

The rights of shareholders under §§ 109, 110, 118 and 119 of the Austrian Stock Corporation Act (AktG)

Requests for the inclusion of points on the agenda

§ 109. (1) Shareholders whose combined stakes equal or exceed 5% of share capital may submit written requests for items to be placed on the agenda of the next General Meeting and announced. Each agenda item must be accompanied by a recommendation for a resolution and a statement of reasons. The articles of association may tie this right to less stringent formal requirements or to a lower stake in share capital. The shareholder(s) must be in possession of the shares for at least three months prior to submitting the motion.

(2) Requests as described in (1) above will be considered, provided they are received by the Company no later than 21 days before a General Meeting (§ 104), or no later than 19 days before a General Meeting. If the Company does not receive a request in a sufficiently timely manner to ensure it can be placed on the original agenda, it will be deemed sufficient if the amended agenda is announced in the same manner as the original agenda no later than the 14th day before the General Meeting. However, a listed Company must make the announcement defined in § 107 (3) no later than the second business day after the end of the period specified in sentence 1 and must publish the amended agenda and the statement of reasons on its website (as shown in the company register) as of that date. Moreover, § 108 (3) to (5) apply analogously.

Explanation: Shareholders who have individually or jointly held 5% of the share capital for at least three months are entitled to submit written requests for additional items to be placed on the General Meeting agenda and announced. For each requested agenda item there must be an accompanying recommendation for a resolution and a statement of reasons.

Proposals must be submitted in writing and must comply with Austrian law, i.e. they must bear the shareholder's personal signature or an authorised company signature from each requesting party or must be sent by email with a qualified electronic signature (as defined in § 4 (1) of the Austrian Signature Act) or by fax. Proposals must be received by the Company no later than 21 days before the General Meeting, i.e. 7 July 2023, by mail addressed to: Zumtobel Group AG, Investor Relations Department, Höchststrasse 8, A-6850 Dornbirn, or via email (PDF with qualified electronic signature) to investorrelations@zumbelgroup.com.

Proposals must be accompanied by a custody account confirmation that proves that the shareholder submitting the request has held the shares for at least three months without interruption on the date the confirmation is issued; the custody account confirmation must not be more than seven days old when received by the Company. If multiple shareholders are required to reach the stipulated level of 5% of share capital, the custody account confirmations for all of those shareholders must be issued on the same date and at the same time. The requirements regarding the content, issuance and transmission of custody account confirmations can be found in point 2 of the General Meeting invitation.

If a proposal and one or more custody account confirmations are sent to the Company separately, all documents must be received by the Company no later than 21 days before the General Meeting, i.e. 7 July 2023.

Recommendations for resolutions by shareholders

§ 110. (1) At a listed Company, shareholders whose combined stakes equal or exceed 1% of share capital may submit written recommendations for resolutions to the Company, in text form, concerning any agenda item, and may request that these proposals, along with the name(s) of the shareholder(s) involved, the statement of reasons (which must be attached), and any statement by the Management Board or Supervisory Board, be published on the Company website (as shown in the company register). The articles of association may tie this right to a lower stake in share capital. Such requests will be considered, provided that they are received by the Company no later than seven business days before the General Meeting. The Company must meet such requests no later than the second business day after receiving them, unless one of the situations in paragraph (4) applies. § 108 (4) final sentence applies analogously.

(2) If a recommendation relates to the election of a Supervisory Board member, a statement from the nominee as defined in § 87 (2) must be submitted instead of a statement of reasons. At companies which fall within the definition in § 86 (7), the Company must also indicate the number of Supervisory Board seats that must be reserved for men and for women in order to comply with the minimum distribution requirement of § 86 (7), and must disclose whether any objections were raised pursuant to § 86 (9).

(3) The Company must open at least one electronic communications path for the transmission of recommendations for resolutions by shareholders. The formal requirements for this path may only include data

that is necessary and appropriate to identify the shareholder(s) and to establish the content of the recommendation. Recommendations may be submitted via fax if the articles of association do not specify any other communications method.

(4) A recommendation for a resolution must not be published on the Company's website when:

1. it does not contain a statement of reasons, or the statement required by § 87 (2) is missing;
2. it would lead to a resolution of the General Meeting that violates law or the articles of association;
3. a similar recommendation based on the same facts has already been published in accordance with (1);
4. it meets the objective criteria for slander (§ 111 of the Austrian Criminal Code) or libel (§ 115 of the Austrian Criminal Code), or its publication would make the Management Board liable to prosecution;
5. the shareholders have indicated they will not attend the General Meeting and will also not be represented at the meeting.

The statement of reasons must not be published if it is longer than 5,000 characters or it meets a criterion in the sense of no. 4. If several shareholders submit recommendations for resolutions on the same agenda item, the Management Board may combine the recommendations and the statements of reasons.

(5) The articles of association of a non-listed company can establish that recommendations for resolutions by shareholders be announced prior to the General Meeting. If there are no provisions to the contrary, (1) to (4) apply analogously.

(6) The Company is not liable for damages arising solely from the announcement of recommendations for resolutions by shareholders.

Explanation: Shareholders whose combined stakes equal or exceed 1% of share capital may submit written recommendations for resolutions to the Company on any agenda item and may request that these recommendations be published on the Company website along with their names and a statement of reasons (which must be attached to each recommendation). For Supervisory Board nominations, a statement from the nominee as defined in § 87 (2) of the Austrian Stock Corporation Act must be submitted instead of a statement of reasons. The nominee's statement should explain his/her specialised qualifications and professional or comparable functions and must also explain any circumstances that could provide grounds for concerns over bias.

Proposals must be received by the Company no later than the seventh business day before the General Meeting, i.e. 19 July 2023, by fax to +43 (0) 5572509 1249 or by email to investorrelations@zumtobelgroup.com. Eligible proposals will be published on the Company website (<https://z.lighting>) within two business days.

Proposals must be accompanied by a custody account confirmation that provides proof that the proposer is a shareholder as of the date when the confirmation is issued; the custody account confirmation must not be more than seven days old when received by the Company. If multiple shareholders are required to reach the stipulated level of 1% of share capital, the custody account confirmations for all of those shareholders must be issued on the same date and at the same time. The requirements for the content, issuance and transmission of custody account confirmations are listed under point 2 of the General Meeting invitation.

If a proposal and one or more custody account confirmations are sent to the Company separately, all documents must be received by the Company no later than the seventh business day before the General Meeting, i.e. 19 July 2023.

Right to information

§ 118. (1) Upon request, at the General Meeting every shareholder must be supplied with information about Company matters, insofar as the information is needed to properly assess an agenda item. This right also covers the Company's legal and commercial relations with related enterprises. If the consolidated financial statements and group management report are presented at the General Meeting of a parent company (§ 189a (6) of the Austrian Commercial Code), the right to information also covers the group and the companies in the consolidated financial statements.

(2) The information provided must comply with the principles of conscientious and accurate reporting.

(3) The information may be refused:

1. if, under reasonable business judgment, it would create a material disadvantage for the Company or a related enterprise;
2. the provision of such information would be illegal.

(4) The information may also be refused if the information is available without interruption on the Company's registered website in the form of questions and answers for a period of at least seven days before the General Meeting; § 108 (4) final sentence applies analogously. The Company must state the reasons for not providing the information.

Proposals to the General Meeting

§ 119. (1) During the General Meeting, every shareholder, the Management Board and the Supervisory Board are entitled to make a proposal concerning any agenda item. Resolutions cannot be passed regarding any subject of discussion that was not properly announced as an agenda item. An announcement is not required for a proposal to call a general meeting or for proceedings without resolutions.

(2) Unless determined otherwise in the articles of association, voting may only take place on a proposal announced in accordance with § 110 (1) when it is repeated as a formal motion to the General Meeting.

(3) If there are several proposals to the same agenda item, voting must first take place on proposals for which votes were received by remote voting or by mail before the start of the General Meeting. The chairman is responsible for determining the order of voting in all other cases unless a different procedure is defined in the articles of association.