

## **Point 2 of the Agenda**

Joint proposal by the Management Board and the Supervisory Board for a resolution on the use of profit:

### **RESOLUTION**

"The total profit of EUR 28,885,405.50 reported in the financial statements of the company as of 30 April 2011 will be distributed in accordance with the following recommendation:

1. A dividend of EUR 0.50 per share will be distributed for the 2010/2011 financial year.
2. The remaining profit will be carried forward.
3. The dividend will be paid on 29 July 2011; the ex-dividend date is 26 July 2011."

### **Point 3 of the Agenda**

Joint proposal by the Management Board and the Supervisory Board for a resolution on the release of the members of the Management and Supervisory Boards from liability:

### **RESOLUTION**

“In separate voting procedures, the members of the

a) Management Board and

b) Supervisory Board

of ZUMTOBEL AG are hereby released from liability for their respective activities during the 2010/2011 financial year.“

#### **Point 4 of the Agenda**

Joint proposal by the Management Board and the Supervisory Board for a resolution on the remuneration of the members of the Supervisory Board:

#### **RESOLUTION**

“The members of the Supervisory Board will receive the following remuneration for the 2011/2012 financial year:

- a) For each meeting of the Supervisory Board or one of its committees, the attending members of the Supervisory Board are entitled to receive an attendance fee of EUR 3,000; this fee will only be paid once, even if two or more meetings are held on the same day;
- b) Furthermore, the members of the Supervisory Board will receive the following annual remuneration (in proportion to the actual time served on the Supervisory Board):
  - The Chairman and Vice-Chairman of the Supervisory Board will each receive EUR 40,000 and
  - The other elected members of the Supervisory Board will each receive EUR 20,000;
- c) Furthermore, each non-local member of the Supervisory Board is entitled to reimbursement of his or her expenses.

The attendance fee and expenses will be paid one week after the respective meeting. The annual remuneration will be paid, at the latest, by the end of the month in which the annual general meeting for the 2011/2012 financial year is held.“

## **Point 5 of the Agenda**

Joint proposal by the Management Board and the Supervisory Board for a resolution on authorised capital and the amendment of Art. IV para. 4. of the Articles of Association (Share Capital and Shares):

### **RESOLUTION**

1. "The Management Board is authorised to increase, subject to the consent of the Supervisory Board, the share capital of the Company by up to EUR 10,875,000.-- (ten million eight hundred seventy-five thousand euros) through the issue of up to 4,350,000 (four million three hundred fifty thousand) new zero par value bearer shares – in one or more tranches – at a minimum issue price equalling 100% (one hundred per cent) of the proportional amount of share capital, in exchange for cash or contributions in kind. The authorisation is valid for a period of three years beginning on the date the respective amendment to the articles of association is recorded in the company register. The Management Board is further authorised to determine the issue price and conditions (authorised capital) as well as to exclude the subscription rights of shareholders to the new shares issued from this authorised capital. The Supervisory Board is authorised to approve any amendments to the articles of association that may result from the issue of shares from authorised capital."
2. Amendment of Art. IV I para. 4 (new) of the Articles of Association as follows:  
  
"(4) The Management Board is authorised, to increase, subject to the consent of the Supervisory Board, the share capital of the Company by up to EUR 10,875,000.-- (ten million eight hundred seventy-five thousand euros) through the issue of up to 4,350,000 (four million three hundred fifty thousand) new zero par value bearer shares – in one or more tranches – at a minimum issue price equalling 100% (one hundred per cent) of the proportional amount of share capital, in exchange for cash or contributions in kind. The authorisation is valid for a period of three years beginning on the date the respective amendment to the articles of association is recorded in the company register. The Management Board is further authorised to determine the issue price and conditions (authorised capital) as well as to exclude the subscription rights of shareholders to the new shares issued from this authorised capital. The Supervisory Board is authorised to approve any amendments to the articles of association that may result from the issue of shares from authorised capital."

### **Point 6 of the Agenda**

Proposal by the Supervisory Board for a resolution on the appointment of the auditor:

#### **RESOLUTION**

“KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft 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 for the 2011/2012 financial year.“