

# zumtobel group

## Voting results for the ordinary general meeting of Zumtobel AG on 22. Juli 2011

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### **Agenda item 2:**

Resolution on the use of profit for the 2010/2011 financial year.

<b>Presence:</b>	269 shareholders with 23.945.360 votes.	
<b>Number of shares voting valid:</b>		23.945.360
<b>Those correspond to this portion of the registered capital:</b>		55,05 %
<b>Total number of valid votes:</b>		23.945.360

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<b>For-votes:</b>	23.945.360
<b>Against-votes:</b>	0
<b>Abstentions:</b>	0

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### **Agenda item 3:**

Resolution on the release of the members of the Management Board from liability for the 2010/2011 financial year.

<b>Presence:</b>	269 shareholders with 23.945.360 votes.	
<b>Number of shares voting valid:</b>		23.945.360
<b>Those correspond to this portion of the registered capital:</b>		55,05 %
<b>Total number of valid votes:</b>		23.945.360

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<b>For-votes:</b>	23.944.860
<b>Against-votes:</b>	500
<b>Abstentions:</b>	0

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### **Agenda item 3:**

Resolution on the release of Mr. Fritz Zumtobel as member of the Supervisory Board from liability for the 2010/2011 financial year.

<b>Presence:</b>	269 shareholders with 23.945.360 votes.	
<b>Number of shares voting valid:</b>		19.665.520
<b>Those correspond to this portion of the registered capital:</b>		45,21 %
<b>Total number of valid votes:</b>		19.665.520

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<b>For-votes:</b>	19.665.520
<b>Against-votes:</b>	0
<b>Abstentions:</b>	4.279.840

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**Agenda item 3:**

Resolution on the release of Mr. Walter Duenser as member of the Supervisory Board from liability for the 2010/2011 financial year.

<b>Presence:</b>	269 shareholders with 23.945.360 votes.	
<b>Number of shares voting valid:</b>		20.590.520
<b>Those correspond to this portion of the registered capital:</b>		47,33 %
<b>Total number of valid votes:</b>		20.590.520

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<b>For-votes:</b>	20.590.520	
<b>Against-votes:</b>	0	
<b>Abstentions:</b>	3.354.840	

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**Agenda item 3:**

Resolution on the release of Mr. Juerg Zumtobel as member of the Supervisory Board from liability for the 2010/2011 financial year.

<b>Presence:</b>	269 shareholders with 23.945.360 votes.	
<b>Number of shares voting valid:</b>		19.665.520
<b>Those correspond to this portion of the registered capital:</b>		45,21 %
<b>Total number of valid votes:</b>		19.665.520

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<b>For-votes:</b>	19.665.520	
<b>Against-votes:</b>	0	
<b>Abstentions:</b>	4.279.840	

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**Agenda item 3:**

Resolution on the release of the remaining members of the Supervisory Board from liability for the 2010/2011 financial year.

<b>Presence:</b>	269 shareholders with 23.945.360 votes.	
<b>Number of shares voting valid:</b>		23.945.360
<b>Those correspond to this portion of the registered capital:</b>		55,05 %
<b>Total number of valid votes:</b>		23.945.360

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<b>For-votes:</b>	23.945.360	
<b>Against-votes:</b>	0	
<b>Abstentions:</b>	0	

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**Agenda item 4:**

Resolution on the determination of remuneration for the members of the Supervisory Board for the 2011/2012 financial year.

<b>Presence:</b>	269 shareholders with 23.945.360 votes.	
<b>Number of shares voting valid:</b>		23.945.360
<b>Those correspond to this portion of the registered capital:</b>		55,05 %
<b>Total number of valid votes:</b>		23.945.360

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<b>For-votes:</b>	23.945.360	
<b>Against-votes:</b>	0	
<b>Abstentions:</b>	0	

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### **Agenda item 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.

<b>Presence:</b>	268 shareholders with 23.945.040 votes.	
<b>Number of shares voting valid:</b>		23.945.040
<b>Those correspond to this portion of the registered capital:</b>		55,05 %
<b>Total number of valid votes:</b>		23.945.040

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<b>For-votes:</b>	22.555.801	
<b>Against-votes:</b>	1.389.239	
<b>Abstentions:</b>	0	

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### **Agenda item 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.

<b>Presence:</b>	268 shareholders with 23.945.040 votes.	
<b>Number of shares voting valid:</b>		23.945.040
<b>Those correspond to this portion of the registered capital:</b>		55,05 %
<b>Total number of valid votes:</b>		23.945.040

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<b>For-votes:</b>	23.943.840	
<b>Against-votes:</b>	1.200	
<b>Abstentions:</b>	0	

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