

PROXY AND VOTING INSTRUCTIONS

I/We _____

(Name of shareholder(s))

(Address and telephone number in the event of inquiries)

hereby appoint Mr. Michael Knap, c/o IVA, Feldmühlgasse 22, A-1130 Vienna, to represent me/us at the general meeting of Zumtobel Group AG on 24 July 2020, at 10 am in Dornbirn and to exercise my/our voting rights for _____ shares (ISIN AT0000837307) (in case of omission, the number of shares announced in the deposit confirmation will be authorized).

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:

		In favour	Against	Abstention
Top 2:	Appropriation of profit for the 2019/2020 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Top 3:	Resolution to release from liability the members of the Management Board and Supervisory Board	<input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/>
Top 4:	Remuneration policy for members of the Management Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Top 5:	Remuneration policy for members of the Supervisory Board and remuneration of the Supervisory Board for the 2020/2021 financial year	<input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/>
Top 6:	Election of the auditor for the 2020/2021 financial year PwC Wirtschaftsprüfung GmbH	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Top 7:	Elections to the Supervisory Board			
	Election of Mr. Volkhard Hofmann	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Election of Mr. Christian Beer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If I/we do not issue any instructions or issue unclear or contradictory instructions (even on individual agenda items), the proxy will abstain from voting.

_____ on _____ 2020 _____
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, A-1130 Vienna, **no later than 20 July 2020**.

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.