

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

## **33rd Annual General Meeting**

on Friday, 24 July 2009, 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 2009 with the reports of the Management Board and Supervisory Board on the 2008/2009 financial year as well as the presentation of the consolidated financial statements and the group management report on the 2008/09 financial year.
2. Resolution on the use of profit for the 2008/2009 financial year.
3. Resolution on the release of the members of the Management Board and Supervisory Board from liability for the 2008/2009 financial year.
4. Resolution to determine the remuneration for the members of the Supervisory Board for the 2009/2010 financial year.
5. Resolution on a decrease in capital through the withdrawal of treasury shares.
6. Resolution authorising the Management Board to use treasury shares to meet the obligations of the Company arising from the employee stock participation programme (“Mitarbeiterbeteiligungsprogramm”, “MSP”).
7. Resolution on the amendment of the articles of association under Point IV.1. (decrease in share capital) and Point VII.3. (by-elections for members to the Supervisory Board for a term of office as defined in Point VII.2.).
8. 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 2009/10 financial year.

Shareholders of ZUMTOBEL AG may only participate in the annual general meeting if they deposit their shares no later than 20 July 2009 during business hours with the Company, with an Austrian notary public or with the main office of a domestic bank up to the end of the annual general meeting. This deposit is also considered to be correct when the shares are

held in blocked deposit up to the end of the annual general meeting by another bank in agreement with a depository office designated by the Company.

The depository offices must provide the Company with certification of the shares deposited no later than 21 July 2009 (in advance by telefax: +43 (5572) 509 601).

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 working days before the annual general meeting.

In accordance with § 83 (2) 1 of the Austrian Stock Exchange Act, notification is also hereby provided that the Company has issued 44,704,344 bearer shares and each share carries the right to one vote. The Company currently holds 1,991,111 shares as treasury stock, which are not entitled to vote in accordance with § 65 (5) of the Austrian Stock Exchange Act; after the deduction of these treasury shares, a total of 42,713,233 shares are entitled to vote. The numbers mentioned in this paragraph were determined as of 29 June and are subject to change before the annual general meeting.

The annual financial report with the consolidated financial statements and the group management report, the audited annual financial statements and management report of ZUMTOBEL AG as well as a statement by the legal representatives of the Company are available for review at the headquarters of the Company in 6850 Dornbirn, Höchster Strasse 8, and are also available for download free of charge under [www.zumtobelgroup.com](http://www.zumtobelgroup.com).

As a special service, shareholder Michael Knap of the IVA interest group for investors ("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. Mr. Knap may be contacted directly under tel: +43 (1) 8763343-30, fax: +43 (1) 8763343-39, cell phone +43 (664) 2138740 or e-mail [michael.knap@iva.or.at](mailto:michael.knap@iva.or.at). Further information is available in the Internet under [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.