

Zumtobel 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

37th Annual General Meeting

on Friday, 26 July 2013, at 10.00 am in the Kulturhaus Dornbirn, large auditorium, Rathausplatz 1, A-6850 Dornbirn.

Agenda:

1. Presentation of the approved annual financial statements as of 30 April 2013 with the report of the Management Board, the corporate governance report and the report of the Supervisory Board on the 2012/2013 financial year as well as presentation of the consolidated financial statements and the group management report on the 2012/2013 financial year.
2. Resolution on the use of profit for the 2012/2013 financial year.
3. Resolution on the release of the members of the Management Board and Supervisory Board from liability for the 2012/2013 financial year.
4. Resolution on the determination of remuneration for the members of the Supervisory Board for the 2013/2014 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 2013/14 financial year.

Date of record and participation in the annual general meeting

The shareholders of ZUMTOBEL AG are entitled to participate in the annual general meeting if they hold shares in ZUMTOBEL AG on the date of record, which is the end of the tenth day prior to the annual general meeting, i.e. 16 July 2013, 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 in the German or English language 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 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. 23 July 2013, by 24:00 CEST (local time in Dornbirn):

By fax: +43 (0) 1 890050067

or

By email: anmeldung.zumtobel@hauptversammlung.at (whereby the document(s) must be attached to the email, e.g. tif, pdf, etc.)

or

By mail: HV-Veranstaltungsservice GmbH in trust for Zumtobel AG
Waldgasse 9
A-2443 Stotzing

or

By SWIFT: GIBAATWGGMS

(Message type MT598; ISIN AT0000837307 must be indicated in the text)

Depository confirmation pursuant to § 10a of the Austrian Stock Corporation Act

The depository confirmation must be issued by a custodial institution that is headquartered in a member state of the European Economic Area or a full member state of the OECD and must contain the following information:

1. Information on the issuer: name/company and address or a code commonly used for transactions between financial institutions (SWIFT);
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.

The depository confirmation, as proof of the shareholding, must be relevant for the above-mentioned date of record (16 July 2013, 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.

Total number of shares and voting rights

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 366,110 shares as treasury stock, 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 43,133,890 shares are entitled to vote. The numbers mentioned in this paragraph were determined as of 25 June 2013 and are subject to change before the annual general meeting.

Documentation for the annual general meeting

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, annual financial statements and management report, corporate governance report, consolidated annual financial statements and group management report, recommendation for the use of profits, 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 for review by shareholders at the headquarters of the Company during regular business hours (Monday through Thursday from 9:00 to 17:00 CEST and Friday from 9:00 to 15:00 CEST) at the latest beginning on 5 July 2013. These documents will also be available for download free of charge under www.zumtobelgroup.com latest beginning on 5 July 2013 and will also be available at the annual general meeting.

Information on the rights of shareholders under §§ 109, 110 and 118 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 whose combined stakes equal or exceed 5% of share capital are entitled to request 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. 5 July 2013. All such requests must be addressed to ZUMTOBEL AG, Investor Relations Department, Höchster Strasse 8, A-6850 Dornbirn.

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. 17 July 2013, together with proof of the shareholding by telefax to +43 (0) 5572 509 91125 or by email to investorrelations@zumtobel.com.

Every shareholder has the right to make a motion to any point on the agenda at the annual general meeting (with the exception of elections to the Supervisory Board). These motions do not require prior announcement.

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 companies as well as the position of the corporation and the companies included in the consolidated financial statements.

Additional information on these rights is published on the Company's website under www.zumtobelgroup.com.

Representation by proxy

Every shareholder who is entitled to take part in the annual general meeting may, pursuant to § 113 (1) of the Austrian Stock Corporation Act, appoint a natural person or legal entity as proxy. The proxy must be granted to a specific person 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 sending it to the Company's designated Investor Relations representative for receipt no later than 26 July 2013, 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, whereby the proxy or cancellation must be attached to the email, e.g. tif, pdf, etc.

or

By mail: HV-Veranstaltungsservice GmbH in trust for Zumtobel AG
Waldgasse 9
A-2443 Stotzing

Forms for the granting and cancellation of a proxy can be downloaded free of charge under www.zumtobelgroup.com.

If the shareholder has designated his/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. Further information is available on the internet under www.zumtobelgroup.com and can be ordered free of charge from the Company. 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 in the above section “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.

Dornbirn, June 2013

The Management Board