

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

35th Annual General Meeting

on Friday, 22 July 2011, 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 2011 with the report of the Management Board, the corporate governance report and the report of the Supervisory Board on the 2010/2011 financial year as well as presentation of the consolidated financial statements and the group management report on the 2010/2011 financial year.
2. Resolution on the use of profit for the 2010/2011 financial year.
3. Resolution on the release of the members of the Management Board and Supervisory Board from liability for the 2010/2011 financial year.
4. Resolution on the determination of remuneration for the members of the Supervisory Board for the 2011/2012 financial year.
5. Resolution authorising the Management Board to increase, subject to the consent of the Supervisory Board, the share capital of the Company by up to EUR 10,875,000.— through the issue of up to 4,350,000 new zero par value bearer shares – in one or more tranches – at a minimum issue price equalling 100% 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. This resolution also covers the following: the authorisation of the Management Board 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 authorisation of the Supervisory Board to approve any amendments to the articles of association that may result from the issue of shares from authorised capital; and the approval of an amendment to Art. IV. para. 4 of the articles of association.
6. 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 2011/12 financial year.

The shareholders of ZUMTOBEL AG are entitled to participate in the annual general meeting if they hold shares in ZUMTOBEL AG on the date of record, which is the end of the tenth day prior to the annual general meeting, i.e. 12 July 2011. In accordance with § 10a of the Austrian Stock Corporation Act, the shareholding on the date of record must be confirmed in writing in the German or English language by a custodial institution that is headquartered in a member state of the European Economic Area or a full member state of the OECD. This confirmation must be received by the Company in one of the forms stated below no later than the third business day prior to the annual general meeting, i.e. 19 July 2011:

By mail: ZUMTOBEL AG
Attn.: Harald Albrecht
Höchsterstraße 8
A-6850 Dornbirn

or

By fax: +43 5572 509 91125

or

By email: investorrelations@zumtobel.com, whereby the depository receipt must be attached to the email in text form, e.g. as a PDF file.

or

By SWIFT: GIBAATWGGMS

(Message type MT598; ISIN AT0000837307 must be indicated in the text)

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 business days prior to the annual general meeting.

In accordance with § 83 (2) no. 1 of the Austrian Stock Exchange Act, the Company hereby confirms that it has issued 43,500,000 bearer shares and that each share carries the right to one vote. The Company currently holds 417,629 shares as treasury stock, which are not entitled to vote pursuant to § 65 (5) of the Austrian Stock Corporation Act; after the deduction of these treasury shares, a total of 43,082,371 shares are entitled to vote. The numbers mentioned in this paragraph were determined as of 22 June 2011 and are subject to change before the annual general meeting.

The documents required by § 108 (3 to 5) of the Austrian Stock Corporation Act (announcement of the annual general meeting pursuant to § 106 of the Austrian Stock Corporation Act, proposed resolutions, annual financial statements and management report, corporate governance report, consolidated annual financial statements and group management report, recommendation for the use of profits, report of the Supervisory Board pursuant to § 96 of the Austrian Stock Corporation Act, report of the Management Board pursuant to § 170 (2) in connection with § 153 (4) of the Austrian Stock Corporation Act and forms for the granting or revocation of a proxy) will be available for review by shareholders at the headquarters of the Company during normal business hours beginning on 1 July 2011. These documents will also be available for download free of charge from www.zumtobelgroup.com beginning on 1 July 2011.

Shareholders should note their right to request the addition of items to the agenda pursuant to § 109 of the Austrian Stock Corporation Act, to submit proposals for resolutions pursuant to § 110 of the Austrian Stock Corporation Act and to request information at the annual general meeting pursuant to § 118 of the Austrian Stock Corporation Act. The Company must comply with all requests to include items on the agenda and to publish these requests if they are received no later than the 21st day prior to the annual general meeting, i.e. 1 July 2011, by email to investorrelations@zumtobel.com together with proof of the shareholding. The Company must comply with any requests to publish proposed resolutions on its website along with the names of the respective shareholders, the reasoning for the proposed resolution(s) and the relevant statements by the Management Board or the Supervisory Board if such request are received no later than the seventh business day prior to the annual general meeting, i.e. 13 July 2011, by email to investorrelations@zumtobel.com together with proof of the shareholding. Further information on these rights is available on the Company's website at www.zumtobelgroup.com.

Every shareholder who is entitled to take part in the annual general meeting may, pursuant to § 113 (1) of the Austrian Stock Corporation Act, appoint a natural or legal person as proxy. This proxy must be granted to a specific person in writing and, as is the case with the of a revocation of proxy, must be submitted on a timely basis prior to the annual general meeting, either by personal delivery at the meeting venue during or before registration for the annual general meeting, or by sending it to the Company's designated Investor Relations representative for receipt no later than 8.00 am on 22 July 2011 by one of the following methods:

By mail: ZUMTOBEL AG
Attn.: Harald Albrecht
Höchsterstraße 8
A-6850 Dornbirn

or

By fax: +43 5572 509 91125

or

By email: investorrelations@zumtobel.com, whereby the proxy or revocation must be attached to the email in text form, e.g. as a PDF file)

Forms for the granting and for the revocation of proxy can be downloaded free of charge under www.zumtobelgroup.com.

As a special service, Michael Knap of the interest group for investors (IVA – “Interessenverband für Anleger”), Feldmühlgasse 22, A-1130 Vienna, will be 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 email michael.knap@iva.or.at. Further information is available on the internet at www.zumtobelgroup.com and can be ordered free of charge from the Company. The voting representative will be present at the annual general meeting.

Dornbirn, June 2011

The Management Board