

ZUMTOBEL Group

Resolution proposal by the Supervisory Board

Point 1 of the Agenda

"Elections to the Supervisory Board"

In accordance with point VII. (1) of the Articles of Association of Zumtobel Group AG, the Supervisory Board consists of up to six members elected by the General Meeting together with the employee representatives delegated pursuant to § 110 of the Austrian Labour Constitution Act.

The Supervisory Board of the Company currently consists of six members elected by the General Meeting. The General Meeting of the Company on 26 July 2019 represented the last General Meeting of the Company at which elections to the Supervisory Board were held.

Since Jürg Zumtobel and Fritz Zumtobel will resign from their functions as members of the Supervisory Board with effect from the end of this Extraordinary General Meeting, two new members must be elected to the Supervisory Board. In order to meet the minimum allocation required by § 86 (7) of the Austrian Stock Corporation Act, at least two seats in the Supervisory Board must be taken by women and two by men. The objection raised by the Supervisory Board's shareholder representatives on 18 May 2019 in accordance with § 86 (9) of the Austrian Stock Corporation Act remains intact, and the minimum requirement defined by § 86 (7) of the Austrian Stock Corporation Act will therefore be met separately.

The Supervisory Board of the Company therefore recommends the approval of the following proposals by the Extraordinary General Meeting:

- 1) Georg Pachta-Reyhofen, born on 28 June 1955, is hereby elected to the Supervisory Board of Zumtobel Group AG, effective with the end of this Extraordinary General Meeting and up to the end of the General Meeting which will vote on the release from liability for the 2023/24 financial year.
- 2) Thorsten Staake, born on 5 September 1978, is hereby elected to the Supervisory Board of Zumtobel Group AG, effective with the end of this Extraordinary General Meeting and up to the end of the General Meeting which will vote on the release from liability for the 2023/24 financial year.

Georg Pachta-Reyhofen and Thorsten Staake have submitted a statement in accordance with § 87 (2) of the Austrian Stock Corporation Act, which is attached to this resolution proposal and

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available for review on the Company's website together with the curricula vitae of the recommended persons (www.zumtobelgroup.com).