

With the following exceptions, NORMA Group SE has complied since its last declaration was submitted, and will continue to comply, with the recommendations of the German Corporate Governance Code as amended on February 07, 2017 (published on April 24, 2017 by the Federal Ministry of Justice in the official section of the Federal Gazette) („Bundesanzeiger“):

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 para. 2 of the German Corporate Governance Code).

When determining the compensation of the Management Board, the Supervisory Board, advised by an external remuneration 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 workforce as a whole and, therefore, does not take these groups or their development over time into account.

2. Under service agreements with members of the Management Board the remuneration of the Management Board is not capped, either in total or in terms of its variable compensation elements (Section 4.2.3 para. 2 sentence 7 of the German Corporate Governance Code).

The Supervisory Board may grant in its sole discretion a special bonus for extraordinary achievements which is not limited by a maximum amount. The Supervisory Board does not believe such a maximum amount to be required because the Supervisory Board can ensure by specifically exercising its discretion that the requirement of adequacy under section 87 para. 1 of the German law on stock corporations is complied with.

Apart from that the agreement with Mr Kleinhens that was entered into in late 2017 as well as the agreement with Dr. Schneider comply with the recommendations pursuant to Section 4.2.3 para. 2 sentence 7 of the German Corporate Governance Code.

In addition, the management service agreements that were entered into prior to 2015 depart from the recommendations pursuant to Section 4.2.3 para. 2 of the German Corporate Governance Code as follows:

The maximum gross option profit from the matching stock program 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.

The maximum amount of the long-term variable remuneration under the Long-Term Incentive program is limited to 250% of the amount that results based on the three-year average value of the annual EBITA or the free cash flow that the Company has budgeted multiplied by the respective bonus percentages set in the employment contract.

3. Two members of the Supervisory Board have already reached, or will before the end of their tenure reach, the regular age limit (Section 5.4.1 para. 2 sentence 2 half sentence 4 German Corporate Governance Codex).

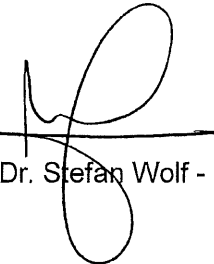
The tenure of a Supervisory Board member shall not be extended beyond his or her 70th birthday. Mr Berg is already older than 70 years; Dr Michelberger will also be older than 70 years before the end of his tenure. The Supervisory Board is of the opinion that there is currently no reason to prematurely end these office prior to the end of the tenure. The membership of the Supervisory Board should mainly depend on abilities and actual capacities.

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 5.4.3 of the 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. Elections of future members shall be done as separate votes.


Dettingen/Maintal, 31 January 2018

For and on behalf of the Supervisory Board



- Dr. Stefan Wolf -

For and on behalf of the Management Board



- Bernd Kleinhens -