

# zumtobel group

Zumtobel Group AG

Company register number 62309 g

ISIN AT0000837307

The Management Board of Zumtobel Group AG (the “**Company**“) invites the shareholders of the Company to attend the

## **42<sup>nd</sup> Annual General Meeting**

on Friday, 27 July 2018, at 10.00 am (CEST, local time in Dornbirn) in the Kulturhaus Dornbirn, large auditorium, Rathausplatz 1, A-6850 Dornbirn.

### **Agenda:**

1. Presentation of the approved annual financial statements as of 30 April 2018 together with the report of the Management Board, the consolidated corporate governance report and the report of the Supervisory Board on the 2017/2018 financial year as well as presentation of the consolidated financial statements and the group management report as of 30 April 2018.
2. Resolution on the release of the members of the Management Board and Supervisory Board from liability for the 2017/2018 financial year.
3. Resolution on the determination of remuneration for the members of the Supervisory Board for the 2018/2019 financial year.
4. 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 2018/2019 financial year.

### **1. Documentation for the annual general meeting (§ 106 no. 4 of the Austrian Stock Corporation Act)**

The documents required by § 108 (3 to 5) of the Austrian Stock Corporation Act (announcement of the annual general meeting pursuant to § 106 of the Austrian Stock Corporation Act, proposed resolutions resp. explanations to point 1 of the agenda (which do not require a resolution), the annual financial statements and management report, the consolidated corporate governance report, consolidated annual financial statements and group management report, the report of the

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Supervisory Board pursuant to § 96 of the Austrian Stock Corporation Act and the forms for the granting and cancellation of a proxy) will be available 21 days prior to the annual general meeting, i.e. as of 6 July 2018, for download free of charge on the Company's website as recorded in the company register under [www.zumtobelgroup.com](http://www.zumtobelgroup.com) and will also be available at the annual general meeting.

## **2. Date of record and requirements for participation in the annual general meeting (§ 106 no. 6 and 7 of the Austrian Stock Corporation Act)**

The shareholders of Zumtobel Group AG are entitled to participate in the annual general meeting if they hold shares in Zumtobel Group AG on the date of record, which is the end of the tenth day prior to the annual general meeting, i.e. 17 July 2018, at 24:00 CEST (local time in Dornbirn). In accordance with § 10a of the Austrian Stock Corporation Act, the shareholding on the date of record must be confirmed in writing by a custodial institution or a securities dealer that/who is headquartered in a member state of the European Economic Area or a full member state of the OECD.

This depository confirmation must contain the following information (§ 10a (2) of the Austrian Stock Corporation Act):

1. Information on the issuer: name/company and address or a code commonly used for transactions between financial institutions (SWIFT code);
2. Information on the shareholder: name/company, address, date of birth for natural persons, registry and registry number for legal entities;
3. Information on shares: number of shares (ISIN AT0000837307) owned by the shareholder;
4. Depository number or other designation;
5. Date to which the depository confirmation refers.

Depository confirmations will be accepted in German or English. They may not be older than seven days on the date of presentation and must be issued in writing. This confirmation must be received by the Company in one of the forms stated below no later than the third business day prior to the annual general meeting, i.e. 24 July 2018, by 24:00 CEST (local time in Dornbirn):

By fax: +43 (0) 1 890050067

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or

By email:

[anmeldung.zumtobel@hauptversammlung.at](mailto:anmeldung.zumtobel@hauptversammlung.at) (whereby the document(s) must be scanned and attached in text form, e.g. tif, pdf, etc.)

or

By mail or messenger service:

HV-Veranstaltungsservice GmbH in trust for Zumtobel Group AG  
Köppel 60  
A- 8242 St. Lorenzen/Wechsel

or

By SWIFT: GIBAATWGGMS (message type MT598; ISIN AT0000837307 must be indicated in the text)

The depository confirmation, which serves as proof of the shareholding, must refer to the above-mentioned date of record (17 July 2018, 24:00 CEST, local time in Dornbirn).

Shareholders will be automatically registered for the annual general meeting when their depository confirmation is received. The depository confirmation process is not connected with any limitations over the disposal of shares; shareholders may also dispose freely over their shares after they have registered for the annual general meeting.

### **3. Information on the rights of shareholders under §§ 109, 110 and 118 of the Austrian Stock Corporation Act (§ 106 no. 5 of the Austrian Stock Corporation Act)**

Shareholders should note their right to request the addition of items to the agenda pursuant to § 109 of the Austrian Stock Corporation Act, to submit proposals for resolutions pursuant to § 110 of the Austrian Stock Corporation Act and to request information at the annual general meeting pursuant to § 118 of the Austrian Stock Corporation Act.

Shareholders who have individually or jointly held 5% of share capital for at least three months are entitled to submit a written request for the inclusion and public announcement of specific points on the agenda for the annual general meeting if these requests reach the company by mail no later than the 21st day prior to the annual general meeting, i.e. 6 July 2018. All such requests must be accompanied by proof of the shareholding and should be addressed to Zumtobel Group AG,

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Investor Relations Department, Schweizerstrasse 30, A-6850 Dornbirn, or sent by email with a qualified electronic signature to [investorrelations@zumtobel.com](mailto:investorrelations@zumtobel.com) or by telefax to +43 (0) 55725099-1125. Every request for the addition of a point to the agenda must also include a proposal and statement of reasons.

Shareholders whose combined stakes equal or exceed 1% of share capital are entitled to submit written recommendations for resolutions and call for publication on the company's website of these recommendations together with the name(s) of the involved shareholder(s), a statement of reasons and any commentary by the Management Board or the Supervisory Board. All such requests must be received by the Company no later than seven business days prior to the annual general meeting, i.e. 18 July 2018, together with proof of the shareholding by telefax to +43 (0) 55725099-1125 or by email to [investorrelations@zumtobel.com](mailto:investorrelations@zumtobel.com).

Additional information on these rights, above all the methods for submitting proposed resolutions to the Company and providing the necessary proof of the shareholding, are available on the Company's website as recorded in the company register under [www.zumtobelgroup.com](http://www.zumtobelgroup.com).

Every shareholder has the right to make a motion to any point on the agenda at the annual general meeting (excluding the nomination of candidates for election to the Supervisory Board, which may only be made in accordance with the requirements of § 110 of the Austrian Stock Corporation Act). These motions do not require prior announcement, but must be accompanied by proof of eligibility to attend the annual general meeting as defined in this invitation.

Every shareholder has the right to request information on the business affairs of the company at the annual general meeting when this information is required to correctly evaluate a point on the agenda. This right also covers the Company's legal and business relations with related enterprises as well as the position of the corporation and the companies included in the consolidated financial statements. The information provided must comply with the principles of conscientious and accurate reporting. This information may be refused if, under reasonable business judgment, it could create a material disadvantage for the Company or a related enterprise, or if the provision of such information is illegal. This information may also be refused if it is available without interruption on the Company's website in the form of questions and answers at least seven days before the annual general meeting, i.e. at least since 20 July 2018, and if this information remains on the Company's website one month after the annual general meeting, i.e. at least to 27 August 2018. Questions whose answers require longer preparation should be submitted to the Company in writing and in advance to allow for efficient proceedings at the annual general meeting. These questions should be sent to the company by telefax to +43 (0) 55725099-1125, by email to [investorrelations@zumtobel.com](mailto:investorrelations@zumtobel.com) or by mail to Zumtobel Group AG, Investor Relations Department, Schweizerstrasse 30, A-6850 Dornbirn.

## 4. Representation by proxy (§ 106 no. 8 of the Austrian Stock Corporation Act)

Every shareholder who is entitled to take part in the annual general meeting may, pursuant to § 113 (1) of the Austrian Stock Corporation Act, designate a natural person or legal entity as proxy. The proxy participates in the annual general meeting on behalf of the shareholder and has the same rights as the shareholder he or she represents. The proxy must be granted to a specific person or legal entity in writing and, similar to the cancellation of a proxy, must be submitted on a timely basis prior to the annual general meeting, either by personal delivery at the meeting venue during or before registration for the annual general meeting, or by submission to the Company's designated Investor Relations representative for receipt no later than 27 July 2018, 8.00 am CEST (local time in Dornbirn) by one of the following methods:

By fax: +43 (0) 1 890050067

or

By email: [anmeldung.zumtobel@hauptversammlung.at](mailto:anmeldung.zumtobel@hauptversammlung.at), whereby the proxy or cancellation must be attached to the email in text form, e.g. tif, pdf, etc.

or

By mail or messenger service:

HV-Veranstaltungsservice GmbH in trust for Zumtobel Group AG  
Köppel 60  
A- 8242 St. Lorenzen/Wechsel

Forms for the granting and cancellation of a proxy can be downloaded free of charge under [www.zumtobelgroup.com](http://www.zumtobelgroup.com). The use of these forms for granting or cancelling a proxy is not mandatory.

The Company itself or a member of the Management Board or Supervisory Board may only vote as a proxy if the shareholder has issued express instructions for the exercise of his or her voting rights on the individual points of the agenda.

If the shareholder has designated his or her depository institution as the proxy, the institution only needs to verify this status by issuing a statement together with the depository confirmation.

The above requirements for the granting of a proxy apply analogously to the cancellation of a proxy.

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As a special service for shareholders, Michael Knap of the interest group for investors (IVA – “Interessenverband für Anleger”), Feldmühlgasse 22, A-1130 Vienna, will be available to serve as an independent representative for the non-discretionary exercise of voting rights at the annual general meeting. Mr. Knap may be contacted directly under the following telephone numbers: +43 (1) 8763343-30, fax: +43 (1) 8763343-39, cell phone: +43 (664) 2138740 or via email under [michael.knap@iva.or.at](mailto:michael.knap@iva.or.at). A proxy form can be found in the Internet under [www.zumtobelgroup.com](http://www.zumtobelgroup.com). The voting representative will be present at the annual general meeting.

Even if a proxy is designated, shareholders must also meet the requirements for participation in the annual general meeting that are listed under point 2 above “Date of record and requirements for the participation in the annual general meeting“. Anonymous participation as a nominee shareholder (shares owned by “third parties“) is no longer permitted due to the amendment of the Austrian Stock Corporation Act.

## **5. Total number of shares and voting rights (§ 106 no. 9 of the Austrian Stock Corporation Act)**

In accordance with § 106 no. 9 of the Austrian Stock Corporation Act in connection with § 83 para. 2 no.1 of the Austrian Stock Exchange Act, the Company hereby confirms that it has issued 43,500,000 bearer shares and that each share carries the right to one vote. The Company currently holds 353,343 treasury shares, which are not entitled to vote pursuant to § 65 (5) of the Austrian Stock Corporation Act; after the deduction of these treasury shares, a total of 43,146,657 are entitled to vote. The numbers mentioned in this paragraph were determined as of 28 June 2018 and are subject to change before the annual general meeting.

In order to facilitate entrance controls, shareholders and their representatives are asked to arrive at the venue in due time before the start of the annual general meeting. The Company reserves the right to determine the identity of the persons attending the annual general meeting. If this identification is not possible, entrance may be denied. Participants should therefore carry photo identification (e.g.: passport or driver’s license) for identification purposes. Entrance for the distribution of voting cards will begin at 9.00 CEST (local time in Dornbirn).

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The annual general meeting is the most important governing body of a stock corporation because it is a forum for the company's owners – its shareholders. We therefore ask for your understanding that we cannot turn the annual general meeting into an event for guests, as much as we value this interest. Consequently, attendance at the annual general meeting as a guest is only possible with a personal invitation and after advance consultation with the Investor Relations Department under telephone number: +43 (0) 5572509-1125.

## **6. Data protection information**

The company processes personal information on shareholders in connection with the preparation and conduct of the annual general meeting. In particular, this information covers the data in the depository confirmation submitted pursuant to § 10a of the Austrian Stock Corporation Act as well as other information provided by the shareholder (name or company, address and code of the institution which issued the depository confirmation; the shareholder's name, address and date of birth; the depository number or other depository designation; the number and, where required, the nominal value of the shares held by the shareholder and the class of the shares or securities identification number; the date or period of time covered by the depository confirmation; information on any proxy designated by the shareholder; and if necessary, the number of the voting card). With regard to this personal data, the company is considered the controller in accordance with Art 4 No. 7 of the EU Data Protection Regulation (EU-DPR).

The contact data for the controller is as follows: Zumbel Group AG, Höchsterstrasse 8, 6850 Dornbirn, Austria, email: [datenschutz@zumtobelgroup.com](mailto:datenschutz@zumtobelgroup.com). The company has not appointed a data protection officer.

Personal data is processed in order to verify the eligibility of shareholders for participation and to conduct the annual general meeting of the company, including the preparation of the participation list, and is essential for these purposes.

The legal basis under data protection law for the processing of shareholders' data is provided by the Austrian Stock Corporation Act, in particular §§ 111, 113, 114, 117 and 120 of the Austrian Stock Corporation Act, which define the company's legal obligations in the sense of Art 6 Para. 1 letter c of the EU-DPR. Shareholders' personal data will be stored up to the end of the legal retention requirements.

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The shareholders' personal data which must be included in the list of participants pursuant to § 117 of the Austrian Stock Corporation Act will be transmitted to the responsible commercial register court in accordance with § 120 Para. 4 of the Austrian Stock Corporation Act.

The company has designated HV-Veranstaltungsservice GmbH, FN 332741 a, Köppel 60, 8242 St. Lorenzen am Wechsel as the processor for personal data in the sense of Art 28 EU-DPR.

With regard to the personal data processed by the company, shareholders have a right of access (Art 15 EU-DPR), to rectification (Art 16 EU-DPR) and to erasure (Art 17 EU-DPR), a right to restrict processing (Art 18 EU-DPR) and data portability (Art 20 EU-DPR). Moreover, shareholders have the right to file a complaint with the supervisory authority (Art 77 EU-DPR). The supervisory authority in Austria is as follows: Datenschutzbehörde, Wickenburggasse 8, 1080 Vienna.

To the extent the processing of personal data is necessary to protect the legitimate interests of the controller or a third party (Art 6 Para. 1 letter f EU-DPR), the involved persons also have the right to object (Art 21 EU-DPR).

Dornbirn, June 2018

The Management Board