



**- Translation for convenience -**

## **NORMA Group AG**

Maintal  
- WKN A1H8BV-  
- ISIN DE000A1H8BV3 -

We hereby invite the shareholders of our Company to the ordinary **Annual General Meeting** to be held **on Wednesday, May 23rd 2012 at 10:00 am** in the **Japan Center, Taunustor Conference-Center, Taunustor 2, 60311 Frankfurt am Main.**

### **Agenda**

- 1. Presentation of the adopted annual financial statements and management report of NORMA Group AG, the approved consolidated financial statements and the management report for the fiscal year 2011 with the report of the Supervisory Board and the explanatory report of the Management Board on matters relevant to acquisitions (sections 289 (4), 315 (4) HGB (Handelsgesetzbuch – German Commercial Code)) and the explanatory report of the Management Board to describe the accounting-related internal control and management system (section 289 (5) HGB)**

In line with sections 172 and 173 AktG (Aktiengesetz – German Stock Corporation Act), no resolution has been provided for agenda item 1 as the Supervisory Board has approved the annual and consolidated financial statements presented by the Management Board. Therefore the annual and consolidated financial statements have been adopted.

### **2. Appropriation of retained earnings for the fiscal year 2011**

The Management Board and the Supervisory Board propose that the retained earnings of 34,172,809.85 € reported for the fiscal year 2011 be appropriated as follows:

Payment of a dividend of 0.60 € per share	19,117,440.00 €
Allocation to revenue reserves	0.00 €
Balance to be carried forward	15,055,369.85 €
Retained earnings	34,172,809.85 €

**3. Resolution on the discharge of the members of the Management Board for fiscal year 2011**

The Management Board and the Supervisory Board propose to discharge the members of the Management Board for fiscal year 2011.

**4. Resolution on the discharge of the members of the Supervisory Board for fiscal year 2011**

The Management Board and the Supervisory Board propose to discharge the members of the Supervisory Board for fiscal year 2011.

**5. Resolution on the appointment of the independent auditor for the annual financial statements and the consolidated financial statements for the fiscal year 2012**

The Supervisory Board proposes that PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Frankfurt am Main be appointed as independent auditor for the annual financial statements and the consolidated financial statements for the fiscal year 2012.

**Stop of re-registration**

The stock of shares registered in the Company's share register on the day of the Annual General Meeting is decisive for the entitlement of the shareholder to attend and vote in the Annual General Meeting. As of May 17th 2012 (midnight) until the day of the Annual General Meeting (inclusive) there will be no re-registrations in the Company's share register due to technical reasons in the execution of such re-registrations.

**Conditions of attendance**

Those shareholders who are listed as shareholders in the Company's share register and who have registered with the Company in such a way that their written notification (section 126b BGB – Bürgerliches Gesetzbuch – German Civil Code) is received in due time either in German or English, shall be entitled to attend the Annual General Meeting and exercise their voting rights.

Registration has to be received by the Company at least six days before the Annual General Meeting, therefore by May 16th 2012 (midnight) under the following address:

**NORMA Group AG**  
c/o Computershare HV-Services AG  
Prannerstraße 8  
80333 München  
Germany  
Telefax: +49 89 30903 - 74675  
E-Mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)



## **Exercise of voting rights by absentee ballot**

Shareholders or shareholders' representatives who cannot or do not wish to attend the Annual General Meeting themselves may exercise their voting rights by means of absentee vote.

For absentee ballots the same requirements apply as for the personal attendance of the Annual General Meeting.

Absentee ballots must be received by the Company by May 21st 2012 (midnight) in writing, via fax or via email at the following address:

### **NORMA Group AG**

c/o Computershare HV-Services AG

Prannerstraße 8

80333 München

Germany

Telefax: +49 89 30903 - 74675

E-Mail: [normagroup-hv2012@computershare.de](mailto:normagroup-hv2012@computershare.de)

An absentee ballot form will be distributed to shareholders together with the registration package and the admission ticket for the Annual General Meeting. An absentee ballot form is also available for download on the company's webpage at <http://investoren.normagroup.com/hauptversammlung>.

Absentee votes are revocable and alterable up to the moment to which they can be communicated. Furthermore, the personal attendance of the Annual General Meeting counts as revocation of the votes cast by means of absentee ballot.

## **Authorizing a voting representative**

Shareholders may exercise their voting rights via a proxy, e.g. a bank or a shareholder association. Written form is required for granting power of attorney, retracting it, and demonstrating authorization to the Company. This does not apply to the authorizations of banks, shareholder associations or persons and institutions treated as such pursuant to section 135 AktG and section 125 (5) AktG. We would therefore like to ask our shareholders who wish to authorize a bank, shareholder association or person or institutions treated as such to coordinate the proxy on the form of the power of attorney. We offer our shareholders the opportunity to be represented at the Annual General Meeting by voting representatives who are appointed by the Company and who are bound by your instructions. The voting representatives appointed by the Company are obliged to exercise the voting rights of the shareholders according to the instructions they are given. Issuing a power of attorney, and demonstrating and revoking an authorization must be in written form.



Authorizations, revocations and demonstrating authorizations may be sent to the Company at the following address:

**NORMA Group AG**

c/o Computershare HV-Services AG  
Prannerstraße 8  
80333 München  
Germany  
Telefax: +49 89 30903 - 74675  
E-Mail: [normagroup-hv2012@computershare.de](mailto:normagroup-hv2012@computershare.de)

Issuing a power of attorney and instructions and revoking a power of attorney to Company-appointed voting representatives must be received by the Company at the above address by May 21st 2012 (midnight).

A form that can be used to issue the proxy authorization will be distributed to shareholders together with the registration package and the admission ticket for the Annual General Meeting. A form for issuing the proxy authorization is also available for download on the company's webpage at <http://investoren.normagroup.com/hauptversammlung>.

Authorization also requires proper shareholder registration.

If a shareholder authorizes more than one person, the Company may reject one or more of them.

**Shareholder rights: Extension of the agenda**

Shareholders whose combined shareholdings amount to one-twentieth of the share capital or a pro-rata share of 500,000 Euro may request that items be added to the agenda and be announced.

The request must be submitted in writing to the Management Board and must be received by the Company at the following address at least 30 days before the Annual General Meeting, therefore by April 22nd 2012 (midnight).

**NORMA Group AG**

- Management Board -  
Edisonstr. 4  
63477 Maintal  
Germany



### **Shareholder rights: Counter-motions and nominations by shareholders**

Shareholders are entitled to send counter-motions to a proposal of the Management Board and/or the Supervisory Board on a specific item of the agenda.

Provided they comply with statutory requirements, the Company will publish counter-motions of shareholders in accordance with § 126 AktG including name of the shareholder and reasons together with any statement by the management, if applicable, on the company's webpage at <http://investoren.normagroup.com/hauptversammlung>, if they were received by the Company at the address stated below at least 14 day before the Annual General Meeting, therefore by May 8th 2012 (midnight).

#### **NORMA Group AG**

Edisonstr. 4  
63477 Maintal  
Germany  
Telefax: +49 6181 61027-642  
E-Mail: [ir@normagroup.com](mailto:ir@normagroup.com)

These rules also apply correspondingly for election proposals for the election of members of the Supervisory Board or for the appointment of the independent auditor whereupon no reasons for the election proposals must be submitted.

### **Shareholder rights: Right to be informed**

Each shareholder shall upon request be provided with information at the Annual General Meeting by the Management Board regarding the Company's affairs, to the extent that such information is necessary to permit a proper evaluation of the relevant item on the agenda. The duty to provide information shall also extend to the Company's legal and business relations with affiliate companies.

We would kindly ask shareholders and shareholder representatives who wish to make use of the right to be informed during the Annual General Meeting to submit their questions in time to the above mentioned address. The submission of questions is no formal requirement for response. The right to be informed will remain unaffected.

### **Shareholder rights: Further information**

Further information on shareholder rights in accordance with sections 122 (2), § 126 (1), §§ 127, 131 (1) AktG will be published on the company's webpage at <http://investoren.normagroup.com/hauptversammlung>.



## **Total number of shares and voting rights**

On the date on which the Annual General Meeting is called, the share capital of the Company amounts to 31,862,400 nominal shares. Each ordinary share grants one vote. The total number of voting rights is therefore 31,862,400.

## **Information on the Company's webpage**

The following information is available from the convening of the Annual General Meeting on the Company's webpage at <http://investoren.normagroup.com/hauptversammlung>:

- The content of this convocation with reason for item 1 as for this item of the agenda there is no resolution and with the total number of shares and voting rights on the date of convocation of the Annual General Meeting,
- further information on shareholder rights,
- all documents to be made available to the Annual General Meeting, notably
  - o the annual financial statements of NORMA Group AG,
  - o the consolidated financial statements,
  - o the management report of NORMA Group AG,
  - o the consolidated management report,
  - o the report of the Supervisory Board,
  - o the explanatory report of the Management Board on matters relevant to acquisitions (sections 289 (4), 315 (4) HGB and the explanatory report of the Management Board to describe the accounting-related internal control and management system (section 289 (5) HGB),
  - o the proposal of the Management Board of the appropriation of retained earnings,
- a proxy and absentee ballot form.

Maintal, April 2012

NORMA Group AG  
**Management Board**