

The Management Board of ZUMTOBEL AG (the “Company”) invites all shareholders of the Company to attend the

## **34th Annual General Meeting**

on Friday, 23 July 2010, at 10.00 am in the Kulturhaus Dornbirn, large auditorium, Rathausplatz 1, A-6850 Dornbirn.

### **Agenda:**

1. Presentation of the approved annual financial statements as of 30 April 2010 with the report of the Management Board, the corporate governance report and the report of the Supervisory Board on the 2009/2010 financial year as well as presentation of the consolidated financial statements and the group management report on the 2009/2010 financial year.
2. Presentation of the proposal for the use of profit and resolution on the use of profit for the 2009/2010 financial year.
3. Resolution on the release of the members of the Management Board and Supervisory Board from liability for the 2009/2010 financial year.
4. Election of Supervisory Board members.
5. Resolution to determine the remuneration for the members of the Supervisory Board for the 2010/2011 financial year.
6. Election of an auditor for the annual financial statements and management report as well as the consolidated financial statements and group management report for the 2010/11 financial year.

The entitlement to participate in the annual general meeting is subject to holding shares in ZUMTOBEL AG on the record date, which is at the end of tenth day prior to the annual general meeting and therefore 13 July 2010. The holding of shares on the record date is to be evidenced by the provision of a written safe custody receipt in German or English pursuant to § 10a Stock Corporation Act (AktG) and issued by a custodian institution headquartered in a state which must be either a member state of the European Economic Area or a full member of the OECD. The safe custody receipt must be received by the

Company no later than the third business day prior to the annual general meeting, which is 20 July 2010, by one of the following methods:

by post: ZUMTOBEL AG  
z.Hd. Harald Albrecht  
Höchststraße 8  
A-6850 Dornbirn

or

by fax: +43 5572 509 91125

or

by email: [investorrelations@zumtobel.com](mailto:investorrelations@zumtobel.com), in which case the safe custody receipt must be attached to the email in text form, for example as a PDF file.

or

by SWIFT: GIBAATWGGMS

(Message type MT598; ISIN AT0000837307 must be stated in the text).

Shareholders who are registered in the stock record book and whose shares are securitised in interim certificates may also attend the annual general meeting without fulfilling the deposit requirement if they register in writing no later than three business days prior to the annual general meeting.

Pursuant to § 83 (2) 1 Stock Exchange Act (BörseG), notification is also hereby provided that the Company has issued 43,500,000 bearer shares and each share carries the right to one vote. The Company currently holds 774,957 shares as treasury stock, which are not entitled to vote pursuant to § 65 (5) Stock Corporation Act (AktG); after the deduction of these treasury shares, a total of 42,725,043 shares are entitled to vote. The numbers mentioned in this paragraph were determined as of 23 June 2010 and are subject to change before the annual general meeting.

The documents pursuant to § 108 (3 to 5) Stock Corporation Act (convocation pursuant to § 106 Stock Corporation Act, proposed resolutions, statements pursuant to § 87 (2) Stock Corporation Act, annual financial statements with management report, corporate governance report, the consolidated annual financial statements with the group management report, proposal on the use of profits, report of the Supervisory Board pursuant to § 96 Stock Corporation Act (AktG), forms for the granting or revocation of a proxy) will be available for

inspection by shareholders at the headquarters of the Company during normal business hours from 2 July 2010. These documents will also be available for download free of charge from [www.zumtobelgroup.com](http://www.zumtobelgroup.com) from 2 July 2010.

Shareholders should note their entitlement to request the addition of items to the agenda pursuant to § 109 Stock Corporation Act, to submit proposals for resolutions pursuant to § 110 Stock Corporation Act and to request information at the annual general meeting pursuant to § 118 Stock Corporation Act. A request to add items to the agenda and to publish them must be taken into account if it is received by the Company no later than the 21<sup>st</sup> day prior to the annual general meeting, which is 2 July 2010, by email to [investorrelations@zumtobel.com](mailto:investorrelations@zumtobel.com) along with evidence of capacity as shareholder. A request to make proposals for resolutions available on the Company's website along with the names of the respective shareholders, to which the reasoning and, where applicable, the statements of the Management Board or the Supervisory Board is to be attached, must be taken into account if it is received by the Company no later than the seventh business day prior to the annual general meeting, which is 14 July 2010, by email to [investorrelations@zumtobel.com](mailto:investorrelations@zumtobel.com) along with evidence of capacity as shareholder. Further information about these rights is available on the Company's website at [www.zumtobelgroup.com](http://www.zumtobelgroup.com).

Every shareholder who is entitled to take part in the annual general meeting may, pursuant to § 113 (1) Stock Corporation Act, appoint a natural or legal person as proxy. Proxy must be granted to a specific person in writing and, as in the case of a revocation of proxy, must be submitted in good time prior to the annual general meeting, either by handing it over personally no later than during registration for the annual general meeting at the meeting venue, or by sending it to the person responsible for Investor Relations at the Company to arrive no later than 8.00 am on 23 July 2010 by one of the following methods:

by post:           ZUMTOBEL AG  
                  z.Hd. Harald Albrecht  
                  Höchststraße 8  
                  A-6850 Dornbirn

or

by fax:           +43 5572 509 91125

or

by email:       [investorrelations@zumtobel.com](mailto:investorrelations@zumtobel.com), in which case the proxy or its revocation must be attached to the email in text form, for example as a PDF file).

Forms for the granting and for the revocation of proxy can be downloaded free of charge from [www.zumtobelgroup.com](http://www.zumtobelgroup.com).

As a special service, Dr. Michael Knap of the interest group for investors (IVA – “Interessenverband für Anleger”), Feldmühlgasse 22, A-1130 Vienna, is available to serve as an independent representative for the non-discretionary exercise of voting rights at the annual general meeting. Dr. Knap may be contacted directly under tel: +43 (1) 8763343-30, fax: +43 (1) 8763343-39, cell phone +43 (664) 2138740 or email [michael.knap@iva.or.at](mailto:michael.knap@iva.or.at). Further information is available on the internet at [www.zumtobelgroup.com](http://www.zumtobelgroup.com) and can be ordered free of charge from the Company. The voting representative will be present at the annual general meeting.

Dornbirn, June 2010

The Management Board