

## **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 2015 together with the report of the Management Board, the corporate governance report and the report of the Supervisory Board on the 2014/2015 financial year and 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 2015"**

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](http://www.zumtobelgroup.com).

The total profit for the financial year from 1 May 2014 to 30 April 2015 equals EUR 60,382,887.22 as reported in the financial statements as of 30 April 2015.

## Point 2 of the Agenda

### **"Resolution on the use of profit for the 2014/2015 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 60,382,887.22 for the financial year from 1 May 2014 to 30 April 2015 as reported in the annual financial statements as of 30 April 2015, which were prepared in accordance with the Austrian Commercial Code, will be used as follows:

1. A dividend of EUR 0.22 (twenty-two 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. 24 July 2014, the date of the annual general meeting). The total amount of the dividend is determined by multiplying EUR 0.22 (twenty-two 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 (= 24 June 2015) holds 353,863 treasury shares, which are not entitled to receive dividends; the amount to be distributed from total profit therefore equals EUR 9,492,150.14 and the amount to be carried forward from total profit therefore equals EUR 50,890,737.08. 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 31 July 2015; the ex-dividend date is 28 July 2015."

## Point 3 of the Agenda

### **"Resolution on the release of the members of the Management Board and Supervisory Board from liability for the 2014/2015 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 2014/2015 financial year."

## Point 4 of the Agenda

### **"Resolution on the determination of remuneration for the members of the Supervisory Board 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 members of the Supervisory Board will receive the following remuneration for the 2015/2016 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 every other committee will receive EUR 5,000 for each meeting up to a maximum of EUR 10,000 for each financial year and 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. The Supervisory Board currently has two committees: the Audit Committee and the Personnel Committee; plans also call for the establishment of a Strategy Committee."

## 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 2015/16 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 2015/2016 financial year."

## Point 6 of the Agenda

### **"Elections to the Supervisory Board."**

In accordance with point VII of the articles of association of Zumtobel Group AG, the Supervisory Board consists of up to six members elected by the annual general meeting as well as the employee representatives delegated pursuant to § 110 Austrian Labour Constitution Act.

Following the annual general meeting of the Company on 23 July 2010, the Supervisory Board of Zumtobel Group AG had six members elected by the annual general meeting. The annual general meeting on 23 July 2010 represented the last annual general meeting at which elections to the Supervisory Board were held. Since the terms of office for all Supervisory Board members will end with the close of the 39th annual general meeting of Zumtobel Group AG on 24 July 2015, six members must be elected to the Supervisory Board to again reach this number.

Based on recommendations by the Supervisory Board of the Company, the coming annual general meeting will be asked to elect six (new) members Supervisory Board members. The Supervisory Board of Zumtobel Group AG therefore recommends the approval of the following resolution to this point of the agenda by the annual general meeting:

"Mr. Jürg Zumböbel, born on 20 August 1936, is elected as a new member of the Supervisory Board from the end of the 39th annual general meeting of Zumtobel Group AG on 24 July 2015 up to the end of the annual general meeting that will vote on the release from liability for the 2019/2020 financial year."

"Mr. Fritz Zumböbel, born on 22 September 1939, is elected as a new member of the Supervisory Board from the end of the 39th annual general meeting of Zumtobel Group AG on 24 July 2015 up to the end of the annual general meeting that will vote on the release from liability for the 2019/2020 financial year."

"Mr. Johannes Burtscher, born on 6 September 1969, is elected as a new member of the Supervisory Board from the end of the 39th annual general meeting of Zumtobel Group AG on 24 July 2015 up to the end of the annual general meeting that will vote on the release from liability for the 2019/2020 financial year."

"Mr. Hans-Peter Metzler, born on 31 March 1959, is elected as a new member of the Supervisory Board from the end of the 39th annual general meeting of Zumtobel Group AG on 24 July 2015 up to the end of the annual general meeting that will vote on the release from liability for the 2019/2020 financial year."

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"Mr. Stephan Hutter, born on 4 July 1961, is elected as a new member of the Supervisory Board from the end of the 39th annual general meeting of Zumtobel Group AG on 24 July 2015 up to the end of the annual general meeting that will vote on the release from liability for the 2019/2020 financial year."

"Mr. Rüdiger Kapitza, born on 10 February 1955, is elected as a new member of the Supervisory Board from the end of the 39th annual general meeting of Zumtobel Group AG on 24 July 2015 up to the end of the annual general meeting that will vote on the release from liability for the 2019/2020 financial year."

It should be noted that the candidates are not recommended as opposing candidates for the same Supervisory Board seat, but are standing as for the six free Supervisory Board seats independent of each other.

Each of the recommended persons has issued a statement pursuant to § 87 (2) of the Austrian Stock Corporation Act, which is attached to this proposal and is also available on the Company's website ([www.zumtobelgroup.com](http://www.zumtobelgroup.com)).