

ZUMTOBEL Group

Joint Proposals by the Supervisory Board and Management Board for Resolutions

Point 1 of the Agenda

“Presentation of the approved annual financial statements as of 30 April 2024 together with the report of the Management Board and the report of the Supervisory Board on the 2023/2024 financial year, as well as the proposal for the use of profit, the consolidated financial statements, the group management report and the consolidated corporate governance report as of 30 April 2024”

The Management Board and the Supervisory Board of Zumtobel Group AG hereby determine that a resolution and consequently also a proposal for a resolution are not required for this point of the agenda. The above documents can be reviewed online at <https://z.lighting>.

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Point 2 of the Agenda

“Resolution on the use of profit for the 2023/2024 financial year”

The net profit for the financial year from 1 May 2023 to 30 April 2024 as reported in the annual financial statements as of 30 April 2024, which were prepared in accordance with the Austrian Commercial Code (UGB), amounts to EUR 143,131,275.72.

The Management Board and the Supervisory Board of Zumtobel Group AG recommend the approval of the following resolutions to this point of the agenda by the General Meeting:

“The net profit for the financial year from 1 May 2023 to 30 April 2024 in the amount of EUR 143,131,275.72 as shown in the annual financial statements of the Company as of 30 April 2024, which were prepared in accordance with the Austrian Commercial Code, shall be distributed as follows:

1. A dividend of EUR 0.25 (twenty-five eurocents) shall be paid on each of the Company’s shares which is entitled to a dividend at the time of the resolution on the use of net profit (i.e. the date of the Company’s General Meeting on 2 August 2024).
2. The remaining net profit will be carried forward to new account.
3. The dividend will be paid on 9 August 2024 (payment date); the ex-day is 6 August 2024.”

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Point 3 of the Agenda

“Resolution on the release of the members of the Management Board from liability for the 2023/2024 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 General Meeting:

“All members of the Management Board of Zumtobel Group AG are hereby released from liability for their respective activities during the 2023/2024 financial year.”

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Point 4 of the Agenda

“Resolution on the release of the members of the Supervisory Board from liability for the 2023/2024 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 General Meeting:

“All members of the Supervisory Board of Zumtobel Group AG are hereby released of liability for their respective activities during the 2023/2024 financial year.”

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Point 5 of the Agenda

Resolution on the remuneration policy for the Supervisory Board”

The Supervisory Board of Zumtobel Group AG recommends the approval of the following resolution to this point of the agenda by the General Meeting:

”The remuneration policy is hereby approved with regard to the principles for the remuneration of the members of the Supervisory Board, as published on the website entered in the commercial register.”

Explanation:

In accordance with Section 98a in conjunction with Section 78a of the Austrian Stock Corporation Act (AktG), the Supervisory Board of a listed company is required to draw up a clear and comprehensible remuneration policy that sets out the principles for the remuneration of the members of the Supervisory Board. The remuneration policy for the Supervisory Board must be submitted to the General Meeting for a vote every fourth financial year and whenever a significant change is made. The remuneration policy for the Supervisory Board was most recently approved at the 44th General Meeting on 24 July 2020. The Supervisory Board has revised the remuneration policy and now submits it to the General Meeting for a vote. The vote is in the nature of a recommendation. The resolution may not be contested (Section 78b (1) AktG).

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Point 6 of the Agenda

“Resolution on the determination of remuneration for the members of the Supervisory Board for the 2024/2025 financial year”

The Management Board and the Supervisory Board of Zumtobel Group AG recommend the approval of the following resolutions to this point of the agenda by the General Meeting:

"The members of the Supervisory Board will receive the following unchanged remuneration for the 2024/2025 financial year:

- a) Fixed remuneration for the elected members of the Supervisory Board (in proportion to the actual time served on this corporate body):
 - The chairperson of the Supervisory Board (but not the vice-chairpersons) will receive EUR 120,000.00, and
 - Each other elected Supervisory Board member will receive EUR 60,000.00;

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 General Meeting;

- b) Variable remuneration for the elected members of the Supervisory Board committees:
 - The chairperson of each committee (but not the vice-chairpersons) will receive remuneration of EUR 15,000.00 for each meeting up to a maximum of EUR 30,000.00 in each financial year for activities as the committee chairperson; and
 - Every other elected member of a committee will receive EUR 5,000.00 for each meeting up to a maximum of EUR 10,000.00 in each financial year for activities as a member of a committee;

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."

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Point 7 of the Agenda

“Resolution on the compensation report for 2023/2024”

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 General Meeting:

“The compensation report on the remuneration of the Management Board and Supervisory Board of Zumtobel Group AG for the 2023/2024 financial year is hereby approved.”

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Point 8 of the Agenda

“Elections to the Supervisory Board”

In accordance with Section VII. (1) of the articles of association of Zumtobel Group AG, the Supervisory Board comprises up to six members elected by the General Meeting as well as the employee representatives delegated pursuant to Section 110 of the Austrian Labour Constitution Act (ArbVG).

The Supervisory Board of the Company currently comprises six members elected by the General Meeting. The General Meeting on 28 July 2023 represented the latest General Meeting at which elections to the Supervisory Board were held.

Since the terms of office of Georg Pachta-Reyhofen and Thorsten Staake will end at the close of the 48th General Meeting of Zumtobel Group AG on 2 August 2024, two new Supervisory Board members shall be elected.

The Supervisory Board of the Company recommends the approval of the following resolutions to this point of the agenda by the General Meeting:

- 1) Georg Pachta-Reyhofen, born on 28 July 1955, is hereby re-elected as a member of the Supervisory Board effective from the end of the current General Meeting up to the end of the General Meeting which will vote on the release from liability for the 2026/27 financial year.
- 2) Thorsten Staake, born on 5 September 1978, is hereby re-elected as a member of the Supervisory Board effective from the end of the current General Meeting up to the end of the General Meeting which will vote on the release from liability for the 2026/27 financial year.

Georg Pachta-Reyhofen and Thorsten Staake have each submitted a statement in accordance with Section 87 (2) of the Austrian Stock Corporation Act (AktG), which is attached to this proposal and is available on the Company's website together with the curricula vitae of the nominated persons (<https://z.lighting>).

The Company is subject to the scope of application defined in Section 86 (7) of the Austrian Stock Corporation Act and will continue to meet the minimum distribution requirement with the election of the above-mentioned two persons.

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Point 9 of the Agenda

“Election of an auditor for the audit of the annual financial statements, management report, consolidated financial statements and group management report as well as where required by law for the 2024/2025 financial year, the audit of the mandatory consolidated sustainability report for the 2024/2025 financial year.”

The Supervisory Board of Zumtobel Group AG recommends the approval of the following resolution to this point of the agenda by the General Meeting:

“PwC Wirtschaftsprüfung GmbH, 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 and where required by law for the 2024/2025 financial year, to audit the mandatory consolidated sustainability report for the 2024/2025 financial year.”