

Point 2 of the Agenda

Joint proposal by the Management Board and the Supervisory Board for a resolution on the use of profit:

RESOLUTION

"Retained earnings of EUR 38,600,596.43 reported in the financial statements of the company as of 30 April 2012 will be distributed in accordance with the following recommendation:

1. A dividend of EUR 0.20 per eligible share will be distributed for the 2011/2012 financial year.
2. The remaining profit will be carried forward.
3. The dividend will be paid on 3 August 2012; the ex-dividend date is 31 July 2012."

Point 3 of the Agenda

Joint proposal by the Management Board and the Supervisory Board for a resolution on the release of the members of the Management and Supervisory Boards from liability:

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 2011/2012 financial year.“

Point 4 of the Agenda

Joint proposal by the Management Board and the Supervisory Board for a resolution on the remuneration of the members of the Supervisory Board:

RESOLUTION

“The members of the Supervisory Board will receive the following remuneration for the 2012/2013 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 2012/2013 financial year is held.“

Point 5 of the Agenda

Joint proposal by the Management Board and the Supervisory Board for a resolution on the amendment of the Articles of Association as follows: Art. IV. para 3. (Share Capital and Shares), Art. VII. para 1. (The Supervisory Board) and Art. VIII. para 3., 4. and 5. (The Annual General Meeting)

RESOLUTION

“Art. IV. para 3. of the Articles of Association is to be amended to read as follows:

The Management Board shall determine the form and content of share certificates, profit-sharing and renewal coupons, partial debentures, interest and option certificates.“

RESOLUTION

“Art. VII. para. 1. of the Articles of Association is to be amended to read as follows: The Supervisory Board shall be comprised of up to six members elected by the annual general meeting plus the employee representatives delegated in accordance with Austrian labour law (“§ 110 Arbeitsverfassungsgesetz”).“

RESOLUTION

“Art. VIII. para. 3. subpara. 5 and 6 of the Articles of Association are to be amended to read as follows:

The invitation to the annual general meeting shall include the requirements for the participation of shareholders in this meeting.

If the company has issued registered shares, the shareholders whose names are entered in the stock record book shall be entitled to participate in the annual general meeting if their written registration is received by the company no later than the third business day prior to the annual general meeting at the address specified in the invitation.“

RESOLUTION

“Art. VIII. para. 4. of the Articles of Association is to be amended to read as follows:

Proposals for resolutions by shareholders in accordance with § 110 of the Austrian Stock Corporation Act shall be prepared in the German language, shall include the shareholder's name and address as well as a current confirmation of deposit and shall be submitted to the company on a timely basis at the address specified in the invitation.”

RESOLUTION

“Art. VIII. para. 5. of the Articles of Association is to be amended to read as follows:

Each share shall carry one voting right. The exercise of voting rights by a proxy shall only be permitted on the basis of a written power of attorney, which shall be retained by the company. This power of attorney as well as any cancellation of this power of attorney shall be presented personally on a timely basis before the annual general meeting or sent to the company at the address specified in the invitation.”

Point 6 of the Agenda

Proposal by the Supervisory Board for a resolution on the appointment of the auditor:

RESOLUTION

“KPMG Austria AG Wirtschaftsprüfungs- und Steuerberatungsgesellschaft 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 2012/2013 financial year.“