

Declaration of Conformity of the Management Board and the Supervisory Board of NORMA Group SE

With the following exceptions, NORMA Group SE complies with the recommendations of the German Corporate Governance Code in the financial year 2014 as amended on May 13, 2013, published by the Federal Ministry of Justice in the official section of the Federal Gazette („Bundesanzeiger“) and will continue to comply with the recommendations:

1. With respect to the compensation of the members of the management board, the supervisory board does not take into account the compensation of the upper management or the workforce as a whole (Section 4.2.2 German Corporate Governance Code)

When determining the compensation of the management board, the supervisory board, advised by an external expert, also took into account the compensation structure of the company as well as the entire NORMA Group. Due to the NORMA Group's dynamic development, the supervisory board has so far not explicitly defined the upper management or the relevant workforce and, therefore, does not take these groups or their development over time into account.

2. The remuneration of the management board is not capped, either in total or in terms of its variable compensation elements (Section 4.2.3 German Corporate Governance Code)

The maximum gross option profit from the matching stock programme for the management board is limited in total to a percentage of the average annual EBITA during the vesting period; therefore a relative maximum limit that is dependent on the company's success is applied rather than a maximum monetary amount.

3. Concrete objectives regarding the composition of the supervisory board are not set and, therefore, are not published in the corporate governance report. There is no age limit. (Section 5.4.1 German Corporate Governance Code)

All members of the supervisory board will continue to comply with all pertinent legislation related to supervisory board nominations for new supervisory board and take the professional and personal qualifications of candidates into account, regardless of their gender. Thereby they will take the number of independent members of the supervisory board, potential conflicts of interest, the international business of the company and the diversity of the supervisory board into consideration. Because of this, the company sees no need to set concrete objectives in this area or to introduce an age limit.

4. During the transformation of NORMA Group AG into an SE, the members of the supervisory board were not chosen in a separate election (Section 5.4.2 German Corporate Governance Code)

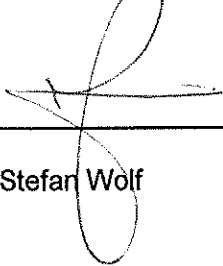
All members of the first supervisory board of NORMA Group SE were elected as part of the transformation pursuant to Article 40 para. 2 2nd sentence SE VO in accordance with the articles of association to ensure that the resolution on the election of the members of the supervisory board could not be challenged separately. Otherwise, the risk could not be ruled

out that the company would have no supervisory board or that the board would have an insufficient number of members after the transformation was entered in the commercial register.

The above declaration applies with regard to the recommendation in Section 4.2.5 para. 3 of the German Corporate Governance Code as amended on May 13, 2013 provided that this new recommendation will be relevant for the first time for compensation reports of financial years starting after December 31, 2013.


Dettingen/Frankfurt, 20. Februar 2014

Für den Aufsichtsrat



Dr. Stefan Wolf

Für den Vorstand



Werner Deggim