

ZUMTOBEL Group

Joint Proposals by the Supervisory Board and the Management Board for Resolutions

Point 1 of the Agenda

"Presentation of the approved annual financial statements as of 30 April 2019 together with the report of the Management Board, the consolidated corporate governance report and the report of the Supervisory Board on the 2018/2019 financial year as well as the presentation of the consolidated financial statements and the group management report as of 30 April 2019."

The Management Board and the Supervisory Board of Zumtobel Group AG hereby determine that a resolution, and consequently also a proposal for a resolution, on this point of the agenda is not required. The above documents can be reviewed in the Internet under www.zumtobelgroup.com.

The financial statements of Zumtobel Group AG for the 2018/19 financial year, including deferred tax assets (which are blocked from distribution), do not show any distributable profit. Therefore, a resolution for the distribution of profit is not proposed.

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Point 2 of the Agenda

"Resolution on the release of the members of the Management Board and Supervisory Board from liability for the 2018/2019 financial year."

The Management Board and the Supervisory Board of Zumtobel Group AG recommend the approval of the following resolutions to this point of the agenda by the annual general meeting:

- a) "Management Board members Alfred Felder, born on 20.7.1963, Bernard Motzko, born on 15.11.1962 and Thomas Tschol, born on 14.9.1970, as well as
 - b) all members of the Supervisory Board
- of Zumtobel Group AG are, in separate voting procedures, hereby released from liability for their respective activities during the 2018/2019 financial year."

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Point 3 of the Agenda

"Resolution on the determination of remuneration for the members of the Supervisory Board for the 2019/2020 financial year."

The Management Board and the Supervisory Board of Zumtobel Group AG recommend the approval of the following resolution to this point of the agenda by the annual general meeting:

"The members of the Supervisory Board will receive the following remuneration for the 2019/2020 financial year:

- a) Fixed remuneration for the members of the Supervisory Board (in proportion to the actual time served on this corporate body):
 - The chairman of the Supervisory Board (but not the vice-chairmen) will receive EUR 120,000, and
 - Each other elected Supervisory Board member will receive EUR 60,000;

The fixed remuneration will be paid in equal monthly instalments; no additional attendance fees will be paid for the Supervisory Board meetings or for the annual general meeting;

- b) Variable remuneration for the elected members of the Supervisory Board committees:
 - The chairman of each committee (but not the vice-chairmen) will receive remuneration of EUR 15,000 for each meeting up to a maximum of EUR 30,000 in each financial year for activities as the committee chairman; and
 - Every other member of the Audit Committee will receive EUR 5,000 for each meeting up to a maximum of EUR 10,000 in each financial year for his or her activities as a member of this committee;
 - Every other member of the Committee for Management Board Matters will receive EUR 5,000 for each meeting up to a maximum of EUR 10,000 in each financial year for his or her activities as a member of this committee;
 - Every other member of the Strategy Committee will receive EUR 5,000 for each meeting up to a maximum of EUR 10,000 in each financial year for his or her activities as a member of this committee;

The attendance fees will only be paid to members who are actually present; the variable remuneration will be paid one week after the respective meeting;

- c) Furthermore, each member of the Supervisory Board will be entitled to reimbursement of his or her expenses."

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Point 4 of the Agenda

"Election of an auditor for the annual financial statements and management report as well as the consolidated financial statements and group management report for the 2019/2020 financial year."

The Supervisory Board of Zumtobel Group AG recommends the approval of the following resolution to this point of the agenda by the annual general meeting:

"KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Vienna, is hereby appointed to audit the annual financial statements of the Company as well as the consolidated financial statements to be prepared by the Company for the 2019/2020 financial year."

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Point 5 of the Agenda

"Elections to the Supervisory Board"

In accordance with Section VII. (1) of the articles of association of Zumtobel Group AG, the Supervisory Board comprises up to six members elected by the annual general meeting as well as the employee representatives delegated pursuant to § 110 of the Austrian Labour Constitution Act.

The Supervisory Board of the Company currently comprises four members elected by the annual general meeting. The annual general meeting on 21 July 2017 represented the last annual general meeting at which elections to the Supervisory Board were held.

The majority of the shareholder representatives on the Supervisory Board raised an objection in accordance with § 86 (9) of the Austrian Stock Corporation Act more than six weeks prior to the annual general meeting. Therefore, the minimum requirement defined by § 86 (7) of the Austrian Stock Corporation will be met separately.

The Supervisory Board of the Company recommends the approval of the following resolutions to this point of the agenda by the annual general meeting:

- 1) The number of members elected to the Supervisory Board by the annual general meeting will be set at six.
- 2) Ms. Eva Kienle, born on 27 June 1967, is hereby elected to the Supervisory Board as a new member effective from the end of the current annual general meeting up to the end of the annual general meeting which will vote on the release from liability for the 2022/2023 financial year.
- 3) Ms. Karin Zumtobel-Chammah, born on 7 May 1963, is hereby elected to the Supervisory Board as a new member effective from the end of the current annual general meeting up to the end of the annual general meeting which will vote on the release from liability for the 2022/2023 financial year.

Ms. Eva Kienle and Ms. Karin Zumtobel-Chammah have each submitted a statement in accordance with § 87 (2) of the Austrian Stock Corporation Act, which is attached to this proposal and is available on the Company's website together with the curricula vitae of the nominated persons (www.zumtobelgroup.com).