



NORMA Group SE

Maintal

- WKN A1H8BV -

- ISIN DE000A1H8BV3 -

Invitation to the Annual General Shareholders' Meeting

We hereby invite our shareholders to the Annual General Shareholders' Meeting of NORMA Group SE to be held on **Wednesday, 21 May 2014, at 10:00 AM at the DVFA Center in the Signaris building, Mainzer Landstrasse 37-39, 60329 Frankfurt/ Main, Germany.**

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I. Agenda

1. Presentation of the adopted annual financial statements of NORMA Group SE, the approved consolidated financial statements, the consolidated management report, the management report and the report by the Supervisory Board, each for the financial year 2013, as well as the explanatory report of the Management Board on the information pursuant to sections 289(4), 315(4) of the German Commercial Code (*Handelsgesetzbuch*)

In line with statutory law (sections 172, 173 of the German Stock Corporation Act – *Aktiengesetz*), no resolution is proposed for agenda item 1 as the Supervisory Board has approved the annual financial statements and the consolidated financial statements prepared by the Management Board. Therefore, the annual financial statements have been adopted.

2. Resolution on the appropriation of the net profit for the financial year 2013

The Management Board and Supervisory Board propose that the net profit for the financial year 2013, amounting to EUR 62,776,879.24, be appropriated as follows:

Distribution to the shareholders by payment of a dividend of EUR 0.70 per ordinary share	EUR 22,303,680.00
Allocation to revenue reserves	EUR 30,000,000.00
Balance to be carried forward	EUR 10,473,199.24
Net profit	EUR 62,776,879.24

3. Resolution on the discharge of the members of the Management Board for the financial year 2013

The Management Board and Supervisory Board propose to discharge the members of the Management Board for the financial year 2013.

4. Resolution on the discharge of the members of the Supervisory Board for the financial year 2013

The Management Board and Supervisory Board propose to discharge the members of the Supervisory Board for the financial year 2013.



5. Appointment of the auditor for the financial statements and the consolidated financial statements for the financial year 2014

The Supervisory Board, based on a recommendation by its Audit Committee, proposes that PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Frankfurt/Main, be appointed as auditor for the financial statements and the consolidated financial statements for the financial year 2014.

II. Conditions for attendance and further information pursuant to section 121(3) sentence 3 of the German Stock Corporation Act (*Aktiengesetz*)

Conditions for attending the General Shareholders' Meeting and exercising voting rights

Those shareholders who are registered with the Company's share register at the time of the General Shareholders' Meeting and who have filed an application for participation with the Company in such a way that their notification in text form (section 126b of the German Civil Code – *Bürgerliches Gesetzbuch*) in the German or English language is received by the Company in due time, shall be entitled to attend the General Shareholders' Meeting and exercise their voting rights.

The application must be received by the Company at least six days before the General Shareholders' Meeting, i.e. by 14 May 2014 (midnight CEST), at the following address:

NORMA Group SE

c/o Computershare Operations Center

80249 München

Germany

Telefax: +49 89 30903 74675

E-Mail: anmeldestelle@computershare.de

Stop of changes in the share register

The stock of shares registered in the Company's share register on the day of the General Shareholders' Meeting is decisive for the entitlement of the shareholder to attend the General Shareholders' Meeting and to exercise voting rights. Please note that no changes will be made to entries in the Company's share register from 14 May 2014 (midnight CEST) (so-called last registration date or technical record date) until the day of the General Shareholders' Meeting (inclusive) due to technical reasons in the execution of such changes. As a result, acquirers of shares whose applications for changes of registration are received after the aforementioned date will, in practice, not be able to exercise the voting rights and the right to attend the General Shareholders' Meeting attached to these shares in their own name. In such cases, the shareholder still listed in the share register as owner of the respective shares will remain entitled to attend the General Shareholders' Meeting and to exercise the voting rights attached to the shares until the change of ownership has been registered in the share register. All acquirers of shares in the Company who have not



yet been registered with the share register are therefore requested to apply for a change of registration as soon as possible.

Procedure for exercise of voting rights by vote by mail

Shareholders or shareholders' representatives not attending the General Shareholders' Meeting may exercise their voting rights by means of vote by mail.

Regarding the entitlement to submit votes by mail, as described above under "Conditions for attending the General Shareholders' Meeting and exercising voting rights", a timely application for participation as well as registration in the Company's share register at the time of the General Shareholders' Meeting are required.

Votes cast by means of vote by mail must be received by the Company by 16 May 2014 (midnight CEST) at the following address, fax number or email address :

NORMA Group SE

c/o Computershare Operations Center

80249 München

Germany

Telefax: +49 89 30903 74675

E-Mail: normagroup-hv2014@computershare.de

A form that can be used for submission of votes by mail will be distributed to the shareholders together with the registration package and the admission ticket for the General Shareholders' Meeting. A vote-by-mail-form is also available for download on the Company's website www.normagroup.com under the link "Investor Relations" and the further link "AGM".

Votes by mail may be revoked (or altered) until the point in time to which they can be submitted. Furthermore, the personal attendance of the General Shareholders' Meeting by the shareholder or by a proxy authorised to exercise the shareholder's voting rights will be classified as revocation of the votes cast by means of vote by mail.

Procedure for exercising voting rights by proxies

Shareholders may have their voting rights exercised by a proxy, e.g. a financial institution, a shareholders' association or proxies appointed by the Company. In this case as well, as described in the section on "Conditions for attending the General Shareholders' Meeting and exercising voting rights," a timely application for participation as well as registration in the Company's share register at the time of the General Shareholders' Meeting are required. A form that can be used to grant power of attorney will be distributed to the shareholders together with the registration package and the admission ticket for the General Shareholders' Meeting. A form for granting power of attorney is also available for download on the Company's website www.normagroup.com under the link "Investor Relations" and the further link "AGM".



We ask that our shareholders kindly note that, in case a shareholder grants power of attorney to more than one proxy, the Company is entitled to reject one or more of them.

Unless a financial institution or a shareholders' association, or persons or institutions equated with them under sections 135 (8), 135 (10) read in conjunction with section 125 (5) of the German Stock Corporation Act (*Aktiengesetz*), are proxies, the granting of power of attorney, its revocation as well as proof of power of attorney in relation to the Company must be in text form (section 126b of the German Civil Code – *Bürgerliches Gesetzbuch*). The power of attorney and its revocation may be sent to the Company at the address or fax number below.

NORMA Group SE

c/o Computershare Operations Center

80249 München

Germany

Telefax: +49 89 30903 74675

The submission can also be made electronically at the following email address:

normagroup-hv2014@computershare.de

Alternatively, the power of attorney and its revocation may be declared in relation to the proxy. If the power of attorney is granted to the proxy then it requires proof of proxy in relation to the Company. This may be transmitted to the Company at the address, fax number or e-mail address cited above. In addition, on the day of the General Shareholders' Meeting, proof may be submitted at the entrance and exit check points. Should a financial institution, a shareholders' association, or persons or institutions equated with them under sections 135 (8), 135 (10) read in conjunction with section 125 (5) of the German Stock Corporation Act (*Aktiengesetz*), be given powers of attorney then we request that the required form of power of attorney be agreed upon punctually with the person or institution to be given power of attorney. In this case, there is no requirement of separate proof of power of attorney in relation to the Company.

Procedure for exercise of voting rights by proxies appointed by the Company

The Company also offers its shareholders the option of having their voting rights exercised by proxies appointed by the Company. Where proxies appointed by the Company are to be granted power of attorney the latter must be issued with instructions for exercise of the voting right. The proxies are obliged to vote in accordance with their instructions. In votes for which no instructions were issued, they will abstain. We ask our shareholders to remember that proxies appointed by the Company do not accept any powers of attorney or orders to exercise the right to speak and ask questions, to submit motions and register objections to resolutions by the General Shareholders' Meeting. The granting of power of attorney to the proxies appointed by the Company and its revocation must be in text form (section 126b of the German Civil Code – *Bürgerliches Gesetzbuch*). Separate proof of power of attorney is not required. Please note that powers of attorney must be received by the proxies appoint-



ed by the Company at the address, fax number or email address cited above in the section on "Procedure for exercise of voting rights by a proxy" above at the latest by 16 May 2014 (midnight CEST); the proxies appointed by the Company will not exercise any voting rights on the basis of powers of attorney received by the Company thereafter.

III. Shareholder Rights

Requests to supplement the agenda at the demand of a minority pursuant to article 56 of the SE Regulation, section 50(2) of the SE Corporation Act (*SE-Ausführungsgesetz*) and section 122(2) of the German Stock Corporation Act (*Aktiengesetz*)

In accordance with article 56 of the SE Regulation and section 50(2) of the SE Corporation Act, read in conjunction with section 122 (2) of the German Stock Corporation Act (*Aktiengesetz*), shareholders whose shares collectively attain at least a proportionate share of EUR 500,000.00 of the Company's share capital (corresponding to 500,000 no par value shares in the Company) may demand that items be placed on the agenda and announced.

Requests to add items to the agenda must be submitted to the Management Board of the Company in writing and, accompanied by the further evidence and documents required by law, be received by the Management Board at least 30 days before the General Shareholders' Meeting, i.e. by 20 April 2014 (midnight CEST). We kindly ask to submit requests to add items to the agenda exclusively to the following address:

NORMA Group SE

– Vorstand –

Edisonstr. 4

63477 Maintal

Germany

Requests to add items to the agenda will be announced in the same way as the invitation to the General Shareholders' Meeting.

Counter-motions and election nominations by shareholders

Pursuant to sections 126, 127 of the German Stock Corporation Act (*Aktiengesetz*), each shareholder may submit counter-motions to specific agenda items or nominations for the election of the auditor.

In case the legal requirements are fulfilled, the Company will make counter-motions within the meaning of section 126 of the German Stock Corporation Act (*Aktiengesetz*) available to the other shareholders. Such counter-motions, including the name of the shareholder who submitted the counter-motion, the statement of reasons he submitted for the counter-motion and, if applicable, a statement of the Company's administration, will be available on the Company's webpage www.normagroup.com under the link "Investor Relations" and the further link "AGM", provided the valid counter-motion, accompanied by a statement of reasons, is sent to the Company at least 14 days before the General Shareholders' Meeting,



i.e. by 6 May 2014 (midnight CEST), at the following address, fax number or email address:

NORMA Group SE

Edisonstr. 4

63477 Maintal

Germany

Telefax: +49 (0) 6181 61027-642

E-Mail: ir@normagroup.com

The above-described rules apply accordingly to election proposals, whereby no statement of reason needs to be submitted for such election proposals. However, we kindly ask our shareholders to note that the Management Board of the Company is not obliged to make available election proposals for the appointment of an auditor that do not contain the information set forth in section 124(3) sentence 4 of the German Stock Corporation Act (*Aktiengesetz*).

Entitlement to information

Pursuant to section 131(1) of the German Stock Corporation Act (*Aktiengesetz*), during the General Shareholders' Meeting each shareholder may request from the Management Board information regarding the Company's affairs, the legal and business relationships of the Company with an affiliated company as well as regarding the situation of the Group and the companies included in its consolidated financial statements to the extent such information is necessary to form a considered opinion on one or more of the agenda items.

Please note that the Management Board may refuse to provide information subject to the conditions listed in section 131(3) of the German Stock Corporation Act (*Aktiengesetz*).

To facilitate a proper response to information requests, we would kindly ask those shareholders and shareholder representatives who wish to make use of the right to request information during the General Shareholders' Meeting to submit their questions beforehand at the following address:

NORMA Group SE

Edisonstr. 4

63477 Maintal

Germany

Telefax: +49 (0) 6181 61027-642

E-Mail: ir@normagroup.com



The submission of questions before the General Shareholders' Meeting is no formal requirement for a response. The right to receive information remains unaffected.

Further information

Further information on shareholder rights pursuant to sections 122(2), 126(1), 127, 131(1) of the German Stock Corporation Act (*Aktiengesetz*) are available on the Company's webpage www.normagroup.com under the link "Investor Relations" and the further link "AGM".

IV. Total number of shares and voting rights

At the time this General Shareholders' Meeting is convened, the share capital of the Company in the amount of EUR 31,862,400.00 is divided into 31,862,400 ordinary registered shares. Each ordinary share grants one vote. The total amount of votes is therefore 31,862,400.

V. Information on the Company's website

From the time this General Shareholders' Meeting is convened, the following information is available on the Company's website www.normagroup.com under the link "Investor Relations" and the further link "AGM":

- The content of this invitation with an explanation to agenda item 1 as no resolution will be passed under this agenda item, and with the total number of shares and voting rights at the time this Annual General Shareholders' Meeting is convened,
- further information on shareholder rights,
- the documents to be made available to the General Shareholders' Meeting, in particular
 - the annual financial statements of NORMA Group SE for the financial year 2013,
 - the consolidated financial statements for the financial year 2013,
 - the management report for the financial year 2013,
 - the consolidated management report for the financial year 2013,
 - the report by the Supervisory Board for the financial year 2013,
 - the explanatory report by the Management Board on the information pursuant to sections 289(4) and (5), 315(4) of the German Commercial Code (*Handelsgesetzbuch*),
 - the proposal by the Management Board on the appropriation of the net profit, and
- a proxy and vote-by-mail-form.



Maintal, April 2014

**NORMA Group SE
The Management Board**

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