

ZUMTOBEL Group

Zumtobel Group AG

Company register number 62309 g

ISIN AT0000837307

Information about the organisational and technical prerequisites for participation in the Extraordinary General Meeting on Monday, 18 May 2020 at 10.00 a.m., held as a virtual General Meeting

By way of announcement in the official journal of Wiener Zeitung on 25 April 2020, the Extraordinary General Meeting of Zumtobel Group AG was convened on Monday, 18 May 2020, at 10:00 a.m.

The meeting will be held as a virtual General Meeting

The Extraordinary General Meeting of Zumtobel Group AG on 18 May 2020 will be held as a “virtual General Meeting” within the meaning of the Company law COVID-19 Act in its applicable version and the ordinance of the Federal Minister of Justice based on the former (Federal Law Gazette no. II 140/2020).

That means that shareholders cannot be physically present at the Extraordinary General Meeting of Zumtobel Group AG on 18 May 2020, in order not to jeopardize the health of the participants.

Broadcasting of the General Meeting on the Internet

For the purpose of real-time participation, the virtual Extraordinary General Meeting will be broadcast on the Internet in full, so that all shareholders of the company can watch the same live on 18 May 2020 from approximately 10:00 a.m. at <https://www.zumtobelgroup.com/de/hauptversammlung.htm>. Through this acoustic and visual one-way connection, the shareholders will be able to follow the proceedings of the General Meeting and the answering of questions submitted by the shareholders, as well as the passing of resolutions.

The technical prerequisites on the part of the shareholders are some kind of effective Internet access and/or a powerful Internet connection, as well as a web-enabled terminal device

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suitable for sound and image reproduction or broadcasting via an Internet browser (e.g. PC with VDU and loudspeaker, notebook, tablet, smartphone and the like). No registration or login will be required.

Special proxies

Voting as well as exercising the right to information, if applicable, proposing any resolution or raising an objection during the virtual Extraordinary General Meeting of Zumtobel Group AG on 18 May 2020 will only be possible through one of the following special proxies, who are independent of the company and whose costs shall be borne by the company, namely:

- (i) Michael Knap, c/o IVA Austrian Shareholder Association
Feldmühlgasse 22/4, A-1130 Vienna, T: +43 (0) 664 213 87 40
knap.zumtobelgroup@hauptversammlung.at;
- (ii) Thomas Huf, Notary
Am Garnmarkt 13 / 2nd Floor, A-6840 Götzis, T: +43 (0) 5523 65366
huf.zumtobelgroup@hauptversammlung.at;
- (iii) Sascha Schulz, Attorney, Schönherr Rechtsanwälte GmbH
Schottenring 19, A-1010 Vienna, T: +43 1 534 37 50770
schulz.zumtobelgroup@hauptversammlung.at;
- (iv) Ewald Oberhammer, Attorney, c/o Oberhammer Rechtsanwälte GmbH
Karlsplatz 3/1, A-1010 Vienna, T: +43 1 5033000
oberhammer.zumtobelgroup@hauptversammlung.at;

For said special proxies, a power of attorney form can be downloaded from the website of the company at <https://www.zumtobelgroup.com/de/hauptversammlung.htm>, which we ask shareholders to use, as well as a form for revoking the power, if applicable. Moreover, it is possible to contact each of the above-stated persons directly using the above-mentioned contact details, which should be done in good time in case of any specific instructions.

Please note that a safe custody receipt pursuant to § 10a of the Austrian Stock Corporation Act is required for the proper registration of your shares for the General Meeting, which must be received by the company by 13 May 2020 at the latest (for details, please refer to the

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invitation available for download on the above-mentioned Internet page). The shareholder data indicated on the safe custody receipt must coincide with the data contained in the power of attorney, otherwise the power will be invalid.

Please fill in and sign the **power of attorney** and **dispatch** the same in a timely manner, for the latter to be received **by 13 May 2020, midnight CEST, local time of Dornbirn at the latest** using one of the following communication channels:

- by **mail** to: Zumtobel Group AG, c/o HV-Veranstaltungsservice GmbH, Köppel 60,
A-8242 St. Lorenzen/Wechsel
- by **fax** to: +43 (0) 1 890050067
- by **email** to:

for **Michael Knap**: knap.zumtobelgroup@hauptversammlung.at

for **Thomas Huf, Notary**: huf.zumtobelgroup@hauptversammlung.at

for **Sascha Schulz, Attorney**: schulz.zumtobelgroup@hauptversammlung.at

for **Ewald Oberhammer, Attorney**: oberhammer.zumtobelgroup@hauptversammlung.at

Shareholders' right to information

For the purpose of holding the virtual Extraordinary General Meeting in due form, the shareholders are requested to send all **questions** emerging prior to the holding of the virtual Extraordinary General Meeting by email to the above-stated email address of your proxy, which is also used for transmitting the power of attorney, and in a timely manner, so that they are received by the special proxies **by the second workday preceding the virtual Extraordinary General Meeting at the latest**, that is Thursday, 14 May 2020.

For the purpose of verifying your identity as a shareholder, you must indicate the email address you are going to use for sending any questions, proposals or instructions in the power of attorney form for your proxy in the field provided for the purpose. Moreover, by signing you confirm that you have exclusive access to that email address.

For submitting any questions by email, you may either use the question form on the website of the company or (if the email address has been confirmed) a simple email that you conclude with your name. If any doubts regarding the identity of any participant arise in the course of

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holding the Extraordinary General Meeting, Zumtobel Group AG reserves the right to clarify the same by suitable means.

Rights during the General Meeting

However, each shareholder shall be entitled to submit any questions, proposed resolutions or objections also during the virtual Extraordinary General Meeting to the special proxy authorised by him or her, by way of a simple email (using the above-stated confirmed email address of the sender) to the respective email address of the special proxy (see shareholders' right to information), subject to the following requirements: the additional questions must be received by the special proxy until the beginning of the general debate – i.e. after reading out the agenda items. In the virtual Extraordinary General Meeting, the chairman shall announce the end of reading out the agenda items and the opportunity to submit additional questions. After said announcement the participants shall be given fifteen minutes to transmit their additional questions and proposed resolutions to the special proxy (receipt by the latter), who will present them in the course of the general debate. When all additional questions have been answered and the chairman so announces, the participants shall have another five minutes (time of receipt) to transmit to the special proxies any comprehension questions regarding the answers. After termination of the second round of questions, the chairman shall pronounce the end of the general debate.

After the end of the general debate, the shareholders are given five minutes (receipt by the special proxy) to **modify** their voting instruction to the special proxy by way of a simple email (using the above-stated confirmed email address of the sender) to the respective email address of the special proxy (see shareholders' right to information).

After the voting, the shareholders shall have five minutes (receipt by the special proxy) to instruct their special proxy to raise an **objection** against the resolution. The instruction shall be given by a simple email (using the above-stated confirmed email address of the sender) to the respective email address of the special proxy.

The chairman of the General Meeting will provide a timing structure to the proceedings of the General Meeting, just as with any General Meeting where the participants are physically present, and he reserves the right to briefly interrupt the General Meeting, in particular to enable the special proxies to duly process the motions, messages and instructions submitted to them. The chairman also reserves the right to extend the above-stated periods of time for exercising shareholders' rights.

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Zumtobel Group AG shall be responsible for the use of technical means of communication within the scope of the virtual Extraordinary General Meeting only to the extent that the latter are attributable to its sphere of influence.

Hotline

For technical and organisational support in the run-up to as well as during the General Meeting, please turn to our hotline: +43 (0) 664 349 8473, available from Monday, 27 April 2020: from Monday to Friday 08:00 a.m. - 06:00 p.m. CEST.

Dornbirn, on 27 April 2020

The Management Board