

Point 2 of the Agenda

"The Management Board and the Supervisory Board recommend the passing of the following resolution by the Annual General Meeting:

RESOLUTION

The total profit of EUR 7,000,000 reported in the financial statements of the company as of 30 April 2010 will be distributed as follows in accordance with the attached recommendation of the Management Board:

1. A dividend of EUR 0.15 per share will be distributed.
2. The remaining profit will be carried forward.
3. The dividend is to be paid out on 30 July 2010."

Point 3 of the Agenda

“The Management Board and the Supervisory Board recommend the passing of the following resolution by the Annual General Meeting:

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 2009/10 financial year.“

Point 4 of the Agenda

“In accordance with § 108 (2) of the Austrian Stock Corporation Act, the Supervisory Board hereby states that the Supervisory Board previously comprised six members elected by the Annual General Meeting. Accordingly, six members must now be elected to reach this number. The Supervisory Board recommends the passing of the following resolution by the Annual General Meeting:

RESOLUTION

“Mr. Jürg Zumtobel, born on 20 August 1936, is hereby elected to the Supervisory Board.”

RESOLUTION

“Mr. Fritz Zumtobel, born on 22 September 1939, is hereby elected to the Supervisory Board.”

RESOLUTION

“Mr. Hans-Peter Metzler, born on 31 March 1959, is hereby elected to the Supervisory Board.”

RESOLUTION

“Mr. Hero Brahms, born on 6 July 1941, is hereby elected to the Supervisory Board.”

RESOLUTION

“Mr. Johannes Burtscher, born on 6 September 1969, is hereby elected to the Supervisory Board.”

RESOLUTION

“Mr. Stephan Hutter, born on 4 July 1961, is hereby elected to the Supervisory Board.”

Point 5 of the Agenda

“The passing of the following resolution by the Annual General Meeting is hereby recommended:

RESOLUTION

The members of the Supervisory Board are hereby granted the following remuneration for the 2010/2011 financial year:

- a) Each member of the Supervisory Board will receive an attendance fee of EUR 3,000 per each attended meeting of the Supervisory Board or its committees, whereby this fee will only be paid once if the member takes part in two or more meetings on the same day.
- b) Moreover, the following annual remuneration will be paid (in proportion to the length of the term of office):
The chairman and vice-chairmen of the Supervisory Board EUR 40,000 each and the other elected members of the Supervisory Board EUR 20,000 each.
- c) The members of the Supervisory Board who live in other areas will also be reimbursed for any expenses incurred.

The attendance fee and the reimbursement for expenses will be paid one week after the respective meeting; the annual remuneration will be paid no later than the end of the month in which the Annual General Meeting on the 2010/2011 financial year is held.“

Point 6 of the Agenda

“The passing of the following resolution by the Annual General Meeting is hereby recommended

RESOLUTION

KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft is hereby appointed auditor for the annual financial statements of the company as well as the consolidated financial statements to be prepared by the company for the 2010/2011 financial year.“