

Convenience Translation



**Invitation
to the Annual General Meeting
of NORMA Group SE
on 21 May 2019**

ISIN: DE 000A1H8BV3

WKN: A1H8BV

NORMA Group SE

Maintal

Dear Shareholders,

We are pleased to invite you to the

Annual General Meeting of NORMA Group SE

to be held at

10:00 on Tuesday, 21 May 2019 (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 2018 financial year**

The said documents have been published on the Company's website at <https://investors.norma-group.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 generally 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 2018 financial year

The Management Board and the Supervisory Board propose that the balance sheet profit for the 2018 financial year in the amount of EUR 77,090,065.14 be appropriated as follows:

Payment of a dividend of EUR 1.10 per no-par value share carrying dividend rights	EUR 35,048,640.00
Transfer to revenue reserves	EUR 15,000,000.00
Profit carried forward	EUR 27,041,425.14
Balance sheet profit	EUR 77,090,065.14

The proposal regarding the appropriation of profits is based on the number of no-par value shares carrying dividend rights for the completed 2018 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 1.10 per no-par value share carrying dividend rights for the completed 2018 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 24 May 2019. 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 2018 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 2018 financial year be ratified for this period.

The intention is to have the Annual General Meeting vote on the ratification of the actions of the members of the Management Board by way of a ratification of individual members.

4. Resolution on the ratification of the actions of the Supervisory Board of NORMA Group SE for the 2018 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 2018 financial year be ratified for this period.

The intention is to have the Annual General Meeting vote on the ratification of the actions of the members of the Supervisory Board by way of a ratification of individual members.

5. Resolution on the appointment of the auditor of the annual financial statements and the auditor of the consolidated financial statements for the 2019 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 2019 financial year.

The Audit Committee has declared that its recommendation is free from improper influence by third parties and no clause restricting choice within the meaning of Article 16(6) of the EU Audit Regulation was imposed on it (Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC).

6. Election of a Supervisory Board member

The Hanau Local Court appointed Mr. Mark Wilhelms to the Supervisory Board of NORMA Group SE on 29 August 2018. Mr. Mark Wilhelms is now to be elected to the Supervisory Board on the basis of a resolution adopted at the Annual General Meeting.

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 – based on a corresponding proposal by the General and Nomination Committee of the Supervisory Board – proposes that the following person 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 2023 financial year:

Mr. Mark Wilhelms, resident in Bergheim, Chief Financial Officer of Stabilus SA, with its registered office in Luxembourg and administrative headquarters in Koblenz.

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

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

Mr. Mark Wilhelms is already a member of the Supervisory Board of the Company. Otherwise, Mr. Mark Wilhelms is not a member of supervisory boards required by law or of comparable supervisory bodies.

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

According to the Supervisory Board's assessment, there are no personal or business relationships between Mr. Mark Wilhelms and the Company, the bodies of NORMA Group SE or the shareholders with a significant stake in NORMA Group SE, the disclosure of which relationships is recommended by section 5.4.1(6) of the German Corporate Governance Code, apart from the existing membership of Mr. Mark Wilhelms of the Supervisory Board of the Company.

Further details on Mr. Mark Wilhelms 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 again 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 remuneration report printed on pages 91 to 97 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.

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 candidate proposed for election to the Supervisory Board under agenda item 6

Mark Wilhelms, Bergheim

Personal details:

Date of birth: 1960

Place of birth: Düsseldorf

Nationality: German

Current occupation:

Chief Financial Officer of Stabilus SA, with its registered office in Luxembourg and administrative headquarters in Koblenz

Career Progression:

2003 - 2009 Chief Financial Officer of FTE automotive GmbH in Ebern

1987 - 2003 Holder of various specialist and leading positions at Ford Motor Co. at several sites within Europe and the USA

Education:

1985 - 1987 Industrial engineering (Dipl.)

1982 - 1985 Process engineering (Dipl. Ing.)

Special knowledge and experience for work at NORMA Group SE:

Mark Wilhelms has extensive international professional experience as well as sound, global market knowledge, especially in the automotive sector. In particular, he has knowledge in the areas of auditing, rendering of accounts, capital markets as well as IT systems.

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

No further mandates.

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. As at the date of the invitation, the Company does not hold any own shares.

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 14 May 2019** (CEST) at the latest

– at the following address:

NORMA Group SE
c/o Computershare Operations Center
80249 München
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) 15 May 2019 through (and including) the day of the Annual General Meeting on 21 May 2019, 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 **14 May 2019, 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. 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 München
Germany, or
- by fax to fax number
+49 (0) 89 30903 74675, or
- under the e-mail address
normagroup-hv2019@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.
- d) Please refer your proxies to the information on data protection which is set out in section VII. below.

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 **18:00 hrs on 20 May 2019** (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 **18:00 hrs on 20 May 2019** (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 **18:00 hrs on 20 May 2019** (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 20 April 2019 (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 submitted at least 14 days prior to the general meeting, i.e. by no later than **24:00 hrs on 6 May 2019** (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, if applicable, 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 possible 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. 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.

VII. Information on data protection

In connection with the Annual General Meeting, NORMA GROUP SE processes, as controller within the meaning of data protection law, personal data (name, date of birth, address, if applicable, e-mail address, number of shares, type of share ownership and number of admission ticket) of shareholders and their proxies on the basis of applicable data protection law in order to prepare for and conduct the Annual General Meeting in the form stipulated by law.

The processing of personal data is absolutely necessary for the preparation and conduct of the Annual General Meeting. The legal basis for the processing of such data is Article 6(1)(c) of the General Data Protection Regulation (GDPR).

The service providers commissioned to host the Annual General Meeting only receive personal data from NORMA GROUP SE that are required for the performance of the commissioned service. The service providers process the data exclusively in accordance with the instructions of NORMA GROUP SE. Otherwise, personal data are provided to the shareholders and shareholder representatives, in particular concerning the attendance list, in connection with the Annual General Meeting within the scope of the statutory provisions.

The Company retains the personal data in connection with the Annual General Meeting in accordance with the statutory duties. The data are regularly erased after three years if the data are no longer needed for possible disputes over the adoption or validity of resolutions of the Annual General Meeting.

Under the statutory requirements, the shareholders and the proxies have at all times an access, rectification, restriction, objection and erasure right in relation to the processing of their personal data as well as a right to data portability pursuant to chapter III of the GDPR. The shareholders and the proxies may assert these rights vis-à-vis the Company, free of charge, using the following contact information:

- NORMA Group SE
Edisonstr. 4
63477 Maintal
Germany, or

- via the telephone number
+49 (0) 6181 61027-611 or
- via the e-mail address
dataprotection@normagroup.com.

Shareholders and proxies can also reach the Company's data protection officer using this contact information. In addition, the shareholders and the proxies also have a right to lodge a complaint with the data protection supervisory authorities pursuant to Article 77 GDPR.

Further information on data protection has been published on the internet at <https://investors.normagroup.com/hv>.

Maintal, April 2019

NORMA Group SE
The Management Board