

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 2017 together with the report of the Management Board, the consolidated corporate governance report and the report of the Supervisory Board on the 2016/2017 financial year as well as the presentation of the consolidated financial statements and the group management report as of 30 April 2017."

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 total profit for the financial year from 1 May 2016 to 30 April 2017 equals EUR 81,961,907.11 as reported in the financial statements as of 30 April 2017, which were prepared in accordance with the Austrian Commercial Code.

Point 2 of the Agenda

"Resolution on the use of profit for the 2016/2017 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 total profit of EUR 81,961,907.11 for the financial year from 1 May 2016 to 30 April 2017 as reported in the annual financial statements as of 30 April 2017, which were prepared in accordance with the Austrian Commercial Code, will be used as follows

1. A dividend of EUR 0.23 euro cents will be distributed to each of the Company's shares that is eligible to receive dividends on the date of this resolution (i.e. 21 July 2017, the date of the annual general meeting). The total amount of the dividend is determined by multiplying EUR 0.23 euro cents by the number of the Company's shares that are eligible to receive dividends on the date of the resolution over the use of total profit for the year. The Company currently (= 23 June 2017) holds 353,343 treasury shares, which are not entitled to receive dividends; the amount to be distributed from total profit therefore equals EUR 9,923,731.11 and the amount to be carried forward from total profit therefore equals EUR 72,038,176.00. If the number of treasury shares held by the Company should change up to the date of voting by the annual general meeting on this resolution for the use of total profit, the management of the Company will adjust this resolution accordingly.
2. The remaining profit will be carried forward.
3. The dividend will be paid on 2 August 2017; the ex-dividend date is 31 July 2017."

Point 3 of the Agenda

"Resolution on the release of the members of the Management Board and Supervisory Board from liability for the 2016/2017 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:

"In separate voting procedures, the members of the

- a) Management Board and
- b) Supervisory Board of

Zumtobel Group AG are hereby released from liability for their respective activities during the 2016/2017 financial year."

Point 4 of the Agenda

"Resolution on the determination of remuneration for the members of the Supervisory Board for the 2017/2018 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 2017/2018 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-chairman) 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-chairman) 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."

Point 5 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 2017/2018 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 2017/2018 financial year."

Point 6 of the Agenda

"Election to the Supervisory Board"

In accordance with Section VII. (1) of the Articles of Association of Zumtobel Group AG, the Supervisory Board comprises 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 included six elected members following the Annual General Meeting on 24 July 2015. This Annual General Meeting on 24 July 2015 represented the last Annual General Meeting at which elections to the Supervisory Board were held.

Rüdiger Kapitza resigned as the sixth member of the Supervisory Board for personal reasons as of 5 June 2017, and a new member must now be elected to reach the designated number.

In accordance with Section VII. (3) of the Articles of Association of Zumtobel Group AG, a replacement for a Supervisory Board member who resigns prior to the end of his or her term must be elected at the following Annual General Meeting.

The coming Annual General Meeting will therefore be asked to elect a new sixth member based on a recommendation by the Supervisory Board. The Supervisory Board therefore asks the Annual General Meeting to pass the following resolution:

"Volkhard Hofmann, born on 23 October 1952, is hereby elected to the Supervisory Board of Zumtobel Group AG effective with the end of the 41st Annual General Meeting on 21 July 2017 and up to the end of the Annual General Meeting which will vote on the release from liability for the 2019/2020 financial year."

Volkhard Hofmann has issued a statement pursuant to § 87 (2) of the Austrian Stock Corporation Act, which is attached to this resolution and is also published on the Company's website (www.zumtobelgroup.com).