

# Agenda for the 96<sup>th</sup> Ordinary General Meeting of Forbo Holding Ltd

Friday, April 5, 2024, at 2.30 p.m. (doors open 2 p.m.)  
Casino Zug, Artherstrasse 2, 6300 Zug

## **1. Reporting on the 2023 business year**

### **1.1 Annual Report, annual statements, and consolidated financial statements for the 2023 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 2023 business year and to receive the reports of the Statutory Auditor.

### **1.2 Sustainability Report for the 2023 business year**

The Board of Directors proposes to approve the Sustainability Report for the 2023 business year.

Explanatory notes: The relevant information on the Sustainability Report is to be found in the 2023 Annual Report on pages 51 to 78.

## **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 2023 business year.

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

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

Net profit 2023	CHF million	87.2
Retained earnings	CHF million	387.5
Treasury shares	– CHF million	77.6
Total at the Ordinary General Meeting's disposal	CHF million	397.1
Distribution of an ordinary gross dividend of CHF 25.00 per registered share	CHF million	35.2
Balance to be carried forward	CHF million	361.9

Explanatory notes: If agenda item 3 is approved, dividends will be paid to all shareholders as of April 12, 2024. 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. Amendment of the Articles of Association to the new company law**

### **4.1 Introduction of a capital band**

The Board of Directors proposes the amendment of the Articles of Association in accordance with the detailed description in **Enclosure A** to the agenda.

### **4.2 Use of digital technologies at the General Meeting**

The Board of Directors proposes the amendment of the Articles of Association in accordance with the detailed description in **Enclosure B** to the agenda.

### **4.3 Further amendments to the Articles of Association**

The Board of Directors proposes the amendment of the Articles of Association in accordance with the detailed description in **Enclosure C** to the agenda.

Explanations: The revision of company law which came into force on January 1, 2023 not only strengthened shareholder and minority rights, but also brought improvements in the area of corporate governance, modernizations in the holding of general meetings, greater flexibility in the structuring of capital regulations and the transfer of provisions against excessive remuneration to statutory level. Companies must adapt their Articles of Association to the new provisions within the two-year transition period.

A detailed description of the amendment of the Articles of Association of Forbo Holding Ltd to the new company law can be found in the enclosures to the agenda. The enclosures can also be downloaded from Forbo's website at [www.forbo.com](http://www.forbo.com) → Investors → Ordinary General Meeting.

As the introduction of a capital band required a majority of two thirds of the votes represented at the General Meeting, as well as an absolute majority of the par values of the shares represented, voting on the amendment of the Articles of Association will take place in separate ballots.

## **5. Approval of remunerations**

### **5.1 Consultative vote on the 2023 Remuneration Report**

The Board of Directors proposes to approvingly take note of the 2023 Remuneration Report in a consultative vote.

### **5.2 Approval of the maximum total remuneration of the Board of Directors for 2025**

The Board of Directors proposes to approve the amount of the maximum total remuneration to be paid to the Board of Directors for the 2025 business year of **CHF 3,200,000** (including the usual social insurance contributions, private company car use, as well as lump sum or location expenses).

### **5.3 Approval of the maximum fixed remuneration of the Executive Board for 2025**

The Board of Directors proposes to approve the amount of the maximum fixed remuneration to be paid to the Executive Board for the 2025 business year of **CHF 2,700,000** (including the usual social insurance and pension fund contributions, as well as private company car use).

### **5.4 Approval of the variable remuneration of the Executive Board for 2023**

The Board of Directors proposes to approve the amount of the variable remuneration to be paid to the Executive Board for the 2023 business year of **CHF 390,000** (including thereon accumulated old-age and survivor's contributions contained in the column 'Other remuneration' in the 2023 Remuneration Report).

### **5.5 Approval of the maximum variable long-term remuneration of the Executive Board for 2024 (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 2024–2026) to be paid to the Executive Board for the 2024 business year of **CHF 1,000,000** (including the usual social insurance contributions).

Explanatory notes: The relevant information on the Remuneration Report is to be found in the 2023 Annual Report on pages 101 to 119. In accordance with Article 735 CO 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 5.2 to 5.5 can be found in the 2023 Remuneration Report on pages 112 and 113.

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

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

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

### **6.2 Re-election of Michael Pieper as an independent member of the Board of Directors**

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

### **6.3 Re-election of Claudia Coninx-Kaczynski as an independent member of the Board of Directors**

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

### **6.4 Re-election of Dr. Eveline Saupper as an independent member of the Board of Directors**

The Board of Directors proposes that Dr. Eveline Saupper be re-elected as an independent member of the Board of Directors.

### **6.5 Re-election of Vincent Studer as an independent member of the Board of Directors**

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

### **6.6 Election of Jörg Kampmeyer as an independent member of the Board of Directors**

The Board of Directors proposes that Jörg Kampmeyer be elected as an independent member of the Board of Directors.

### **6.7 Election of Bernhard Merki as an independent member of the Board of Directors**

The Board of Directors proposes that Bernhard Merki be elected as an independent member of the Board of Directors.

Explanatory notes: The brief curriculum vitae of the two Board members newly proposed for election can be found at [www.forbo.com](http://www.forbo.com) → Investors → Ordinary General Meeting. In accordance with Article 698 Paragraph 2 Clause 2 in conjunction with Article 710 Paragraph 1 CO respectively Article 712 Paragraph 1 CO, the General Meeting elects the members of the Board of Directors as well as the Chairman of the Board of Directors, whereby the election will be valid until the close of the next Ordinary General Meeting. The independent members of the Board of Directors are considered independent as defined by the "Swiss Code of Best Practice for Corporate Governance".

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

### **7.1 Re-election of Claudia Coninx-Kaczynski as an independent member of the Remuneration Committee**

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

### **7.2 Re-election of Michael Pieper as an independent member of the Remuneration Committee**

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

### **7.3 Election of Bernhard Merki as an independent member of the Remuneration Committee**

The Board of Directors proposes to elect Bernhard Merki as an independent member of the Remuneration Committee.

Explanatory notes: In accordance with Article 733 CO, the General Meeting elects the members of the Remuneration Committee, whereby the election will be valid until the close of the next Ordinary General Meeting. The independent members of the Remuneration Committee are considered independent as defined by the «Swiss Code of Best Practice for Corporate Governance».

## **8. 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.

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

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

Explanatory notes: In accordance with Article 689c Paragraph 1 CO, the General Meeting elects the independent proxy, whereby 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 689b Paragraph 4 CO.



## **Annual Report**

The 2023 Annual Report, including the business report, the annual statements and the consolidated financial statements, the Remuneration Report, the Corporate Governance Report, the Sustainability Report as well as the reports of the Statutory Auditor, is available for inspection by the shareholders at the registered office of the company from March 13, 2024. 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.

## **Invitation and right to vote**

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 as well as a summary of the Annual Report is attached to that notice. The entries in the share register on April 2, 2024, shall determine the right to vote at the Ordinary General Meeting. The last requests for transfers in the share register will be accepted up to March 28, 2024, 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 689c CO. 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 (SisVote) 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 a Sis-Vote account have to register on the platform first. The relevant personalized access details, and all other information on the registration, will be sent to shareholders along with the invitation documents.

Baar, March 13, 2024

Forbo Holding Ltd  
On behalf of the Board of Directors



This E. Schneider  
Chairman

In this document, gender-specific wording has mostly been disregarded solely for the sake of better readability. The masculine forms used are to be understood as gender-neutral.