

# PROXY AND VOTING INSTRUCTIONS

I/We \_\_\_\_\_

(Name of shareholder(s))

\_\_\_\_\_  
(Address and telephone number in the event of inquiries)

hereby appoint Michael Knap, c/o IVA, 1130 Vienna, Feldmühlgasse 22/4, to represent me/us at the Annual General Meeting of Zumtobel Group AG on 24 July 2015, at 10 am in Dornbirn and to exercise my/our voting rights. Mr. Knap is hereby authorised to issue substitute proxies.

Furthermore, I/we instruct him to exercise or arrange for the exercise of my/our voting rights as follows:

<b>Agenda point</b>	<b>In favour</b>	<b>Against</b>	<b>Abstention</b>
2: Use of profit for the 2014/2015 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3: Release of the Management Board and Supervisory Board from liability	<input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/>
4: Remuneration of the Supervisory Board for the 2015/2016 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5: Election of the auditor for the 2015/2016 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6: Elections to the Supervisory Board			
Election of Jürg Zumtobel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Election of Fritz Zumtobel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Election of Johannes Burtscher	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Election of Hans-Peter Metzler	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Election of Stephan Hutter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Election of Rüdiger Kapitza	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If I/we have not issued any instructions (also for individual points on the agenda), Mr. Knap is free to exercise my/our voting rights at his discretion.

\_\_\_\_\_ on \_\_\_\_\_ 2015 \_\_\_\_\_  
Place Date Signature/for companies, authorised signature

**Note:** The **original copy** of this form and the depository confirmation issued by the bank must be received by IVA, 1130 Vienna, Feldmühlgasse 22/4, **no later than 20 July 2015**.

The costs for this proxy will be carried by Zumtobel Group AG. All other costs, in particular bank charges for the depository confirmation or mailing fees, must be carried by the shareholder.