

# 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, 1130 Vienna, Feldmühlgasse 22/4, to represent me/us at the Annual General Meeting of ZUMTOBEL AG on 22 July 2011 at 10 am in Dornbirn and to exercise my/our voting rights. Mr. Knap is authorised to issue substitute proxies.

Furthermore, I/we instruct him/her 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 2010/2011 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 2011/2012 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5: Authorisation of the Management Board, with the consent of the Supervisory Board, to increase share capital by up to EUR 10,875,000.-- through the issue of up to 4,350,000 new zero par value bearer shares at a minimum issue price equalling 100% of the proportional amount of share capital in exchange for cash or contributions in kind; authorisation to determine the issue price and issue conditions (authorised capital); and authorisation to exclude the subscription rights of shareholders to the new shares issued from this authorised capital.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6: Election of the auditor for the 2011/2012 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 \_\_\_\_\_ 2011 \_\_\_\_\_  
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, 1130 Vienna, Feldmühlgasse 22/4, no later than 18 July 2011.

The costs for this proxy will be carried by Zumtobel AG.

All other costs, in particular bank charges for the depository confirmation or mailing fees, must be carried by the shareholder.