

Convenience Translation



**Invitation
to the Annual General Meeting
of NORMA Group SE
on 17 May 2018**

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NORMA Group SE

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Dear Shareholders,

We are pleased to invite you to the

Annual General Meeting of NORMA Group SE

to be held at

10:00 on Thursday, 17 May 2018 (CEST)

in the

Deutsche Nationalbibliothek,
Adickesallee 1,
60322 Frankfurt am Main
Germany.

Agenda

- 1. Presentation of the adopted annual financial statements and the management report of NORMA Group SE as well as the approved consolidated financial statements, the group management report, the explanatory report on the information required pursuant to sections 289a(1), 315a(1) German Commercial Code and the report of the Supervisory Board for the 2017 financial year**

The said documents have been published on the Company's website at <https://investors.normagroup.com/hv>. They will also be available at the Annual General Meeting and will be explained by the Management Board and – as regards the report of the Supervisory Board – by the chairman of the Supervisory Board.

The Supervisory Board has approved the annual financial statements and the consolidated annual financial statements prepared by the Management Board. This means that the annual financial statements have been adopted pursuant to section 172, sentence 1, phrase 1 German Stock Corporation Act.¹ In accordance with the statutory provisions, no resolution is therefore necessary on this agenda item.

¹ The provisions of the German Stock Corporation Act apply to the Company pursuant to Art. 9 para. (1) lit. c) (ii) of the Regulation (EC) no. 2157/2001 of the Council of 8 October 2001 about the statute for the European Company (SE) (the "SE Regulation").

2. Resolution on the appropriation of the balance sheet profit for the 2017 financial year

The Management Board and the Supervisory Board propose that the balance sheet profit for the 2017 financial year in the amount of EUR 74,377,672.10 be appropriated as follows:

Payment of a dividend of EUR 1.05 per no-par value share carrying dividend rights	EUR 33,455,520.00
Transfer to revenue reserves	EUR 0.00
Profit carried forward	EUR 40,922,152.10
Balance sheet profit	EUR 74,377,672.10

The proposal regarding the appropriation of profits is based on the number of no-par value shares carrying dividend rights for the completed 2017 financial year on the date on which the annual financial statements were prepared by the Management Board. Should the number of these no-par value shares carrying dividend rights change before the Annual General Meeting, a suitably amended resolution proposal which contains an unchanged dividend of EUR 1.05 per no-par value share carrying dividend rights for the completed 2017 financial year will be put to the vote at the Annual General Meeting. In such a case, the amount attributable to no-par value shares not carrying dividend rights will be carried forward.

We point out that the claim to a dividend resolved by the Annual General Meeting does not become due until the third business day following the Annual General Meeting, thus on 23 May 2018. Therefore, the dividend will not be paid out until then.

3. Resolution on the ratification of the actions of the Management Board of NORMA Group SE for the 2017 financial year

The Management Board and the Supervisory Board propose that the actions of the members of the Management Board of NORMA Group SE in office in the 2017 financial year be ratified for this period.

4. Resolution on the ratification of the actions of the Supervisory Board of NORMA Group SE for the 2017 financial year

The Management Board and the Supervisory Board propose that the actions of the members of the Supervisory Board of NORMA Group SE in office in the 2017 financial year be ratified for this period.

5. Resolution on the appointment of the auditor of the annual financial statements and the auditor of the consolidated financial statements for the 2018 financial year

The Supervisory Board proposes, based on the recommendation of its Audit Committee, that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt/Main, be appointed as auditor of the annual financial statements and as auditor of the consolidated financial statements for the 2018 financial year.

6. Election of Supervisory Board members

The term of office of all members of the Supervisory Board will expire upon the end of the Annual General Meeting on 17 May 2018. For this reason, a new election of members of the Supervisory Board is required.

Under Article 40(2), (3) SE Regulation, section 17 SEAG² and article 11(1) of NORMA Group SE's Articles of Association, the Supervisory Board comprises six members, all of them elected by the general meeting.

The Supervisory Board proposes resolving that the persons specified below be elected to the Supervisory Board for the period until the end of the general meeting that resolves on the ratification of the actions of the Supervisory Board for the 2022 financial year, but for a maximum period of six years:

- Mr. Lars Magnus Berg, resident in Santa Ponsa, Spain, freelance business consultant (for companies in telecommunications, media and finance) in Europe;
- Ms. Rita Forst, resident in Dörsdorf, freelance business consultant in drive and vehicle technology in Dörsdorf;
- Mr. Günter Hauptmann, resident in Bad Endorf, freelance business consultant in Bad Endorf;
- Dr. Knut J. Michelberger, resident in Kronberg, interim managing director and CFO of Formel D GmbH and affiliated companies in Troisdorf (presumably until 31 March 2018) and freelance business consultant in Kronberg;
- Ms. Erika Schulte, resident in Hanau, managing director of Hanau Wirtschaftsförderung GmbH in Hanau;
- Dr. Stefan Wolf, resident in Sindelfingen, Chief Executive Officer of ElringKlinger AG in Dettingen/Erms.

The Supervisory Board's proposals for election take account of the targets determined by the Supervisory Board regarding its composition, and aim at fulfilling the overall profile of required skills and expertise for the entire body as worked out by the Supervisory Board.

The intention is to carry out the elections to the Supervisory Board on an individual basis. The Supervisory Board intends to propose again that Dr. Wolf be elected as chairman of the Supervisory Board, should he be re-elected to the Supervisory Board of the Company.

Information pursuant to section 125(1) sentence 5 German Stock Corporation Act and pursuant to section 5.4.1(5) to (8) of the German Corporate Governance Code

Memberships in supervisory boards required by law and comparable supervisory bodies:

² Act on the implementation of the SE Regulation (German SE Implementation Act – the "SEAG") of 22 December 2004.

- The following candidates nominated for election are already members of the company’s Supervisory Board: Lars Magnus Berg, Günter Hauptmann, Dr. Knut J. Michelberger, Erika Schulte and Dr. Stefan Wolf.
- Mr. Berg is a member and the chairman of the Supervisory Board of Greater Than AB, Stockholm, Sweden, as well as of Net Insight AB, Stockholm, Sweden.
- Ms. Forst is a member of the Supervisory Board of ElringKlinger AG, Dettingen/Erms, and a member of the Advisory Board of Joh. Winklhofer Beteiligungs GmbH & Co. KG, Munich, and of Metalsa S.A. de C.V., Monterrey, Mexico, and of Westport Fuel Systems Inc., Vancouver, Canada.
- Mr. Hauptmann is a member of the Advisory Board of Moon TopCo GmbH (Schlemmer Group), Poing.
- Dr. Michelberger is a member of the Advisory Board of Rena Technologies GmbH, Gütenbach, and of Kaffee Partner Holding GmbH, Osnabrück, as well as a member of the Supervisory Board (*raad van commissarissen*) of Weener Plastics Group, Ede, Netherlands. For the duration of Dr. Michelberger’s work as interim managing director of Formel D GmbH and affiliated companies (presumably until 31 March 2018), his membership (and deputy chairmanship) of the Advisory Board of the parent company Racing TopCo GmbH, Frankfurt/Main, remains dormant.
- Dr. Wolf is a member of the Supervisory Board of Allgaier Werke GmbH, Uhingen.

Apart from that, the persons nominated for election as members of the Supervisory Board are not members of supervisory boards required by law or of comparable supervisory bodies.

According to the Supervisory Board’s assessment, there are no personal or business relationships between the persons nominated for election as members of the Supervisory Board and the Company, the bodies of NORMA Group SE or the shareholders with a significant stake in NORMA Group SE that go beyond the relationships specified below, the disclosure of which relationships is recommended by section 5.4.1(6) of the German Corporate Governance Code:

The following candidates nominated for election are already members of the company’s Supervisory Board: Lars Magnus Berg, Günter Hauptmann, Dr. Knut J. Michelberger, Erika Schulte and Dr. Stefan Wolf.

Further details on the candidates are printed following the agenda and published on the Company’s website at <https://investors.normagroup.com/hv>.

7. Resolution on the approval of the system of remuneration for the members of the Management Board

Pursuant to section 120(4) German Stock Corporation Act, the general meeting may resolve on the approval of the system of remuneration for the members of the Management Board.

For reasons of good corporate governance, the system of remuneration for the members of the Management Board shall be presented to the general meeting for its approval. The current system of remuneration for the members of the Management Board is described in the remunera-

tion report printed on pages 97 to 101 of the annual report. The annual report is part of the documents that have been made available for agenda item 1 on the Company's website at <https://investors.normagroup.com/hv> and that will be available at the Annual General Meeting.

With regards to variable remuneration, the remuneration report differentiates between Management Board members who began service before 2015 and those who began service in 2015. Variable remuneration of Management Board members is now governed solely by the system described in the remuneration report for Management Board members who began service in 2015. The system of variable remuneration of Management Board members described in the remuneration report for Management Board members who began service before 2015 no longer applies in the Company.

The Management Board and the Supervisory Board propose to approve the system of remuneration for the members of the Management Board.

Further information and notes

I. Further information on the Supervisory Board candidates proposed for election under agenda item 6

Lars Magnus Berg, Santa Ponsa, Spain

Personal details:

Date of birth: 1947

Place of birth: Göteborg, Sweden

Nationality: Swedish

Current occupation:

Freelance business consultant (for companies in telecommunications, media and finance) in Europe

Career Progression:

1999 - 2000 Member of the Management Board of Mannesmann AG, Düsseldorf

1994 - 1999 Chairman of the Management Board of TELIA Group and President of TELIA AB, a leading telecommunication provider in Scandinavia

1970 - 1994 Different leading positions at Ericsson Group: President of the subsidiaries Ericsson Cables AB and Ericsson Business Networks AB

Education:

1967 - 1970 Studies in Economics at School of Economics in Göteborg

Special knowledge and experience for work at NORMA Group SE:

Lars Magnus Berg has long-standing (from 1985 until today) global experience, in particular in logistics, production, sales and markets.

Other mandates in supervisory boards required by law or comparable supervisory bodies:

- Member and chairman of the Supervisory Board of Greater Than AB, Stockholm, Sweden
- Member and chairman of the Supervisory Board of Net Insight AB, Sweden

Rita Forst, Dörsdorf

Personal details:

Date of birth: 1955

Place of birth: Wiesbaden

Nationality: German

Current occupation:

Freelance business consultant in drive and vehicle technology in Dörsdorf

Career Progression:

2010 - 2012	Management Board member Technical Development of Adam Opel AG, Rüsselsheim, and Vice President Engineering of General Motors Europe, Rüsselsheim
2008 - 2010	Executive Director for the overall vehicle development of Adam Opel AG, Rüsselsheim
2005 - 2008	Executive Director for engine and transmission development of General Motors in Europe, Turin
2001 - 2005	Chair of the Management of GM Powertrain Deutschland GmbH, a subsidiary of FIAT-GM Powertrain Joint Ventures, Rüsselsheim
1999 - 2001	Chief engineer for production planning of engines and transmissions for General Motors Europe, Rüsselsheim
1977 - 1999	Holder of various specialist and leading positions within the Technical Development of Adam Opel AG, Rüsselsheim

Education:

1984 - 1985	Bachelor's degree in mechanical engineering at the General Motors Institute in Flint Michigan, USA
1974 - 1977	Studies in mechanical engineering with a focus on "energy and heat engineering" at the University of Applied Sciences Darmstadt

Special knowledge and experience for work at NORMA Group SE:

Rita Forst has many years of experience as a Management Board member and as a senior executive in a globally active automotive company. Her international experience and technical expertise in research and development at one of the world's leading automotive companies are particularly significant.

Other mandates in supervisory boards required by law and comparable supervisory bodies:

- Member of the Advisory Board of Joh. Winklhofer Beteiligungs GmbH & Co. KG, Munich
- Member of the Supervisory Board of ElringKlinger AG, Dettingen/Erms
- Member of the Advisory Board of Metalsa, S.A. de C.V., Monterrey, Mexico
- Member of the Advisory Board of Westport Fuel Systems Inc., Vancouver, Canada

Günter Hauptmann, Bad Endorf

Personal details:

Date of birth: 1954

Place of birth: Obergrenzebach

Nationality: German

Current occupation:

Freelance business consultant in Bad Endorf

Career Progression:

- | | |
|-------------|---|
| 1999 - 2006 | Member of the Management Board of Mannesmann VDO Aktiengesellschaft, Schwalbach (later: Siemens VDO Automotive AG, Regensburg) |
| 1994 - 1999 | General representative of Rheinmetall Elektronik Aktiengesellschaft in Düsseldorf, and chairman of the Management Board of Preh Group, Bad Neustadt/Saale |
| 1984 - 1994 | Digital Equipment Corporation, Mass Storage
Digital Equipment GmbH, Kaufbeuren |
| 1981 - 1984 | Canon Inc., Japan, Printing/Office Machines
Canon Gießen GmbH, Gießen-Buseck |

Education:

- | | |
|-------------|--|
| 1990 - 1995 | PhD in Engineering at California Coast University, Santa Ana, USA |
| 1989 - 1992 | International Advanced Management Programme, Insead, Fontainebleau, France |
| 1978 - 1981 | Studies of Mechanical and Precision Engineering, Technical College Gießen |

Special knowledge and experience for work at NORMA Group SE:

Günter Hauptmann has special knowledge of and experience in the automotive industry, management, strategy and technology.

Other mandates in supervisory boards required by law or comparable supervisory bodies:

Member of the Advisory Board of Moon TopCo GmbH (Schlemmer Group), Poing

Dr. Knut J. Michelberger, Kronberg

Personal details:

Date of birth: 1948

Place of birth: Wuppertal

Nationality: German

Current occupation:

Interim managing director and CFO of Formel D GmbH and affiliated companies in Troisdorf (presumably until 31 March 2018) and freelance business consultant in Kronberg

Career Progression:

2014 - 2016	Managing director of Kaffee Partner Holding GmbH, Osnabrück
2010 - 2013	Global Head of Finance at Dematic Group S.a.r.l., Luxembourg, Luxembourg
2006 - 2010	Chief Financial Officer at RKW SE, Frankenthal and director of JM Gesellschaft für industrielle Beteiligungen mbH & Co. KGaA, Worms
2004 - 2006	Chief Financial Officer and COO at GE Access Capital Solutions, Amsterdam, Netherlands
1990 - 2004	Chief Financial Officer and COO at GE Fanuc Automation Europe S.A., Luxembourg, Luxembourg
1984 - 1990	Chief Financial Officer at Klöckner Capital Corporation, USA and director of several subsidiaries within Europe, the US and Asia

Education:

2014 - 2017	Doctorate in science (Dr. sc. admin.)
1972 - 1976	Studies of Economics (Dipl. Ök.)
1966 - 1969	Studies of Mechanical Engineering (Dipl. Ing.)

Special knowledge and experience for work at NORMA Group SE:

Dr. Knut J. Michelberger has broad knowledge of the sales markets and of relevant technologies, international management experience and detailed knowledge of finance and accounting, controlling and corporate governance.

Other mandates in supervisory boards required by law or comparable supervisory bodies:

- Member (and deputy chairman) of the Advisory Board of Racing TopCo GmbH, Frankfurt/Main (this membership remains dormant for the duration of Dr. Michelberger's mandate as interim managing director of Formel D GmbH and affiliated companies, i.e. presumably until 31 March 2018)
- Member of the Advisory Board and chairman of the Audit Committee of Rena Technologies GmbH, Gütenbach
- Member of the Advisory Board of Kaffee Partner Holding GmbH, Osnabrück
- Member of the Supervisory Board (*raad van commissarissen*) and chairman of the Audit Committee of Weener Plastics Group, Ede, Netherlands

Erika Schulte, Hanau

Personal details:

Date of birth: 1961

Place of birth: Hanau

Nationality: German

Current occupation:

Director of Hanau Wirtschaftsförderung GmbH, Hanau

Career Progression:

2006 - 2008	Head of Sales, nextevolution AG, Frankfurt/Main
2001 - 2005	Head of Marketing and Practice Management, ITELLIUM Systems & Services GmbH, Frankfurt/Main
2000 - 2001	Business Development Manager, SAP Systems Integration AG, Alsbach
1986 - 2000	CIO and Head of General Administration, Balzers and Leybold Deutschland Holding AG, Hanau

Education:

1980 - 1985 Studies of Mathematics and Physics at Johann Wolfgang Goethe University in Frankfurt/Main

Special knowledge and experience for work at NORMA Group SE:

Erika Schulte has special knowledge of and experience in strategy development, implementation and operation of ERP systems in international industrial enterprises, and marketing and sales.

Other mandates in supervisory boards required by law or comparable supervisory bodies:

No further mandates

Dr. Stefan Wolf, Sindelfingen

Personal details:

Date of birth: 1961

Place of birth: Oberndorf/Neckar

Nationality: German

Current occupation:

Chief Executive Officer of ElringKlinger AG, in Dettingen/Erms

Career Progression:

Since 2012	Chairman of the Baden-Württemberg employers' association of the metal and electrical industry "Südwestmetall"
Since 2006	Chief Executive Officer of ElringKlinger AG, Dettingen/Erms
2005	Appointment as member of the Management Board of ElringKlinger AG and spokesperson of the Management Board
2004 - 2005	Chief representative of the Management Board of ElringKlinger AG
2000 - 2005	Additionally: Head of Investor Relations and Capital Markets at Elring-Klinger AG
1998 - 2005	Division Manager Legal and Personnel at ElringKlinger GmbH
1997 - 1998	Company Lawyer at ElringKlinger GmbH
1994 - 1997	Lawyer at Thümmel, Schütze & Partner, Stuttgart

Education:

1993 - 1994	Doctorate in law
1984 - 1993	Studies in law at Eberhard-Karls-University, Tübingen: Second State examination in law
1982 - 1984	Apprenticeship at Commerzbank AG, Stuttgart branch

Special knowledge and experience for work at NORMA Group SE:

Dr. Stefan Wolf has international management experience, sound, global market knowledge, in particular in the automotive sector, many years of professional experience in top management at an international company, as well as very good knowledge in capital markets, finances, legal & compliance, sales, personnel and marketing.

Other mandates in supervisory boards required by law or comparable supervisory bodies:
Member of the Supervisory Board of Allgaier Werke GmbH, Udingen

II. Total number of shares and voting rights

As at the date of the invitation to the Annual General Meeting, the share capital of the Company amounts to EUR 31,862,400.00 and is divided into 31,862,400 registered no-par value shares, each of which grants one vote.

III. Requirements for attending the Annual General Meeting and exercising voting rights

1. Eligibility to attend

Pursuant to article 17(1) of the Articles of Association, those shareholders who have registered with the Company in a timely manner prior to the meeting and are entered in the share register on the date of the Annual General Meeting are entitled to attend the Annual General Meeting – either in person or by proxy – and to exercise their voting rights.

Registration of the shares must be made in text form, in German or English, and must reach the Company by **24:00 hrs on 10 May 2018** (CEST) at the latest

– at the following address:

NORMA Group SE
c/o Computershare Operations Center
80249 Munich
Germany, or

– by fax to fax number

+49 (0) 89 30903 74675, or

– under the e-mail address

anmeldestelle@computershare.de

2. Registration stop

a) Only persons who are registered as shareholders in the share register are deemed shareholders of the Company. Accordingly, whether shareholders are entitled to attend the Annual General Meeting and how many voting rights they have will be determined by the status of registration in the share register on the date of the Annual General Meeting. Please note, however, that for reasons of processing, a "registration stop" will apply from (and including) 11 May 2018 through (and including) the day of the Annual General Meeting on 17 May 2018, i.e. no registrations or deregistrations will be carried out in the

share register. Therefore, the decisive date in terms of the status of registrations will be **10 May 2018, 24:00 hrs (CEST)** (known as the "Technical Record Date").

- b) Shares will not be blocked by a registration for the Annual General Meeting. Shareholders may therefore continue to dispose freely of their shares even following their registration for the Annual General Meeting and regardless of the registration stop.

3. Notes on casting votes by proxy

In addition to casting their votes at the Annual General Meeting in person, shareholders may also vote by proxy, which can, for example, be a credit institution or a shareholders' association willing to do so. In these cases too, timely registration in a proper form and entry of the shareholder in the share register on the date of the Annual General Meeting will be required. For details on voting by proxy, please see the section headed "Procedure for voting by proxy" (IV.1.).

4. Notes on postal votes

Shareholders may also exercise their voting rights by postal vote without attending the Annual General Meeting in person or through an authorised representative. In this case too, timely registration in a proper form and entry of the shareholder in the share register on the date of the Annual General Meeting will be required. For details on casting postal votes, please see the section headed "Procedure for voting by post" (IV.3.).

IV. Procedure for the casting of votes

Once shareholders have duly and properly registered, they may attend the Annual General Meeting in person and exercise their voting rights themselves. They may however also cast their votes by proxy, by a person appointed by the Company (company proxy) or by post.

1. Procedure for voting by proxy

Shareholders who do not wish to exercise their voting rights at the Annual General Meeting in person, but rather by proxy must grant such proxy a due and proper proxy authorisation before the vote. The following should be noted in this regard:

- a) If neither a credit institution nor another person or institution (such as a shareholders' association) treated as equivalent to a credit institution pursuant to section 135(8) or (10) German Stock Corporation Act has been authorised, the proxy authorisation must be issued in text form either
 - aa) to the Company, using one of the addresses listed below for submitting evidence of the proxy authorisation or revocation thereof or
 - bb) directly to the proxy (in such a case, evidence of the proxy authorisation must be submitted to the Company in text form).

The same applies to revocation of the proxy authorisation.

Shareholders and their proxies may submit evidence of the authorisation or revocation thereof in text form to the Company

– at the following address:

NORMA Group SE
c/o Computershare Operations Center
80249 Munich
Germany, or

– by fax to fax number

+49 (0) 89 30903 74675, or

– under the e-mail address

normagroup-hv2018@computershare.de

Such evidence may also be submitted on the day of the Annual General Meeting at the entrance/exit desks.

- b) The statutory provisions, in particular section 135 German Stock Corporation Act, apply to proxy authorisations granted to credit institutions or other persons or institutions (such as shareholders' associations) treated as equivalent to a credit institution pursuant to section 135(8) or (10) German Stock Corporation Act as well as to the revocation and the evidence of such proxy authorisations. Please also observe any rules that may be prescribed in this regard by the authorised representatives themselves.

Credit institutions and other persons or institutions that are equivalent pursuant to section 135(8) and (10) German Stock Corporation Act (such as shareholders' associations) require authorisation in order to exercise the voting rights for shares that do not belong to them, but for which they are registered as holder in the share register.

- c) If a shareholder authorises more than one person, the Company is entitled to reject one or more of them pursuant to section 134(3), sentence 2 German Stock Corporation Act.

2. Procedure for voting by Company proxy

Shareholders may also be represented at the Annual General Meeting by persons appointed by the Company. The following should be noted in this regard:

- a) Company proxies may only vote on agenda items for which they have received express instructions on how to exercise the voting rights. Company proxies are obliged to vote according to the instructions given to them.
- b) Please note that Company proxies (i) cannot accept any requests to speak, to lodge objections to general meeting resolutions or to ask questions or submit motions and that they (ii) are only available to vote on such motions and candidate nominations in respect of which resolution proposals by the Management Board and/or the Supervisory Board pursuant to section 124(3) German Stock Corporation Act or by shareholders pursuant to Article 56 SE Regulation, section 50(2) SEAG, sections 124(1), 122(2), sentence 2 German

Stock Corporation Act have been published in this invitation or subsequently or have been made available pursuant to sections 126, 127 German Stock Corporation Act.

- c) Proxy authorisations and instructions to Company proxies may be issued, amended or revoked vis-à-vis the Company in text form, using one of the addresses listed above (under IV.1.a) for submitting evidence of the proxy authorisation or revocation thereof by **24:00 hrs on 15 May 2018** (CEST). In all of these cases, the time/date of receipt of the power of proxy or instruction, of the amendment or of the revocation by the Company will be decisive. On the day of the Annual General Meeting, proxy authorisations and instructions to Company proxies may also be issued, amended or revoked in text form at one of the entrance/exit desks.
- d) Instructions to Company proxies in respect of agenda item 2 in this invitation will also apply should the proposed resolution on the appropriation of the profit be amended on account of a change in the number of shares carrying dividend rights.
- e) Should a separate vote rather than a block vote be carried out in respect of an agenda item, the instruction given in respect of this agenda item will apply analogously to each point of the separate vote.

3. Procedure for voting by post

When exercising voting rights by post, the following should be noted:

- a) Postal votes may be cast up to **24:00 hrs on 15 May 2018** (CEST) either in writing or by way of electronic communication, using one of the addresses listed above (under IV.1.a) for submitting evidence of the proxy authorisation or revocation thereof. In all of these cases, the time/date of receipt of the postal vote by the Company will be decisive.
- b) Please note that postal votes may only be cast with regard to motions and candidate nominations in respect of which resolution proposals by the Management Board and/or the Supervisory Board pursuant to section 124(3) German Stock Corporation Act or by shareholders pursuant to Article 56 SE Regulation, section 50(2) SEAG, sections 124(1), 122(2), sentence 2 German Stock Corporation Act have been published in this invitation or subsequently or have been made available pursuant to sections 126, 127 German Stock Corporation Act.
- c) Credit institutions or other persons or institutions (such as shareholders' associations) treated as equivalent to a credit institution pursuant to section 135(8) or (10) German Stock Corporation Act with proxy authorisations may also avail themselves of postal votes.
- d) Postal votes that have been cast in good time may be amended or revoked up to **24:00 hrs on 15 May 2018** (CEST) either in writing or by way of electronic communication, using one of the addresses listed above (under IV.1.a) for submitting evidence of the proxy authorisation or revocation thereof. In all of these cases, the time/date of receipt of the amendment or revocation by the Company will be decisive.

- e) Voting by post does not exclude personal attendance at the Annual General Meeting. Should a shareholder or his proxy attend the Annual General Meeting in person, any postal votes cast beforehand will be deemed to have been revoked.
- f) Postal votes cast in respect of agenda item 2 in this invitation will also apply should the proposed resolution on the appropriation of the profit be amended on account of a change in the number of shares carrying dividend rights.
- g) Should a separate vote rather than a block vote be carried out in respect of an agenda item, the postal vote cast on such agenda item will apply accordingly to each item of the separate vote.

4. Forms for registration, proxy authorisations and postal votes

Shareholders may use the form that they receive together with the registration documents/admission ticket to register, issue proxy authorisations or cast postal votes, or they may use any method described above in sections III.1, IV.1, IV.2 and IV.3 that meets the formal requirements. Proxy authorisation forms and postal vote forms are available on the Company's website at <https://investors.normagroup.com/hv>. Proxy authorisations may also be issued during the Annual General Meeting using the proxy authorisation cards provided with the voting card or by other means in due form.

If you wish to authorise a credit institution or another person or institution (such as a shareholders' association) treated as equivalent to a credit institution pursuant to section 135(8) or (10) German Stock Corporation Act, please discuss the form in which the proxy authorisation is to be issued with such institution or person.

V. Shareholders' rights

The shareholders will be entitled to the following rights, among others, before and during the Annual General Meeting. Further details are to be found on the Company's website at <https://investors.normagroup.com/hv>.

1. Additions to the agenda

Shareholders whose shares in the aggregate reach the proportional amount of EUR 500,000.00 of the share capital (which corresponds to 500,000 shares) may demand pursuant to Article 56 SE Regulation, section 50(2) SEAG that items be put on the agenda and published. Each new agenda item must be accompanied by a statement of grounds or by a proposed resolution. The request must be made in writing and sent to the following address:

NORMA Group SE
Vorstand
Edisonstr. 4
63477 Maintal
Germany

It must be received by the Company at least 30 days prior to the meeting, i.e. by no later than **24:00 hrs on 16 April 2018 (CEST)**.

Additional agenda items that are to be published will be published in the Federal Gazette without undue delay on receipt of the request and, pursuant to section 121(4a) German Stock Corporation Act, be forwarded for publication to such media capable of distributing the information throughout the entire European Union. They will also be made available on the Company's website at <https://investors.normagroup.com/hv> and notified to the shareholders.

2. Counter-motions; voting proposals

Each shareholder is entitled pursuant to section 126(1) German Stock Corporation Act to submit counter-motions to proposed resolutions in respect of individual agenda items. If the counter-motions are to be made available by the Company, they must be furnished with grounds and submitted at least 14 days prior to the general meeting, i.e. by no later than **24:00 hrs on 2 May 2018 (CEST)**, using

- the following address:
NORMA Group SE
Investor Relations
Edisonstr. 4
63477 Maintal
Germany, or
- the following fax number
+49 (0) 6181 61027 641, or
- the following e-mail address
ir@normagroup.com

Counter-motions addressed in any other way do not have to be made available.

In all cases in which a counter-motion is submitted, the date of receipt of the counter-motion by the Company will be decisive.

Shareholders' counter-motions that are to be made available will be made available together with the shareholders' names and the grounds for the counter-motions as well as any statements by the Management Board and the Supervisory Board in this regard on the Company's website at <https://investors.normagroup.com/hv>. The Company may decide not to make a counter-motion and the grounds for it available if the conditions of section 126(2) German Stock Corporation Act are met.

These provisions apply analogously, pursuant to section 127 German Stock Corporation Act, to a shareholder's nomination for the election of a member of the Supervisory Board or the auditors of the annual financial statements. No grounds need be furnished for such nominations, however. In addition to the grounds listed in section 126(2) German Stock Corporation Act, the Management Board need not make a candidate nomination available if, *inter alia*, the nomination does not include the name, occupation and place of residence of the candidate. Nor does the

Company have to make nominations for the election of members of the Supervisory Board available if the nomination does not include information on any positions held by the proposed candidate in other supervisory boards required by law within the meaning of section 125(1), sentence 5 German Stock Corporation Act.

3. Right to information

Pursuant to section 131(1) German Stock Corporation Act, each shareholder is to be provided on request with information on the Company's affairs at the Annual General Meeting by the Management Board, provided that such information is needed by a shareholder to properly assess a specific agenda item and provided that the Management Board is not entitled to refuse to provide such information. The Management Board's duty to provide information also extends to the Company's legal and business relationships with its affiliates. The duty to provide information also covers the situation of the NORMA Group and enterprises included in the consolidated financial statements of the NORMA Group.

VI. Information and documents on the Annual General Meeting; website

This invitation to the Annual General Meeting, the documents to be made available to the general meeting, including the information required pursuant to section 124a German Stock Corporation Act, any shareholders' motions as well as additional notes on shareholders' rights pursuant to Article 56 SE Regulation, section 50(2) SEAG, section 122(2), section 126(1), section 127 and section 131(1) German Stock Corporation Act will be available on the Company's website at <https://investors.normagroup.com/hv> from the day on which the Annual General meeting is convened. All documents that must be made available to the general meeting by law will also be available for inspection at the Annual General Meeting.

Maintal, March 2018

NORMA Group SE
The Management Board