

Point 2 of the Agenda

The Annual General Meeting is hereby asked to pass the following resolution:

RESOLUTION

“Retained earnings of EUR 29,153,375.96 as reported in the financial statements of the Company as of 30 April 2009 shall be carried forward in accordance with the recommendation of the Management Board.”

Point 3 of the Agenda

The Annual General Meeting is hereby asked to pass the following resolution:

RESOLUTION

“In two separate votes, the members of the

- a) Management Board and
- b) Supervisory Board

of ZUMTOBEL AG shall be released from liability for their activities during the 2008/2009 financial year.“

Point 4 of the Agenda

The Annual General Meeting is hereby asked to pass the following resolution:

RESOLUTION

“The members of the Supervisory Board shall be granted the following remuneration for the 2009/2010 financial year:

- a) For every meeting of the Supervisory Board or one of its committees, each member of the Supervisory Board who is present shall receive an attendance fee of EUR 3,000; this fee shall only be paid once if the member of the Supervisory Board participates in two or more meetings on the same day.
- b) In addition, the following annual remuneration shall be paid:
The Chairman and Vice-Chairmen of the Supervisory Board shall each receive EUR 40,000 and
every other elected member of the Supervisory Board shall receive EUR 20,000.
- c) Moreover, the non-local members of the Supervisory Board shall also be reimbursed for related expenses.

The attendance fee and reimbursement for expenses shall be paid one week after the relevant meeting. The annual remuneration shall be paid no later than the end of the month in which the Annual General Meeting on the 2009/10 financial year is held.“

Point 5 of the Agenda

The Annual General Meeting is hereby asked to pass the following resolution:

RESOLUTION

“The share capital of the Company, which totals EUR 111,760,860 and is divided into 44,704,344 zero par value bearer shares, shall be reduced to EUR 108,750,000 divided into 43,500,000 zero par value bearer shares in accordance with § 192 (3) 2 in connection with § 192 (5) of the Austrian Stock Corporation Act through a deduction to a reserve in accordance with § 225 (5) second sentence of the Austrian Commercial Code by way of a simplified procedure involving the withdrawal of 1,204,344 shares of treasury stock.”

Point 6 of the Agenda

The Annual General Meeting is hereby asked to pass the following resolution:

RESOLUTION

“The Management Board shall be authorised, contingent upon the approval of the Supervisory Board, to use 510,694 shares of treasury stock, under the exclusion of the subscription rights of shareholders, to meet the obligations of the Company arising from the employee stock participation programme (“Mitarbeiterbeteiligungsprogramm”, „MSP“).

Point 7 of the Agenda

The Annual General Meeting is hereby asked to pass the following resolution:

RESOLUTION

“The articles of association shall be amended under Point IV.1. to read as follows: The share capital of the Company totals EUR 108,750,000 (one hundred and eight million seven hundred fifty thousand euros). It is divided into 43,500,000 (forty-three million five hundred thousand) zero par value bearer shares with voting rights.”

RESOLUTION

“The articles of association shall be amended under Point VII.3. to read as follows: If a member of the Supervisory Board resigns before the end of his/her term of office, a replacement must only be elected at the next Annual General Meeting. However, an Extraordinary General Meeting must be held without delay to elect a replacement if the total number of Supervisory Board members falls below three. Replacements shall be elected for a term of office as defined in Point VII.2.”

Point 8 of the Agenda

The Annual General Meeting is hereby asked to pass the following resolution:

RESOLUTION

“KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft shall be elected as auditor for the annual financial statements of the Company as well as the consolidated financial statements to be prepared by the Company for the 2009/2010 financial year.“