

Joint Proposals by the Supervisory Board and the Management Board for Resolutions

Point 1 of the Agenda

"Presentation of the approved annual financial statements as of 30 April 2016 together with the report of the Management Board, the corporate governance report and the report of the Supervisory Board on the 2015/2016 financial year, the recommendation for the use of profit as well as presentation of the consolidated financial statements and the group management report as of 30 April 2016."

The Management Board and the Supervisory Board of Zumtobel Group AG hereby determine that a resolution, and consequently also a proposal for a resolution, on this point of the agenda is not required. The above documents can be reviewed in the Internet under www.zumtobelgroup.com.

The total profit for the financial year from 1 May 2015 to 30 April 2016 equals EUR 76,304,029.16 as reported in the financial statements as of 30 April 2016, which were prepared in accordance with the Austrian Commercial Code.

Point 2 of the Agenda

"Resolution on the use of profit for the 2015/2016 financial year."

The Management Board and the Supervisory Board of Zumtobel Group AG recommend the approval of the following resolution to this point of the agenda by the annual general meeting:

"The total profit of EUR 76,304,029.16 for the financial year from 1 May 2015 to 30 April 2016 as reported in the annual financial statements as of 30 April 2016, which were prepared in accordance with the Austrian Commercial Code, will be used as follows:

1. A dividend of EUR 0.20 (twenty euro cents) will be distributed to each of the Company's shares that is eligible to receive dividends on the date of this resolution (i.e. 22 July 2016, the date of the annual general meeting). The total amount of the dividend is determined by multiplying EUR 0.20 (twenty euro cents) by the number of the Company's shares that are eligible to receive dividends on the date of the resolution over the use of total profit for the year. The Company currently (= 21 June 2016) holds 353,343 treasury shares, which are not entitled to receive dividends; the amount to be distributed from total profit therefore equals EUR 8,629,331.40 and the amount to be carried forward from total profit therefore equals EUR 67,674,697.76. If the number of treasury shares held by the Company should change up to the date of voting by the annual general meeting on this resolution for the use of total profit, the management of the Company will adjust this resolution accordingly.
2. The remaining profit will be carried forward.
3. The dividend will be paid on 2 August 2016; the ex-dividend date is 29 July 2016."

Point 3 of the Agenda

"Resolution on the release of the members of the Management Board and Supervisory Board from liability for the 2015/2016 financial year."

The Management Board and the Supervisory Board of Zumtobel Group AG recommend the approval of the following resolution to this point of the agenda by the annual general meeting:

"In separate voting procedures, the members of the

- a) Management Board and
- b) Supervisory Board

of Zumtobel Group AG are hereby released from liability for their respective activities during the 2015/2016 financial year."

Point 4 of the Agenda

"Resolution on the determination of remuneration for the members of the Supervisory Board for the 2016/2017 financial year."

The Management Board and the Supervisory Board of Zumtobel Group AG recommend the approval of the following resolution to this point of the agenda by the annual general meeting:

"The members of the Supervisory Board will receive the following remuneration for the 2016/2017 financial year:

- a) Fixed remuneration for the members of the Supervisory Board (in proportion to the actual time served on this corporate body):
 - The chairman of the Supervisory Board (but not the vice-chairman) will receive EUR 120,000, and
 - Each other elected Supervisory Board member will receive EUR 60,000;

The fixed remuneration will be paid in equal monthly instalments; no additional attendance fees will be paid for the Supervisory Board meetings or for the annual general meeting;

- b) Variable remuneration for the elected members of the Supervisory Board committees:
 - The chairman of each committee (but not the vice-chairman) will receive remuneration of EUR 15,000 for each meeting up to a maximum of EUR 30,000 in each financial year for activities as the committee chairman; and
 - Every other member of the Audit Committee will receive EUR 5,000 for each meeting up to a maximum of EUR 10,000 in each financial year for his or her activities as a member of this committee;
 - Every other member of the Personnel Committee will receive EUR 5,000 for each meeting up to a maximum of EUR 10,000 in each financial year for his or her activities as a member of this committee;
 - Every other member of the Strategy & Culture Committee will receive EUR 5,000 for each meeting up to a maximum of EUR 10,000 in each financial year for his or her activities as a member of this committee;

The attendance fees will only be paid to members who are actually present; the variable remuneration will be paid one week after the respective meeting;

- c) Furthermore, each member of the Supervisory Board will be entitled to reimbursement of his or her expenses."

Point 5 of the Agenda

"Election of an auditor for the annual financial statements and management report as well as the consolidated financial statements and group management report for the 2016/2017 financial year."

The Supervisory Board of Zumtobel Group AG recommends the approval of the following resolution to this point of the agenda by the annual general meeting:

"KPMG Austria AG Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Vienna, is hereby appointed to audit the annual financial statements of the Company as well as the consolidated financial statements to be prepared by the Company for the 2016/2017 financial year."