

## PROXY AND VOTING INSTRUCTIONS

I/We \_\_\_\_\_  
(Name of shareholder)

\_\_\_\_\_  
(Optional: address and telephone number in case of questions)

hereby appoint Dr. Michael Knap, c/o IVA, Feldmühlgasse 22/4, A-1130 Vienna, Austria as my/our proxy to represent me/us at the annual general meeting of Zumtobel AG on 29 July 2008 and exercise my/our voting rights. Dr. Knap is authorised to delegate his authority to another person.

I/We further instruct him to exercise my/our voting rights or cause them to be exercised as follows:

		For	Against	Abstain
Top 2:	Appropriation of retained earnings	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Top 3:	Discharge of members of the Management Board and Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Top 4:	Compensation for members of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Top 5:	Elections to the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Top 6:	Authorisation to purchase own stock	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Top 7:	Amendment of the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Top 8:	Auditor for the 2008/2009 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If I/we do not issue voting instructions (or not for individual items on the agenda) Dr. Knap is authorised to exercise my/our voting rights at his discretion.

\_\_\_\_\_  
Place                      Date                      Signature

**Important note:** The original of this form must be received by IVA, Feldmühlgasse 22/4, A-1130 Vienna, Austria **by 25 July 2008 at the latest**, together with an original certificate of deposit from the depositary bank.

The costs associated with the appointment of a proxy will be borne by Zumtobel AG. All other costs, and in particular the bank charges for issuing a certificate of deposit or postage costs, shall be borne by the shareholder.