4.3 Approval of the maximum fixed remuneration of the Executive Board for 2021**

The Board of Directors proposes to approve the amount of the maximum fixed remuneration to be paid to the Executive Board for the 2021 business year of **CHF 2,500,000** (including the usual social insurance and pension fund contributions as well as private company car use).

##### **4.4 Approval of the variable remuneration of the Executive Board for 2019**

The Board of Directors proposes to approve the amount of the variable remuneration to be paid to the Executive Board for the 2019 business year of **CHF 120,000** (including thereon accumulated old-age and survivor's contributions contained in column 'Other remuneration' in the 2019 remuneration report).

##### **4.5 Approval of the maximum variable long-term remuneration of the Executive Board for 2020 (allocation of reversionary subscription rights)**

The Board of Directors proposes to approve the amount of the maximum variable long-term remuneration (long-term incentive plan 2020 – 2022) to be paid to the Executive Board for the 2020 business year of **CHF 400,000** (including the usual social insurance contributions).

Explanatory notes: The relevant information on the remuneration report is to be found in the 2019 Annual Report on pages 73 to 89. In accordance with Article 18 of the Ordinance against Excessive Remuneration in Listed Public Companies (OaER) and Clause 24 Paragraph 1 and 2 of the Articles of Association of Forbo Holding Ltd, the Ordinary 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 and the Executive Board for the business year that follows the Ordinary General Meeting, the amount of the variable remuneration to be paid to the Executive Board under a performance-based bonus program for the business year preceding the Ordinary General Meeting and the entire amount of the maximum variable remuneration to be paid to the Executive Board under a long-term incentive plan for the current business year. Additional information on agenda items 4.2 to 4.5 can be found in the 2019 remuneration report on pages 84 and 85.

## **5. Elections to the Board of Directors**

### **5.1 Re-election of This E. Schneider as Executive Chairman of the Board of Directors**

The Board of Directors proposes that This E. Schneider be re-elected as a member and Executive Chairman of the Board of Directors.

### **5.2 Re-election of Dr. Peter Altorfer as a member of the Board of Directors**

The Board of Directors proposes that Dr. Peter Altorfer be re-elected as a member of the Board of Directors.

### **5.3 Re-election of Michael Pieper as a member of the Board of Directors**

The Board of Directors proposes that Michael Pieper be re-elected as a member of the Board of Directors.

### **5.4 Re-election of Claudia Coninx-Kaczynski as a member of the Board of Directors**

The Board of Directors proposes that Claudia Coninx-Kaczynski be re-elected as a member of the Board of Directors.

### **5.5 Re-election of Dr. Reto Müller as a member of the Board of Directors**

The Board of Directors proposes that Dr. Reto Müller be re-elected as a member of the Board of Directors.

### **5.6 Re-election of Vincent Studer as a member of the Board of Directors**

The Board of Directors proposes that Vincent Studer be re-elected as a member of the Board of Directors.

Explanatory notes: In accordance with Article 3 respectively Article 4 OaER the General Meeting elects the members of the Board of Directors as well as the Chairman of the Board of Directors. Each election will then be valid until the close of the next Ordinary General Meeting.

## **6. Elections to the Remuneration Committee**

### **6.1 Re-election of Dr. Peter Altorfer as a member of the Remuneration Committee**

The Board of Directors proposes to re-elect Dr. Peter Altorfer as a member of the Remuneration Committee.

### **6.2 Re-election of Claudia Coninx-Kaczynski as a member of the Remuneration Committee**

The Board of Directors proposes to re-elect Claudia Coninx-Kaczynski as a member of the Remuneration Committee.

### **6.3 Re-election of Michael Pieper as a member of the Remuneration Committee**

The Board of Directors proposes to re-elect Michael Pieper as a member of the Remuneration Committee.

Explanatory notes: In accordance with Article 7 OaER the General Meeting elects the members of the Remuneration Committee. Each election will then be valid until the close of the next Ordinary General Meeting.

## **7. Election of the Statutory Auditor**

The Board of Directors proposes that the mandate of KPMG Ltd as Statutory Auditor be extended for a further year.

## **8. Election of the independent proxy**

The Board of Directors proposes that René Peyer, attorney-at-law and notary public in Zug, be re-elected as independent proxy.

Explanatory notes: In accordance with Article 8 OaER the General Meeting elects the independent proxy. The election will be valid until the close of the next Ordinary General Meeting. The independent proxy meets the mandatory requirements on the independence according to Article 8 OaER.



## **Annual Report**

The 2019 Annual Report including the business report, the annual statements and the consolidated financial statements, the remuneration report, the corporate governance report 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 March 13, 2020. The Annual Report can also be downloaded from Forbo's website at [www.forbo.com](http://www.forbo.com) – Investors and will be sent by the company on request to any shareholder.

## **Access to the Ordinary General Meeting**

The shareholders entered in the share register will receive notice of this meeting by regular mail or via the indirect voting platform if they have renounced to receive notifications by regular mail. A reply card (attendance of 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 March 31, 2020, shall determine the rights to attend the Ordinary General Meeting and powers of representation of the shareholders. The last requests for transfers in the share register will be accepted up to March 30, 2020, 4 p.m. Thereafter, the share register will be closed.

### **Granting of proxies and instructions**

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 the proxy, shareholders can either use the reply card enclosed with the invitation, or they can use the proxy form on the back of the admission card. Shareholders will receive the admission card after they have returned the reply card.

In addition, shareholders may appoint Mr. René Peyer, attorney-at-law and notary public, Schweiger Advokatur/Notariat, Dammstrasse 19, 6300 Zug, as an independent proxy exercising voting rights as defined by Article 8 ff. OaER. To grant power of attorney, the proxy provided on the reply card is to be signed and sent to the independent proxy together with the relevant instructions.

The shareholders of Forbo Holding Ltd can grant proxies and instructions to the independent proxy electronically via the indirect voting platform (IDVS) of our share register. Furthermore the shareholders can register for the Ordinary General Meeting, order the admission card and other documents via this platform. Shareholders who don't have an IDVS account have to register on the platform first. The relevant personalized access data, along with all other information on the registration, will be sent to shareholders along with the invitation documents.

Baar, March 12, 2020

Forbo Holding Ltd  
On behalf of the Board of Directors



This E. Schneider  
Executive Chairman

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