

# PROXY AND VOTING INSTRUCTIONS

I/We \_\_\_\_\_

(Name of shareholder(s))

\_\_\_\_\_  
(Address and telephone number in the event of inquiries)

hereby appoint Michael Knap, c/o IVA, Feldmühlgasse 22, 1130 Vienna, to represent me/us at the Annual General Meeting of Zumtobel Group AG on 21 July 2017, at 10 am in Dornbirn and to exercise my/our voting rights.

Furthermore, I/we instruct him to exercise or arrange for the exercise of my/our voting rights on the proposals made by the Management Board and Supervisory Board as follows:

| Agenda point                                                              | In favour                                            | Against                                              | Abstention                                           |
|---------------------------------------------------------------------------|------------------------------------------------------|------------------------------------------------------|------------------------------------------------------|
| 2: Use of profit for the 2016/2017 financial year                         | <input type="checkbox"/>                             | <input type="checkbox"/>                             | <input type="checkbox"/>                             |
| 3: Release of the Management Board and Supervisory Board from liability   | <input type="checkbox"/><br><input type="checkbox"/> | <input type="checkbox"/><br><input type="checkbox"/> | <input type="checkbox"/><br><input type="checkbox"/> |
| 4: Remuneration of the Supervisory Board for the 2017/2018 financial year | <input type="checkbox"/>                             | <input type="checkbox"/>                             | <input type="checkbox"/>                             |
| 5: Election of the auditor for the 2017/2018 financial year               | <input type="checkbox"/>                             | <input type="checkbox"/>                             | <input type="checkbox"/>                             |
| 6: Election to the Supervisory Board                                      | <input type="checkbox"/>                             | <input type="checkbox"/>                             | <input type="checkbox"/>                             |

If I/we have not issued any instructions (also for individual points on the agenda), Mr. Knap is free to exercise my/our voting rights at his discretion. Mr. Knap is also entitled to delegate his authority under this proxy to another person.

\_\_\_\_\_ on \_\_\_\_\_ 2017 \_\_\_\_\_  
Place Date Signature/for companies, authorised signature

## Note:

The **original copy** of this form and the depository confirmation issued by the bank must be received by IVA, Feldmühlgasse 22, 1130 Vienna, **no later than 17 July 2017**.

The costs for this proxy will be carried by Zumtobel Group AG. All other costs, in particular bank charges for the depository confirmation or mailing fees, must be carried by the shareholder.