

# PROXY AND VOTING INSTRUCTIONS

I/We \_\_\_\_\_

(Name of shareholder(s))

\_\_\_\_\_  
(Address and telephone number in the event of inquiries)

hereby appoint Michael Knap, c/o IVA, Feldmühlgasse 22, 1130 Vienna, to represent me/us at the Annual General Meeting of Zumtobel Group AG on 22 July 2016, at 10 am in Dornbirn and to exercise my/our voting rights.

Furthermore, I/we instruct him to exercise or arrange for the exercise of my/our voting rights as follows:

Agenda point	In favour	Against	Abstention
2: Use of profit for the 2015/2016 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3: Release of the Management Board and Supervisory Board from liability	<input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/>
4: Remuneration of the Supervisory Board for the 2016/2017 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5: Election of the auditor for the 2016/2017 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If I/we have not issued any instructions (also for individual points on the agenda), Mr. Knap is free to exercise my/our voting rights at his discretion.

\_\_\_\_\_ on \_\_\_\_\_ 2016 \_\_\_\_\_

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, 1130 Vienna, **no later than 18 July 2016**.

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.