

The Management Board of ZUMTOBEL AG (the “Company“) invites the shareholders of the Company to attend the

36th Annual General Meeting

on Friday, 27 July 2012, at 10.00 am in the Kulturhaus Dornbirn, large auditorium, Rathausplatz 1, A-6850 Dornbirn.

Agenda:

1. Presentation of the approved annual financial statements as of 30 April 2012 with the report of the Management Board, the corporate governance report and the report of the Supervisory Board on the 2011/2012 financial year as well as presentation of the consolidated financial statements and the group management report on the 2011/2012 financial year.
2. Resolution on the use of profit for the 2011/2012 financial year.
3. Resolution on the release of the members of the Management Board and Supervisory Board from liability for the 2011/2012 financial year.
4. Resolution on the determination of remuneration for the members of the Supervisory Board for the 2012/2013 financial year.
5. Resolution on the amendment of the articles of association as follows: Art. IV.3 (elimination of interim certificates), Art. VII.1 (elimination of an age limit for appointments to the Supervisory Board), Art. VIII.3 (modification of the invitation to the annual general meeting) and Art. VIII.4 and 5 (change of address).
6. 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 2012/13 financial year.

The shareholders of ZUMTOBEL AG are entitled to participate in the annual general meeting if they hold shares in ZUMTOBEL AG on the date of record, which is the end of the tenth day prior to the annual general meeting, i.e. 17 July 2012. In accordance with § 10a of the Austrian Stock Corporation Act, the shareholding on the date of record must be confirmed in writing in the German or English language by a custodial institution that is headquartered in a member state of the European Economic Area or a full member state of the OECD. 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 annual general meeting, i.e. 24 July 2012:

By mail: ZUMTOBEL AG
Attn.: Harald Albrecht
Höchststraße 8
A-6850 Dornbirn

or

By fax: +43 5572 509 91125

or

By email: investorrelations@zumtobel.com, whereby the depository receipt must be attached to the email in text form, e.g. as a PDF file.

or

By SWIFT: GIBAATWGGMS

(Message type MT598; ISIN AT0000837307 must be indicated in the text)

Shareholders who are registered in the stock record book and whose shares are securitised in interim certificates may also attend the annual general meeting without fulfilling the deposit requirement if they register in writing no later than three business days prior to the annual general meeting.

In accordance with § 106 no. 9 of the Austrian Stock Corporation Act in connection with § 83 para. 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 393,390 shares as treasury stock, 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 43,106,610 shares are entitled to vote. The numbers mentioned in this paragraph were determined as of 28 June 2012 and are subject to change before the annual general meeting.

The documents required by § 108 (3 to 5) of the Austrian Stock Corporation Act (announcement of the annual general meeting pursuant to § 106 of the Austrian Stock Corporation Act, proposed resolutions, annual financial statements and management report, corporate governance report, consolidated annual financial statements and group management report, recommendation for the use of profits, report of the Supervisory Board pursuant to § 96 of the Austrian Stock Corporation Act, report of the Management Board pursuant to § 170 (2) in connection with § 153 (4) of the Austrian Stock Corporation Act and

forms for the granting or cancellation of a proxy) will be available for review by shareholders at the headquarters of the Company during normal business hours beginning on 6 July 2012. These documents will also be available for download free of charge under www.zumtobelgroup.com beginning on 6 July 2012.

Shareholders should note their right 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 annual general meeting pursuant to § 118 of the Austrian Stock Corporation Act. The Company must comply with all requests to include items on the agenda and to publish these requests if they are received no later than the 21st day prior to the annual general meeting, i.e. 6 July 2012, by email to investorrelations@zumtobel.com together with proof of the shareholding. The Company must comply with any requests to publish proposed resolutions on its website along with the names of the respective shareholders, the reasoning for the proposed resolution(s) and the relevant statements by the Management Board or the Supervisory Board if such requests are received no later than the seventh business day prior to the annual general meeting, i.e. 18 July 2012, by email to investorrelations@zumtobel.com together with proof of the shareholding. Further information on these rights is available on the Company's website under www.zumtobelgroup.com.

Every shareholder who is entitled to take part in the annual general meeting may, pursuant to § 113 (1) of the Austrian Stock Corporation Act, appoint a natural or legal person as proxy. This proxy must be granted to a specific person in writing and, similar to the cancellation of a proxy, must be submitted on a timely basis prior to the annual general meeting, either by personal delivery at the meeting venue during or before registration for the annual general meeting, or by sending it to the Company's designated Investor Relations representative for receipt no later than 8.00 am on 27 July 2012 by one of the following methods:

By mail: ZUMTOBEL AG
 Attn.: Harald Albrecht
 Höchststraße 8
 A-6850 Dornbirn

or

By fax: +43 5572 509 91125

or

By email: investorrelations@zumtobel.com, whereby the proxy or cancellation must be attached to the email in text form, e.g. as a PDF file

Forms for the granting and cancellation of a proxy can be downloaded free of charge under www.zumtobelgroup.com.

As a special service for shareholders, Michael Knap of the interest group for investors (IVA – “Interessenverband für Anleger”), Feldmühlgasse 22, A-1130 Vienna, will be available to serve as an independent representative for the non-discretionary exercise of voting rights at the annual general meeting. Mr. Knap may be contacted directly under tel.: +43 (1) 8763343-30, fax: +43 (1) 8763343-39, cell phone: +43 (664) 2138740 or email: michael.knap@iva.or.at. Further information is available on the internet at www.zumtobelgroup.com and can be ordered free of charge from the Company. The voting representative will be present at the annual general meeting.

Dornbirn, June 2012

The Management Board