

# **ZUMTOBEL Group**

Zumtobel Group AG

Company register number 62309 g

ISIN: AT0000837307

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

## **47<sup>th</sup> General Meeting**

on Friday, 28 July 2023, at 10:00 a.m. (CEST, local time in Dornbirn) in the Lichtforum Höchststrasse, Höchststrasse 8, A-6850 Dornbirn.

### **Agenda:**

1. Presentation of the approved annual financial statements as of 30 April 2023 together with the report of the Management Board and the report of the Supervisory Board on the 2022/2023 financial year, the proposal on the use of profit as well as presentation of the consolidated financial statements, the group management report and the consolidated corporate governance report as of 30 April 2023.
2. Resolution on the use of profit for the 2022/2023 financial year.
3. Resolution on the release of the members of the Management Board from liability for the 2022/2023 financial year.
4. Resolution on the release of the members of the Supervisory Board from liability for the 2022/2023 financial year.
5. Resolution on the determination of the remuneration for the members of the Supervisory Board for the 2023/2024 financial year.
6. Resolution on the compensation report for 2022/2023.
7. Elections to the Supervisory Board.
8. Election of an auditor for the audit of the annual financial statements and management report as well as the consolidated financial statements and group management report for the 2023/2024 financial year.
9. Resolution on the authorisation of the Management Board to redeem acquired own shares.

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### 10. Resolution on the authorisation of the Management Board

- a) to acquire own shares pursuant to § 65 (1) no. 8 as well as (1a) and (1b) of the Austrian Stock Corporation Act (AktG) both on and off the stock exchange at an amount of up to 10 % of the share capital, also excluding the right of sale on a quota basis, which may be associated with any such acquisition (reverse exclusion of subscription rights),
- b) pursuant to § 65 (1b) of the Austrian Stock Corporation Act, to decide on a method of sale or use of own shares other than via the stock exchange or by means of a public offer, with analogous application of the regulations on the exclusion of subscription rights of the shareholders,
- c) to reduce the share capital by redeeming these own shares without any further resolution of the General Meeting.

### **1. Documentation for the 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 General Meeting pursuant to § 106 of the Austrian Stock Corporation Act, proposed resolutions resp. explanations to point 1 of the agenda (which does not require a resolution), the consolidated financial statements and management report, the consolidated corporate governance report, consolidated annual financial statements and group management report, the proposal for the use of profit, the report of the Supervisory Board pursuant to § 96 of the Austrian Stock Corporation Act, the compensation report for the Management Board and Supervisory Board 2022/2023, forms for the granting and cancellation of a proxy pursuant to § 114 of the Austrian Stock Corporation Act, curricula vitae and declarations of the candidates pursuant to § 87 (2) of the Austrian Stock Corporation Act on agenda item 7, report of the Management Board on the exclusion of subscription rights in the event of the acquisition and sale of repurchased shares pursuant to § 65 (1b) in conjunction with § 171 (1) in conjunction with § 153 (4) of the Austrian Stock Corporation Act regarding item 10 of the agenda) will be available no later than 21 days prior to the General Meeting, i.e. as of 7 July 2023, for download free of charge on the Company's website as recorded in the company register under <https://z.lighting/> and will also be available at the General Meeting.

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### **2. 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 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. **18 July 2023** at 12:00 a.m. 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;
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. **25 July 2023**, by 12:00 a.m. CEST (local time in Dornbirn):

By fax: +43 (0) 1 8900 500 50

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

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By mail or messenger service:

HV-Veranstaltungsservice GmbH in trust for Zumtobel Group AG  
Köppel 60  
A-8242 St. Lorenzen am 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 (**18 July 2023**, 12:00 a.m. 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.

### **3. 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 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 21<sup>st</sup> day prior to the General Meeting, i.e. by **7 July 2023**. All such requests must be accompanied by proof of the shareholding and should be addressed to Zumtobel Group AG, Investor Relations Department, Höchsterstrasse 8, A-6850 Dornbirn, or sent by email (an electronic document in PDF format with a qualified electronic signature) to [investorrelations@zumbelgroup.com](mailto:investorrelations@zumbelgroup.com). Every request for the addition of a point to the agenda must also include a proposal and statement of reasons. Submission of a custody account confirmation pursuant to § 10a of the Austrian Stock Corporation Act confirming that the requesting shareholders have been holders of the shares for at least three months prior to the

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filing of the request and which must not be older than seven days at the time of receipt by the Company shall suffice for the purposes of proving shareholder status. Please refer to the explanations on eligibility for participation with regard to the other requirements for the custody account confirmation.

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. by **19 July 2023**, together with proof of the shareholding by fax to +43 (0) 5572 509-1249 or by email to [investorrelations@zumtobelgroup.com](mailto:investorrelations@zumtobelgroup.com).

Additional information on these rights, especially 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 <https://z.lighting/>.

Every shareholder has the right to make a motion to any point on the agenda at the 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), as long as it does not require prior announcement (§ 119 of the Austrian Stock Corporation Act). These motions must be accompanied by proof of eligibility to attend the General Meeting as defined in this invitation.

Pursuant to § 118 of the Austrian Stock Corporation Act, every shareholder has the right to request information on the business affairs of the Company at the General Meeting when this information is required to correctly evaluate a point on the agenda. This right also covers the Company's legal and business relations with affiliated companies as well as the position of the corporation and the companies included in the consolidated financial statements. 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 **21 July 2023**, and if this information remains on the Company's website one month after the General Meeting, i.e. at least to **28 August 2023**. 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

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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, Höchsterstrasse 8, A-6850 Dornbirn.

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

Every shareholder who is entitled to take part in the General Meeting may, pursuant to § 113 (1) of the Austrian Stock Corporation Act, designate a natural person or legal entity as proxy. The proxy participates in the General Meeting on behalf of the shareholder and has the same rights as the shareholder he or she represents. The proxy must be granted to a specific person or legal entity in writing and, similar to the cancellation of a proxy, must be submitted on a timely basis prior to the General Meeting, either by personal delivery at the meeting venue during or before registration for the General Meeting, or by submission to the Company's designated Investor Relations representative for receipt no later than **28 July 2023**, 8:00 a.m. CEST (local time in Dornbirn) by one of the following methods:

By fax: +43 (0) 1 8900 500 50

or

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 Zumtobel Group AG  
Köppel 60  
A-8242 St. Lorenzen am 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 <https://z.lighting/>. The use of these forms for granting or cancelling a proxy is not mandatory.

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The Company itself or a member of the Management Board or Supervisory Board may only vote as a proxy if the shareholder has issued express instructions for the exercise of his or her voting rights on the individual points of the agenda.

If the shareholder has designated his or her depository institution as the proxy, the institution only needs to verify this status by issuing a statement together with the depository confirmation.

The above requirements for the granting of a proxy apply analogously to the cancellation of a proxy.

As a special service for shareholders, Michael Knap of the interest group for investors (IVA – “Interessenverband für Anleger”), will be available to serve as an independent representative for the non-discretionary exercise of voting rights at the General Meeting. Anyone interested in this service can contact him directly as follows: mobile +43 664 2138740 or email [knap.zumtobel@hauptversammlung.at](mailto:knap.zumtobel@hauptversammlung.at). A corresponding proxy form can be found in the internet at <https://z.lighting/>. The voting representative will be present at the General Meeting.

Even if a proxy is designated, shareholders must also meet the requirements for participation in the General Meeting that are listed under point 2 above “Date of record and requirements for participation in the General Meeting”. Anonymous participation as a nominee shareholder (shares owned by “third-parties”) is not permitted.

### **5. 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 29 June 2023 and are subject to change before the General Meeting.

In order to facilitate entrance controls, shareholders and their representatives are asked to arrive at the venue in due time before the start of the General Meeting. The Company reserves the right to determine the identity of the persons attending the General Meeting. If this identification is not possible, entrance may be denied. Participants should therefore carry photo

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identification (e.g., passport or driver's license) for this purpose. Entrance for the distribution of voting cards will begin at 9:00 a.m. CEST (local time in Dornbirn).

The General Meeting is the most important governing body of a stock corporation because it is a forum for the Company's owners – its shareholders. We therefore ask for your understanding that we cannot turn the General Meeting into an event for guests, as much as we value this interest. Consequently, attendance at the General Meeting as a guest is only possible with a personal invitation and after advance consultation with the Investor Relations Department under telephone number: +43 (0) 5572 509 - 1125.

### **6. 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 controller with respect to this personal data as defined in Art. 4 (7) of the General Data Protection Regulation.

The contact data for the controller is as follows: Zumtobel Group AG, Höchsterstrasse 8, A-6850 Dornbirn, Austria, email: [datenschutz@zumtobelgroup.com](mailto:datenschutz@zumtobelgroup.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.



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Shareholders' personal data which must be included in the list of participants in accordance with § 117 of the Austrian Stock Corporation Act, is transmitted to the responsible commercial register court (Provincial Court in Feldkirch) pursuant to § 120 (4) of the Austrian Stock Corporation Act and filed in the collection of documents which is open to public inspection. The list of participants pursuant to § 117 of the Austrian Stock Corporation Act must be made available for inspection during the General Meeting, and participants of the General Meeting may obtain knowledge of the data contained in the list of participants.

The public notary commissioned by the Company to record the minutes of the General Meeting and any other legal advisors will also have access to the personal data processed. In individual cases, data processed by the Company may be transferred to third parties (e.g., stock exchange companies, Financial Market Authority, other regulatory authorities) if there is a corresponding legal basis.

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 access (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 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 the Austrian Data Protection Authority, Barichgasse 40-42, A-1030 Vienna.

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

Dornbirn, June 2023

The Management Board