

# **ZUMTOBEL Group**

Zumtobel Group AG

Company register number 62309 g

ISIN AT0000837307

## **INVITATION**

The Management Board of Zumtobel Group AG (the “**Company**”) invites the shareholders of the Company to attend a

### **virtual Extraordinary General Meeting**

on Monday, 18 May 2020, at 10:00 am CEST (local time in Dornbirn) in Seminarraum 1, Schweizerstraße 30, A-6850 Dornbirn.

In view of the global COVID-19 pandemic, the Management Board has postponed the Extraordinary General Meeting scheduled for 27 March indefinitely. In order to protect the shareholders and other participants of the General Meeting, the Management Board has now decided to hold the adjourned General Meeting on 18 May 2020 as a "virtual General Meeting" in the sense of the COVID-19-Regulation under company law (Federal Law Gazette II No. 140/2020). Therefore, in order to protect the participants the Extraordinary General Meeting will be held without their physical presence.

### **Agenda:**

1. Elections to the Supervisory Board

### **Virtual General Meeting**

The Management Board will convene this Extraordinary General Meeting as a "virtual General Meeting" in the sense of the 4<sup>th</sup> COVID-19 Act (Federal Law Gazette I No. 24/2020) in conjunction with the COVID-19-Regulation under company law (Federal Law Gazette II No. 140/2020). Therefore, the Extraordinary General Meeting will be held without the physical presence of the shareholders. However, by 18 May 2020 at the latest, the technical and

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organizational prerequisites will be created for the possibility of attending the meeting from any location by means of an acoustic and optical connection in real time, so that shareholders can follow the Extraordinary General Meeting from any location optically and acoustically in real time.

From Monday, April 27 2020 at the latest, the Management Board will publish the organizational and technical requirements for participation in the Extraordinary General Meeting as a virtual General Meeting at [www.zumtobelgroup.com](http://www.zumtobelgroup.com).

In accordance with § 3 (4) of the COVID-19-Regulation under company law the Management Board has decided that the application, voting and raising of an objection in the virtual Extraordinary General Meeting can **only** be carried out by one of the following special proxies. Shareholders are free to choose between these special proxies:

- Michael Knap, c/o IVA Austrian Shareholder Association, Feldmühlgasse 22/4, A-1130 Vienna, Telephone: +43 (0)664 213 87 40,  
[knap.zumtobelgroup@hauptversammlung.at](mailto:knap.zumtobelgroup@hauptversammlung.at);
- Thomas Huf, Notary, Am Garnmarkt 13 / 2<sup>nd</sup> Floor, A-6840 Götzis, Telephone: +43 (0)5523 65366, [huf.zumtobelgroup@hauptversammlung.at](mailto:huf.zumtobelgroup@hauptversammlung.at);
- Sascha Schulz, Attorney, Schönherr Rechtsanwälte GmbH, Schottenring 19, A-1010 Vienna, Telephone: +43 1 534 37 50770,  
[schulz.zumtobelgroup@hauptversammlung.at](mailto:schulz.zumtobelgroup@hauptversammlung.at);
- Ewald Oberhammer, Attorney, c/o Oberhammer Rechtsanwälte GmbH, Karlsplatz 3/1, A-1010 Vienna, Telephone: +43 1 5033000,  
[oberhammer.zumtobelgroup@hauptversammlung.at](mailto:oberhammer.zumtobelgroup@hauptversammlung.at);

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To authorize these proxies, please use the proxy form published at [www.zumtobelgroup.com](http://www.zumtobelgroup.com). The proxies can also be contacted directly using the contact details given above. The costs of the special proxies will be borne by the Company.

### **Documentation for the Extraordinary General Meeting (§ 106 no. 4 of the Austrian Stock Corporation Act)**

The documents required by § 108 (3 to 5) of the Austrian Stock Corporation Act (announcement of the Extraordinary General Meeting pursuant to § 106 of the Austrian Stock Corporation Act, proposed resolution to point 1 of the agenda, forms for the granting and cancellation of a proxy as well as the curricula vitae and statements by the candidates pursuant to § 87 (2) of the Austrian Stock Corporation Act) will be available 21 days prior to the Extraordinary General Meeting, i.e. as of 27 April 2020, for download free of charge on the Company's website as recorded in the company register under [www.zumtobelgroup.com](http://www.zumtobelgroup.com) and will also be available at the Extraordinary General Meeting.

### **Date of record and requirements for participation in the General Meeting (§ 106 no. 6 and 7 of the Austrian Stock Corporation Act)**

The shareholders of Zumtobel Group AG are entitled to participate in the Extraordinary General Meeting if they hold shares in Zumtobel Group AG on the date of record, which is the end of the tenth day prior to the General Meeting, i.e. 8 May 2020, 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 by a custodial institution or a securities dealer that/who is headquartered in a member state of the European Economic Area or a full member state of the OECD.

This depository confirmation must contain the following information (§ 10a (2) of the Austrian Stock Corporation Act):

1. Information on the issuer: name/company and address or a code commonly used for transactions between financial institutions (SWIFT code);
2. Information on the shareholder: name/company, address, date of birth for natural persons, registry and registry number for legal entities;

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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.

Depository confirmations will be accepted in German or English. They may not be older than seven days on the date of presentation and must be issued in writing. 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 General Meeting, i.e. 13 May 2020 by 24:00 CEST (local time in Dornbirn):

By fax: +43 (0) 1 890050067

or

By email: [anmeldung.zumtobel@hauptversammlung.at](mailto:anmeldung.zumtobel@hauptversammlung.at) (whereby the document(s) must be scanned and attached in text form, e.g. tif, pdf, etc.)

or

By mail or messenger service:

HV-Veranstaltungsservice GmbH in trust for Zumtobel Group AG  
Köppel 60  
A-8242 St. Lorenzen/Wechsel

or

By SWIFT: GIBAATWGGMS (message type MT598 or MT599; ISIN AT0000837307 must be indicated in the text)

The depository confirmation, which serves as proof of the shareholding, must refer to the above-mentioned date of record (8 May 2020, 24:00 CEST, local time in Dornbirn).

Shareholders will be automatically registered for the 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 General Meeting.

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### **Information on the rights of shareholders under §§ 109, 110 and 118 of the Austrian Stock Corporation Act (§ 106 no. 5 of the Austrian Stock Corporation Act)**

Shareholders should note their rights 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 Extraordinary General Meeting pursuant to § 118 of the Austrian Stock Corporation Act.

Shareholders who have individually or jointly held 5% of share capital for at least three months are entitled to submit a written request for the inclusion and public announcement of specific points on the agenda for the General Meeting if these requests reach the Company by mail no later than the 19<sup>th</sup> day prior to the General Meeting, i.e. 29 April 2020. All such requests must be accompanied by proof of the shareholding and should be addressed to Zumtobel Group AG, Investor Relations Department, Schweizerstraße 30, A-6850 Dornbirn, or sent by email (in PDF format with a qualified electronic signature) to [investorrelations@zumtobelgroup.com](mailto:investorrelations@zumtobelgroup.com). Every request for the addition of a point to the agenda must also include a proposal and statement of reasons.

Shareholders whose combined stakes equal or exceed 1% of share capital are entitled to submit written recommendations for resolutions and call for 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 General Meeting, i.e. 7 May 2020, together with proof of the shareholding by telefax to +43 (0) 5572 509-1249 or by email to [investorrelations@zumtobelgroup.com](mailto:investorrelations@zumtobelgroup.com).

Additional information on these rights, above all the methods for submitting proposed resolutions to the Company and providing the necessary proof of the shareholding, are available on the Company's website as recorded in the company register under [www.zumtobelgroup.com](http://www.zumtobelgroup.com).

Every shareholder has the right to make a proposal to any point on the agenda at the Extraordinary General Meeting (excluding the nomination of candidates for election to the Supervisory Board, which may only be made in accordance with the requirements of § 110 of the Austrian Stock Corporation Act). These motions do not require prior announcement but must be accompanied by proof of eligibility to attend the Extraordinary General Meeting as defined in this invitation. In order to conduct this Extraordinary General Meeting as a virtual General Meeting, a special provision requires that each shareholder and his or her proxy (also

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applicable to authorized depository banks) must be represented by one of the above-mentioned proxies for the submission of proposals (§ 3 (4) COVID-19-Regulation under company law). Every shareholder has the right to request information on the business affairs of the Company at the Extraordinary General Meeting when this information is required to correctly evaluate a point on the agenda. The information provided must comply with the principles of conscientious and accurate reporting. This information may be refused if, under reasonable business judgment, it could create a material disadvantage for the Company or an affiliated company, or if the provision of such information is illegal. This information may also be refused if it is available without interruption on the Company's website in the form of questions and answers at least seven days before the General Meeting, i.e. at least since 11 May 2020, and if this information remains on the Company's website one month after the General Meeting, i.e. at least to 18 June 2020. Questions whose answers require longer preparation should be submitted to the Company in writing and in advance to allow for efficient proceedings at the General Meeting. These questions should be sent to the Company by email to [investorrelations@zumtobelgroup.com](mailto:investorrelations@zumtobelgroup.com) or by mail to Zumtobel Group AG, Investor Relations Department, Schweizerstraße 30, A-6850 Dornbirn.

### **Representation by proxy (§ 106 no. 8 of the Austrian Stock Corporation Act)**

Every shareholder who is entitled to take part in the Extraordinary General Meeting may, pursuant to § 113 (1) of the Austrian Stock Corporation Act, designate a natural person or legal entity as proxy. In order to conduct this Extraordinary General Meeting as a virtual General Meeting, a special rule requires that each shareholder and his or her proxy (also applies to authorized depository banks) must be represented by one of the above-mentioned proxies for submitting proposals, voting and raising an objection (§ 3 (4) COVID-19-Regulation under company law). The representative will attend the General Meeting on behalf of the shareholder and has the same rights as the shareholder he/she represents. The power of attorney must be granted to one of the above-mentioned proxies in text form and, similar to the revocation of the power of attorney, must be sent in good time before the General Meeting, at the latest on the third working day before the Extraordinary General Meeting, which is 13 May 2020 24:00 CEST, local time in Dornbirn (incoming), as follows:

By fax:           +43 (0) 1 890050067

or

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By email:     [anmeldung.zumtobel@hauptversammlung.at](mailto:anmeldung.zumtobel@hauptversammlung.at), whereby the proxy or cancellation must be attached to the email in text form, e.g. tif, pdf, etc.

or

By mail or messenger service:

HV-Veranstaltungsservice GmbH in trust for Zumbobel Group AG  
Köppel 60  
A-8242 St. Lorenzen/Wechsel

or

By SWIFT:     GIBAATWGGMS (message type MT598 or MT599; ISIN AT0000837307 must be indicated in the text)

Forms for the granting and cancellation of a proxy can be downloaded free of charge under [www.zumtobelgroup.com](http://www.zumtobelgroup.com). The use of these forms for granting or cancelling a proxy is not mandatory.

Shareholders' attention is drawn to the fact that, even if a proxy is granted, they must meet the participation requirements as described above under Point 2 "Date of record and requirements for participation in the General Meeting". As a result of the amendment to the Austrian Stock Corporation Act, anonymous participation as a legitimate shareholder ("third-party shares") is no longer permitted.

### **Total number of shares and voting rights (§ 106 no. 9 of the Austrian Stock Corporation Act)**

In accordance with § 106 no. 9 of the Austrian Stock Corporation Act in connection with § 83 (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 353,343 treasury shares, 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 43,146,657 are entitled to vote. The numbers mentioned in this paragraph were determined as of 24 April 2020 and are subject to change before the General Meeting.

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### **Data protection information**

The preparation for and conduct of the General Meeting involves the processing by the Company of personal data on the shareholders. In particular, this data includes the following: the information contained in the depository confirmation required by § 10a of the Austrian Stock Corporation Act as well as other information supplied by the shareholder (name and/or company, address and code of the issuer of the depository confirmation; name, address and date of birth of the shareholder; the depository number or other depository designation; the number and, where applicable, the nominal value of the shares held by the shareholder as well as the designation of the class or securities identification number; the date or time period referred to by the depository confirmation; information on any proxy (proxies) designated by the shareholder; voting card number, where applicable). The Company is the responsible party for this personal data as defined in Art 4 no. 7 of the General Data Protection Regulation.

The contact data for the responsible party is as follows: Zumtobel Group AG, Höchsterstraße 8, 6850 Dornbirn, Austria, email: [datenschutz@zumbelgroup.com](mailto:datenschutz@zumbelgroup.com). The Company has not appointed a data protection officer.

Personal data is processed to verify the eligibility of shareholders for participation and for the conduct of the General Meeting, including the preparation of a list of participants. It is therefore required for these purposes.

The legal framework governing the processing of shareholders' personal data is provided by the Austrian Stock Corporation Act, in particular §§ 111, 113, 114, 117 and 120 of this Act, as well as the legal obligations of the Company under Art 6 (1) letter c of the General Data Protection Regulation. Shareholders' personal data is stored up to the end of the legal retention requirements.

Shareholders' personal data which must be included in the list of participants in accordance with § 117 of the Austrian Stock Corporation Act, is filed with the responsible commercial register court pursuant to § 120 (4) of the Austrian Stock Corporation Act.

The Company has arranged for HV-Veranstaltungsservice GmbH, FN 332741 a, Köppel 60, A-8242 St. Lorenzen am Wechsel, to serve as the processor for personal data as defined in Art 28 of the General Data Protection Regulation.

With regard to the personal data processed by the Company, shareholders have the right to obtain (Art 15 of the General Data Protection Regulation), rectify (Art 16 of the General Data Protection Regulation), erase (Art 17 of the General Data Protection Regulation) or restrict the



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processing (Art 18 of the General Data Protection Regulation) of this information as well as the right to receive this information (Art 20 of the General Data Protection Regulation). Furthermore, shareholders have the right to lodge a complaint with a supervisory authority (Art 77 of the General Data Protection Regulation). The responsible supervisory authority in Austria is: Austrian Data Protection Authority, Barichgasse 40-42, 1030 Vienna.

To the extent personal data is processed to protect the legitimate interests of the responsible party or a third party (Art 6 Abs 1 lit f of the General Data Protection Regulation), the involved persons also have a right to object (Art 21 of the General Data Protection Regulation).

Dornbirn, April 2020

The Management Board