

PROXY AND VOTING INSTRUCTIONS

I/We _____

(Name(s) of shareholder(s))

(Address and telephone number for questions)

hereby authorise Michael Knap, c/o IVA, 1130 Vienna, Feldmühlgasse 22/4, to represent me/us at the Annual General Meeting of Zumtobel AG on 24 July 2009 and to exercise my/our voting rights. Mr. Knap is hereby also authorised to grant substitute proxies.

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

Agenda point	In favour	Opposed	Abstention
2: Use of retained earnings	<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"/>
4: Remuneration for the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5: Capital decrease through the withdrawal of treasury shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Authorisation of the Management Board to use 510,694 shares of treasury stock to meet the obligations of the Company arising from the employee stock participation programme ("MSP")			
7: Amendment to the articles of association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8: Election of the auditor for the 2009/2010 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If I/we do not provide any instructions (also for individual points of the agenda), Mr. Knap is entitled to exercise my/our voting rights at his discretion.

_____ on _____ 2009 _____

City

Date

Signature/Authorised Signature

Note: The **original copy** of this form must be received by IVA, 1130 Vienna, Feldmühlgasse 22/4 no later than 20 July 2009 together with the bank confirmation of the deposit of shares.

The costs for the representation of voting rights will be carried by Zumtobel AG.
All other expenses, in particular bank charges for the confirmation of deposit and postage fees, are the responsibility of the shareholder.