

PROXY AND VOTING INSTRUCTIONS

for the virtual Extraordinary General Meeting of Zumtobel Group AG, 18 May 2020, 10:00 am,
Schweizerstraße 30, 6850 Dornbirn

IMPORTANT NOTE: This power of attorney does not entitle you to attend the General Meeting. Please contact your custodian bank and ensure that the securities listed below are duly registered for participation in the General Meeting by means of a deposit receipt (record date: 8 May 2020).

Deadline: 13 May 2020, 24:00 CEST, local time Dornbirn

By signing this power of attorney, I confirm that I have read the information published by the company on its website or, if applicable, contained in the invitation to the General Meeting and that I agree with the explained procedure of the virtual General Meeting. This includes in particular the processing of personal data in accordance with § 10a (2) Austrian Stock Corporation Act, i.e. name, address, date of birth, number of the securities account, number of shares, class of shares, if applicable, number of the voting card and, furthermore, the email address, in order to enable the exercise of the shareholders' rights within the framework of the General Meeting.

Principal (Shareholder)

first and last name / company name

street, postal code, residence

date of birth / register no.

deposit number

bank

email address (the signature confirms that only the principal has access to this email address)

Granting of proxy

I/We hereby authorize the following independent proxy to

- exercise the participation and voting rights in accordance with the following instructions
- and, where appropriate, exercise the right of application and opposition

with the right to grant sub-proxies and with exemption from the prohibition of double representation and self-contracting (if more than one proxy is ticked, the proxy is invalid):

- ☐ **Michael Knap**
Vice President of IVA, Feldmühlgasse 22, A-1130 Vienna
knap.zumtobelgroup@hauptversammlung.at or
- ☐ **Thomas Huf, Notary**
Am Garnmarkt 13 / 2nd Floor, A-6840 Götzis
huf.zumtobelgroup@hauptversammlung.at or
- ☐ **Sascha Schulz, Attorney**
Schönherr Rechtsanwälte GmbH, Schottenring 19, A-1010 Vienna
schulz.zumtobelgroup@hauptversammlung.at or
- ☐ **Ewald Oberhammer, Attorney**
c/o Oberhammer Rechtsanwälte GmbH, Karlsplatz 3/1, A-1010 Vienna
oberhammer.zumtobelgroup@hauptversammlung.at

for the following securities

_____ Zumtobel Group AG-bearer shares (ISIN AT0000837307)
number of shares (if not specified, the number of shares announced in the deposit confirmation is covered by the proxy)

Furthermore, I/we instruct him/her to exercise or arrange for the exercise of my/our voting rights in regard to the resolution proposal made by the Supervisory Board as follows:

	In favour	Against	Abstention
Top 1: Elections to the Supervisory Board			
Election of Georg Pachta-Reyhofen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Election of Thorsten Staake	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	In favour	Against	Abstention
New / amended resolution proposals			
From the administration (Management and/or Supervisory Board)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
From shareholders	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If I/we do not issue any instructions or issue unclear or contradictory instructions to a candidate, the proxy will abstain from voting.

_____ on _____ 2020
place date signature / for companies, authorized signature

Please complete and return by 13 May 2020, 24:00 CEST, local time Dornbirn (time of arrival)

- by **mail or messenger**: HV-Veranstaltungsservice GmbH in trust for Zumtobel Group AG,
Köppel 60, 8242 St. Lorenzen am Wechsel
+43 (0) 1 890050067
- by **fax**: to the email address indicated with your proxy chosen above
- by **email**: (as scanned attachment; e.g. tif, pdf, etc.)
- via **SWIFT**: GIBAATWGGMS (Message Type MT598 or MT599; unconditionally indicate ISIN AT0000837307 in the text)

You can find additional information on the homepage: <https://zumbelgroup.com>