

# zumtobel group

Zumtobel Group AG

Company register number 62309 g

ISIN AT0000837307

The Management Board of ZUMTOBEL AG (the "Company") invites the shareholders of the Company to attend the

## **39th Annual General Meeting**

on Friday, 24 July 2015, 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 2015 together with the report of the Management Board, the corporate governance report and the report of the Supervisory Board on the 2014/2015 financial year and the recommendation for the use of profit as well as presentation of the consolidated financial statements and the group management report as of 30 April 2015.
2. Resolution on the use of profit for the 2014/2015 financial year.
3. Resolution on the release of the members of the Management Board and Supervisory Board from liability for the 2014/2015 financial year.
4. Resolution on the determination of remuneration for the members of the Supervisory Board for the 2015/2016 financial year.
5. 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 2015/2016 financial year.
6. Elections to the Supervisory Board.

### **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 does not require a resolution, the curricula vitae and statements by the candidates pursuant to § 87 (2) of the Austrian Stock Corporation Act to point 6 of the agenda, the annual financial statements and management report, corporate governance report, consolidated

annual financial statements and group management report, recommendation for the use of profit, report of the Supervisory Board pursuant to § 96 of the Austrian Stock Corporation Act, forms for the granting and cancellation of a proxy) will be available 21 days prior to the annual general meeting, i.e. as of 3 July 2015, for download free of charge on the Company's website as recorded in the company register ([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. 14 July 2015, 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 that 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. 21 July 2015, by 24:00 CEST (local time in Dornbirn):

By Fax: +43 (0) 1 890050067

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: 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 (14 July 2015, 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. on 3 July 2015. All such requests must be accompanied by proof of the shareholding and should be addressed to Zumtobel Group AG, Investor Relations Department, Schweizerstrasse 30, A-6850 Dornbirn, or sent by email with a qualified electronic signature to [investorrelations@zumbobel.com](mailto:investorrelations@zumbobel.com). 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 the 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. 15 July 2015, together with proof of the shareholding by telefax to +43 (0) 557250991125 or by email to [investorrelations@zumbobel.com](mailto:investorrelations@zumbobel.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 17 July 2015, and if this information remains on the Company's website one month after the annual general meeting, i.e. at least to 24 August 2015. 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) 557250991125, 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 of 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 24 July 2015, 8.00 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: 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.

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 tel: +43 (1) 8763343-30, fax: +43 (1) 8763343-39, cell phone +43 (664) 2138740 or email [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 1 “Date of record and 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 353,863 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 43,146,137 are entitled to vote. The numbers mentioned in this paragraph were determined as of 24 June 2015 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).

Dornbirn, June 2015

The Management Board