

I.

Joint Proposals by the Supervisory Board and the Management Board for Resolutions

The Supervisory Board and the Management Board of ZUMTOBEL AG (the “Company”) hereby submit the following proposals for resolutions to the 37th Annual General Meeting of ZUMTOBEL AG on 26 July 2013:

Point 2 of the Agenda

RESOLUTION

“The total profit of EUR 53,539,732.43 as reported in the financial statements of the Company as of 30 April 2013 will be distributed in accordance with the following recommendation:

1. A dividend of EUR 0.07 per eligible share will be distributed for the 2012/2013 financial year.
2. The remaining profit will be carried forward.
3. The dividend will be paid on 2 August 2013; the ex-dividend date is 30 July 2013.“

Point 3 of the Agenda

RESOLUTION

"In separate voting procedures, the members of the

- a) Management Board and
- b) Supervisory Board

of ZUMTOBEL AG are hereby released from liability for their respective activities during the 2012/2013 financial year."

Point 4 of the Agenda

RESOLUTION

“The members of the Supervisory Board will receive the following remuneration for the 2013/2014 financial year:

- a) For each meeting of the Supervisory Board or one of its committees, the attending members of the Supervisory Board are entitled to receive an attendance fee of EUR 3,000; this fee will only be paid once, even if two or more meetings are held on the same day;
- b) Furthermore, the members of the Supervisory Board will receive the following annual remuneration (in proportion to the actual time served on the Supervisory Board):
 - The chairman and vice-chairman of the Supervisory Board will each receive EUR 40,000 and
 - The other elected members of the Supervisory Board will each receive EUR 20,000;
- c) Furthermore, each non-local member of the Supervisory Board is entitled to reimbursement of his or her expenses.

The attendance fee and expenses will be paid one week after the respective meeting. The annual remuneration will be paid, at the latest, by the end of the month in which the annual general meeting for the 2013/2014 financial year is held.“

II.

Proposal by the Supervisory Board

The Supervisory Board of ZUMTOBEL AG hereby proposes the following resolution to the 37th Annual General Meeting of ZUMTOBEL AG on 26 July 2013:

Point 5 of the Agenda

RESOLUTION

“KPMG Austria AG 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 2013/2014 financial year.“