

# 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 AG on 25 July 2014, 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:

Agenda point	In favour	Against	Abstention
2: Use of profit for the 2013/2014 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 2014/2015 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5: Election of the auditor for the 2014/2015 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6: Authorisation of the Management Board pursuant to § 169 of the Austrian Stock Corporation Act to increase the Company's share capital by up to EUR 10,875,000.- through the issue of up to 4,350,000 new zero par value bearer shares in exchange for cash or contributions in kind (authorised capital) during a period of five years beginning on the date the related amendment to the articles of association is recorded in the company register. This resolution also covers the exclusion of shareholders' subscription rights to the shares issued from authorised capital as well as the resolution on the related necessary	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

- amendment to Art. IV. (4) of the articles of association
- 7: Resolution on the change in the name of the Company to "Zumtobel Group AG" and the resolution on the related necessary amendment to Art. I. (1) of the articles of association ☐ ☐ ☐
- 8: Resolution on the amendment of Art. VIII. (3) and (8), among others to reflect current legal regulations ☐ ☐ ☐

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 \_\_\_\_\_ 2014 \_\_\_\_\_

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 21 July 2014.

The costs for this proxy will be carried by Zumtobel AG.

All other costs, in particular bank charges for the depository confirmation or mailing fees, must be carried by the shareholder.