



NORMA Group AG

Maintal

- WKN A1H8BV -

- ISIN DE000A1H8BV3 -

Invitation to the Ordinary Annual General Meeting

We hereby invite our shareholders to the ordinary Annual General Meeting of NORMA Group AG to be held on **Wednesday, 22 May 2013, at 10.00 am in the Japan Center, Taunustor Conference-Center, Taunustor 2, 60311 Frankfurt am Main.**

Table of Contents

I. Agenda	3
1. Presentation of the adopted annual financial statements of NORMA Group AG, the approved consolidated financial statements, the consolidated management report, the management report and the report of the supervisory board, each for the fiscal year 2012, as well as the explanatory report of the management board on the information pursuant to sections 289(4), 315(4) of the German Commercial Code (<i>Handelsgesetzbuch</i>)	3
2. Resolution on the appropriation of the net profit for the fiscal year 2012.....	3
3. Resolution on the discharge of the members of the management board for the fiscal year 2012	3
4. Resolution on the discharge of the members of the supervisory board for the fiscal year 2012	3
5. Appointment of a supervisory board member	3
6. Appointment of the auditor for the financial statements and the consolidated financial statements for the fiscal year 2013	4
7. Resolution on the conversion of NORMA Group AG into a European Company (Societas Europaea – SE); appointment of the members of the first supervisory board of the SE; appointment of the auditor for the first fiscal year of the SE.....	4



II. Conditions for attendance and further information pursuant to section 121(3) sentence 3 of the German Stock Corporation Act (<i>Aktiengesetz</i>)	37
III. Shareholder Rights	39
IV. Total number of shares and voting rights	41
V. Information on the Company's webpage	41

I. Agenda

1. Presentation of the adopted annual financial statements of NORMA Group AG, the approved consolidated financial statements, the consolidated management report, the management report and the report of the supervisory board, each for the fiscal year 2012, as well as the explanatory report of the management board on the information pursuant to sections 289(4), 315(4) of the German Commercial Code (*Handelsgesetzbuch*)

In line with statutory law (sections 172, 173 of the German Stock Corporation Act – *Aktiengesetz*), no resolution is proposed for agenda item 1 as the supervisory board has approved the annual financial statements and the consolidated financial statements prepared by the management board. Therefore, the annual financial statements have been adopted.

2. Resolution on the appropriation of the net profit for the fiscal year 2012

The management board and the supervisory board propose that the net profit for the fiscal year 2012, amounting to EUR 32,849,342, be appropriated as follows:

Distribution to the shareholders by payment of a dividend of EUR 0.65 per ordinary share	EUR 20,710,560
Allocation to revenue reserves	EUR 0
Balance to be carried forward	EUR 12,138,782
Net profit	EUR 32,849,342

3. Resolution on the discharge of the members of the management board for the fiscal year 2012

The management board and the supervisory board propose to discharge the members of the management board for the fiscal year 2012.

4. Resolution on the discharge of the members of the supervisory board for the fiscal year 2012

The management board and the supervisory board propose to discharge the members of the supervisory board for the fiscal year 2012.

5. Appointment of a supervisory board member

Following the supervisory board meeting of 14 September 2012, the supervisory board member Dr Ulf von Haacke resigned from his office with immediate effect with approval of the supervisory board's chairman. By court order of 18 February 2013, Ms. Erika Schulte was appointed as a new member of the supervisory board. The court appointment terminates upon the end of the general meeting on 22 May 2013, though.

Therefore, the supervisory board, based on a recommendation by its Executive and Nomination Committee, proposes to appoint Ms. Erika Schulte, Hanau, managing director of Hanau Wirtschaftsförderung GmbH, of Brüder-Grimm-Berufsakademie Hanau GmbH and of Technologie- und Gründerzentrum Hanau GmbH, as a member of the supervisory board with effect of the end of this general meeting for an office period terminating upon the end of the general meeting that decides on the discharge of the supervisory board for the fiscal year 2015.

Ms. Schulte does neither hold any memberships in other supervisory boards whose establishment is required by law, nor any memberships in domestic or foreign supervising corporate bodies of business enterprises that are comparable to a supervisory board.

With regard to the recommendation of section 5.4.1, subsections 4 to 6, of the German Corporate Governance Code, it is declared that Ms. Schulte, in the appraisal of the supervisory board, does not have personal or business relations with NORMA Group AG or its group companies, the corporate bodies of NORMA Group AG or a shareholder holding a material interest in NORMA Group AG, that would be subject to disclosure requirements pursuant to this recommendation.

Pursuant to section 10(1) of the Company's Articles of Association and sections 95, 96(1) of the German Stock Corporation Act (*Aktiengesetz*), the supervisory board consists of six members that are appointed by the general shareholders' meeting, which is not bound by nominations.

6. Appointment of the auditor for the financial statements and the consolidated financial statements for the fiscal year 2013

The supervisory board, based on a recommendation by its Audit Committee, proposes that PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, be appointed as auditor for the financial statements and the consolidated financial statements for the fiscal year 2013.

7. Resolution on the conversion of NORMA Group AG into a European Company (Societas Europaea – SE); appointment of the members of the first supervisory board of the SE; appointment of the auditor for the first fiscal year of the SE

The management board and the supervisory board propose to resolve on the conversion of NORMA Group AG into the legal form of a European Company (Societas Europaea – SE) as follows, whereby, pursuant to section 124(3) sentence 1 of the German Stock Corporation Act (*Aktiengesetz*), only the supervisory board – based on a recommendation by its Audit Committee – proposes the appointment of the auditor for the first fiscal year of the SE (section 13 of the Terms of Conversion proposed for adoption) as well as – based on a recommendation by its Executive and Nomination Committee – the appointment of the members of the first supervisory board of the SE (section 9.3 of the Terms of Conversion proposed for adoption and section 11(3) of the SE's Articles of Association, enclosed as Annex 1 to the Terms of Conversion proposed for adoption):

The Terms of Conversion dated 4 April 2013 (Roll of Deeds No. 175/2013 of the notary Dr Hans Ulrich Kleim with registered office in Hanau) on the conversion of NORMA Group AG into a European Company (Societas Europaea – SE) are approved. The Articles of Association of NORMA Group SE enclosed to the aforementioned Terms of Conversion as Annex 1 are approved.

The aforementioned Terms of Conversion and the Articles of Association enclosed thereto as Annex 1 read as follows:

TERMS OF CONVERSION

pursuant to Art. 37(4) of Council Regulation (EC) No 2157/2001 on the Statute for a European Company (SE), Official Journal L 294 dated 10 November 2001, p. 1 (“**SE Regulation**”)

concerning the conversion of

NORMA Group AG,

Edisonstraße 4

63477 Maintal

registered with the commercial register of the Local Court (*Amtsgericht*) of Hanau under HRB 93582

– hereinafter referred to as “**NORMA Group AG**” –

into the

legal form of a European Company (SE)

– hereinafter “**NORMA Group SE**” –

(NORMA Group AG and NORMA Group SE each hereinafter also referred to as the “**Company**”)

Recitals

- (A) NORMA Group AG is a listed stock corporation under German law, with its registered office in Maintal, Germany. It is the ultimate holding company of the NORMA group (hereinafter referred to as “**NORMA Group**”), a global provider of engineered joining technology.
- (B) NORMA Group AG became a stock corporation under German law by the change of the legal form of NORMA Group GmbH, Maintal, as registered with the commercial register of the Local Court of Hanau on 14 March 2011, in which the identity of the Company was maintained.
- (C) The Company holds indirect interests, each of which has been held for at least two years, amongst others, in the following companies which are each subject to the jurisdiction of another Member State of the European Union:
 - DNL France S.A.S., with its registered office in Briey, France, registered with the commercial register of Briey under no. 489172122 (2006B135);
 - DNL UK Ltd., with its registered office in Newbury, UK, registered with the commercial register of Newbury under no. 05671205;
 - DNL Sweden AB, with its registered office in Stockholm, Sweden, registered with the commercial register of Stockholm under no. 556710-7023.

The direct interests in the above companies are each held by Norma Beteiligungs GmbH, with its registered office in Maintal, registered with the commercial register of the Local Court of Hanau under HRB 92791. The sole shareholder of Norma Beteiligungs GmbH is NORMA Group Holding GmbH, with its registered office in Maintal, registered with the commercial register of the Local Court of Hanau under HRB 91813. The sole shareholder of NORMA Group Holding GmbH is NORMA Group AG.

- (D) NORMA Group AG is envisaged to be converted into the legal form of a European Company (Societas Europaea – SE) by way of conversion pursuant to Art. 2(4) in conjunction with Art. 37 of the SE Regulation.

In the last years, NORMA Group has expanded internationally and built up a company that is fit for the future. In the opinion of the management board, the SE is the appropriate legal form for a modern global company whose home market is in Europe. The conversion into an SE is thus a manifestation of NORMA Group's vision of a company doing business in a united Europe and emphasises the international outlook of NORMA Group.

Now, therefore, the management board of NORMA Group AG draws up the following Terms of Conversion pursuant to Art. 37(4) of the SE Regulation:

1 Conversion of NORMA Group AG into NORMA Group SE

- 1.1** NORMA Group AG shall be converted into a European Company (Societas Europaea – SE) pursuant to Art. 2(4) in conjunction with Art. 37 of the SE Regulation. For more than two years, NORMA Group AG has held indirect subsidiaries which are each subject to the jurisdiction of another Member State of the European Union or the Agreement on the European Economic Area, in particular the subsidiaries referred to in Recital (C) above. The requirements for a conversion of NORMA Group AG into an SE are satisfied.
- 1.2** The conversion of NORMA Group AG into the form of an SE shall not result in the winding-up of the Company or the creation of a new legal person. Owing to the unchanged identity of the Company, the interests of the shareholders in the Company will continue to exist unchanged after the conversion has become effective.

2 Effective date of the conversion

The conversion shall become effective upon being registered with the commercial register of the Company.

3 Legal form, name and registered office of NORMA Group AG and NORMA Group SE

- 3.1** NORMA Group AG is a stock corporation under German law, with its registered office in Maintal, Germany, registered with the commercial register of the Local Court of Hanau under HRB 93582. The legal name of NORMA Group AG is “NORMA Group AG”.
- 3.2** Following the conversion, NORMA Group AG shall have the legal form of a European Company (Societas Europaea – SE).
- 3.3** The legal name of NORMA Group SE shall be “NORMA Group SE”.
- 3.4** NORMA Group SE's registered office and head office shall be in Maintal, Germany.

4 Ownership structure, shares and share capital of NORMA Group SE

- 4.1** Upon the conversion becoming effective by being registered with the commercial register of NORMA Group AG, the shareholders of NORMA Group AG shall become shareholders of NORMA Group SE. They shall have the same shares in the share capital of NORMA Group SE – in terms of amount and in the same class and number of shares – as they have in the share capital of NORMA Group AG immediately before the conversion becomes effective. The notional proportionate amount in the share capital represented by each no par value share shall remain unchanged as it is immediately before the conversion becomes effective. All shares in NORMA Group SE shall be no par value registered shares.
- 4.2** The entire share capital of NORMA Group AG – in the amount and division into shares it has at the point in time the conversion is registered with the commercial register and with the proportionate amount in the share capital represented by each no par value share – shall become the share capital of NORMA Group SE. The share capital of NORMA Group AG amounts to €31,862,400.00 (as at 4 April 2013) and is divided into 31,862,400 no par value registered shares each representing a proportionate amount in the share capital of €1.00.
- 4.3** The shares of NORMA Group AG are represented by global securities. These global securities shall be replaced by global securities made out in the name of NORMA Group SE.

5 NORMA Group SE's Articles of Association and types of capital

- 5.1** NORMA Group SE shall be given the Articles of Association attached hereto as **Annex 1**, which are an integral part of these Terms of Conversion.
- 5.2** Upon the conversion becoming effective, all types of capital of NORMA Group AG shall be the capital of NORMA Group SE with the specifications and in the amounts existing at that point in time.
- 5.2.1** Upon the conversion becoming effective, the share capital of NORMA Group AG – in the amount and with the division into shares existing at the point in time the conversion becomes effective – shall be the share capital of NORMA Group SE in the same amount and with the same division into shares.

The share capital of NORMA Group AG is stated in section 4(1) of NORMA Group AG's Articles of Association and amounts currently (as at 4 April 2013) to €31,862,400.00. Pursuant to section 4(2) of NORMA Group AG's Articles of Association, the share capital is currently (as at 4 April 2013) divided into 31,862,400 no par value registered shares.

Accordingly, the share capital of NORMA Group SE is stated in section 4(1) of NORMA Group SE's Articles of Association (as attached hereto as **Annex 1**) to amount to €31,862,400.00, and it is divided into 31,862,400 no par value registered shares pursuant to section 4(2) of NORMA Group SE's Articles of Association (as attached hereto as **Annex 1**).

To the extent that the actual amount of NORMA Group AG's share capital at the point in time the conversion becomes effective does not match the amount or number of shares stated in NORMA Group AG's Articles of Association and in NORMA Group SE's Articles of Association (as attached hereto as **Annex 1**) (for example as a consequence of increases or reductions in the share capital carried out in the

meantime), the share capital shall continue to exist in NORMA Group SE upon the conversion becoming effective in the same amount and with the same division into shares existing in NORMA Group AG at the point in time the conversion becomes effective.

In the event that the share capital amount of NORMA Group AG changes after these Terms of Conversion has been drawn up and before the conversion is registered with the commercial register and, thus, does not match the share capital amount stated in NORMA Group SE's Articles of Association (as attached hereto as **Annex 1**), the supervisory board of NORMA Group SE shall be authorised to correct the share capital amount stated in NORMA Group SE's Articles of Association to account for such change before the conversion is registered with the commercial register.

- 5.2.2** Upon the conversion becoming effective, any authorised capital of NORMA Group AG in the amount and with the specifications existing at the point in time the conversion becomes effective shall be authorised capital of NORMA Group SE in the same amount and with the same specifications.

NORMA Group AG has currently (as at: 4 April 2013) authorised capital as stated in section 5 of NORMA Group AG's Articles of Association (Authorised Capital 2011/II).

Accordingly, the same authorised capital (also referred to as Authorised Capital 2011/II) is stated in section 5 of NORMA Group SE's Articles of Association (as attached hereto as **Annex 1**). In particular the amount, number of shares and other specifications of the Authorised Capital 2011/II pursuant to section 5 of NORMA Group SE's Articles of Association match those set out in section 5 of NORMA Group AG's Articles of Association. To the extent that the actual amount or other specifications of the Authorised Capital 2011/II of NORMA Group AG change before the conversion into NORMA Group SE becomes effective, the Authorised Capital 2011/II shall continue to exist in NORMA Group SE upon the conversion becoming effective in the same amount and with the same specifications existing in NORMA Group AG at the point in time the conversion becomes effective.

- 5.2.3** Upon the conversion becoming effective, any conditional capital of NORMA Group AG in the amount and with the specifications existing at the point in time the conversion becomes effective shall be conditional capital of NORMA Group SE in the same amount and with the same specifications.

NORMA Group AG has currently (as at: 4 April 2013) conditional capital as stated in section 6 of NORMA Group AG's Articles of Association (Conditional Capital 2011).

Accordingly, the same conditional capital (also referred to as Conditional Capital 2011) is stated in section 6 of NORMA Group SE's Articles of Association (as attached hereto as **Annex 1**). In particular the amount, number of shares and other specifications of the Conditional Capital 2011 pursuant to section 6 of NORMA Group SE's Articles of Association match those set out in section 6 of NORMA Group AG's Articles of Association. To the extent that the actual amount or other specifications of the Conditional Capital 2011 of NORMA Group AG change before the conversion into NORMA Group SE becomes effective, the Conditional Capital 2011 shall continue to exist in NORMA Group SE upon the conversion becoming

effective in the same amount and with the same specifications existing in NORMA Group AG at the point in time the conversion becomes effective.

6 No cash buyout offer

Shareholders who object to the conversion shall not be made an offer to purchase their shares against payment of cash compensation, as such a cash buyout offer is not stipulated by law in connection with the conversion of a stock corporation into an SE.

7 Special right holders and holders of other securities

NORMA Group AG has not granted any special rights and has not issued any other securities than ordinary shares. Thus, no action is contemplated to be taken in relation to special right holders and holders of other securities than shares in connection with the conversion.

8 Management board

8.1 The terms of office of all members of NORMA Group AG's management board shall end upon the conversion becoming effective, i.e. upon the conversion being registered with the commercial register of the Company.

8.2 Without prejudice to the decision-making competence of the future supervisory board of NORMA Group SE under Art. 39(2) of the SE Regulation, it should be noted that the current members of NORMA Group AG's management board are expected to be appointed as members of the first management board of NORMA Group SE. These members are Werner Deggim, Dr Othmar Belker, Bernd Kleinhens and John Stephenson.

9 Supervisory board

9.1 The terms of office of the members of NORMA Group AG's supervisory board shall end upon the conversion becoming effective.

9.2 Pursuant to section 11(1) of NORMA Group SE's Articles of Association (see **Annex 1** hereto), NORMA Group SE shall have a supervisory board consisting of six members. The members of the first supervisory board shall be appointed by NORMA Group SE's Articles of Association (see no. 9.3 below) in accordance with Art. 40(2) sentence 2 of the SE Regulation.

9.3 The following persons shall be appointed as members of the first supervisory board of NORMA Group SE following the conversion, pursuant to section 11(3) of NORMA Group SE's Articles of Association:

- (i) Dr Stefan Wolf, Leinfelden-Echterdingen, chairman of the management board (Chief Executive Officer (CEO)) of ElringKlinger AG;
- (ii) Lars M. Berg, Valldemossa (Spain), independent consultant, member of the supervisory boards of four other companies active in telecommunication, media and finance business, former member of the management board of Mannesmann AG responsible for the telecommunication department (until 2000);
- (iii) Günter Hauptmann, PhD, Bad Endorf, independent consultant, former member of the management board of Siemens VDO AG (until 2006);

- (iv) Knut J. Michelberger, Kronberg, member of the management board of Dematic Group responsible for the finance department (Chief Financial Officer (CFO)) and independent consultant;
- (v) Dr Christoph Schug, Mönchengladbach, entrepreneur and member of the supervisory boards of Tom Tailor AG and Baden-Baden-Cosmetics Group AG as well as of the administrative board of AMEOS Gruppe AG (Zurich, Switzerland), formerly active for many years as board member responsible for the finance department (Chief Financial Officer (CFO)) and chairman of the board (Chief Executive Officer (CEO)), most recently member of the management board of HT Troplast AG responsible for the finance department as well as managing director of profine GmbH (until 2008) and spokesman of the management board of Ad Capital AG (until 2002);
- (vi) Erika Schulte, Hanau, managing director of Hanau Wirtschaftsförderung GmbH, of Brüder-Grimm-Berufsakademie Hanau GmbH and of Technologie- und Gründerzentrum Hanau GmbH.

The aforementioned persons form also the current supervisory board of NORMA Group AG.

They shall be appointed by NORMA Group SE's Articles of Association (as attached hereto as **Annex 1**) pursuant to Art. 40(2) sentence 2 of the SE Regulation.

Without prejudice to the decision-making competence of NORMA Group SE's supervisory board, it should be noted that the current chairman of NORMA Group AG's supervisory board, Dr Stefan Wolf, is expected to be elected as chairman of NORMA Group SE's supervisory board.

10 Special benefits

10.1 The judicially appointed expert who reviewed and certified pursuant to Art. 37(6) of the SE Regulation that the Company has net assets at least equivalent to its capital plus those reserves which must not be distributed under the law or the Articles of Association shall not be granted any special benefits in connection with the conversion.

10.2 The members of NORMA Group AG's management board and supervisory board shall not be granted any special benefits in connection with the conversion.

By way of precaution and without prejudice to the decision-making competence of NORMA Group SE's supervisory board, however, it should be noted that the members of NORMA Group AG's management board are expected to be appointed as members of NORMA Group SE's management board (see no. 8 above).

Furthermore, it should be noted that the current members of NORMA Group AG's supervisory board shall be appointed as members of NORMA Group SE's supervisory board by NORMA Group SE's Articles of Association and the current chairman of NORMA Group AG's supervisory board is expected to be elected as chairman of NORMA Group SE's supervisory board (see no. 9 above).

11 Information regarding the procedure for establishing rules on employee involvement in NORMA Group SE

11.1 Basis for the rules on employee involvement in NORMA Group SE

11.1.1 The rules on employee involvement in NORMA Group SE shall be established based on the procedure provided for this purpose in the German SE Employee Involvement Act (*SE-Beteiligungsgesetz – SEBG*). The German SE Employee Involvement Act provides for negotiations to be conducted between the management of the company involved in the formation of the SE – here: the management board of NORMA Group AG – and the employees, who are represented in these negotiations by a special negotiating body (“**SNB**”) determined by the employees or their representatives (for the negotiation procedure, see no. 11.4 below). The SNB consists of representatives of the employees of the company directly involved in the conversion, as well as representatives of the employees of its subsidiaries and establishments, to the extent that their employees are employed in a Member State of the European Union or the Agreement or the European Economic Area (“**Member State**”). Pursuant to the provisions of the German SE Employee Involvement Act, the number of members in the SNB for each of the individual Member States is determined by reference to the number of employees employed in a Member State (see also no. 11.3 below).

11.1.2 The aim of the negotiation procedure is to establish arrangements for the involvement of employees in NORMA Group SE. For the possible content of such arrangements, see no. 11.4.1 below.

Involvement of employees means any mechanism, including information, consultation and participation, through which employees’ representatives may exercise an influence on decisions to be taken within the Company.

Rights to involvement are rights to which the employees and their representatives are entitled in relation to information, consultation, participation and other kinds of involvement. This may include the exercise of such rights in group companies of the SE.

Information means the informing of the SE works council or other employees’ representatives by the management of the SE on questions which concern the SE itself and any of its subsidiaries or establishments situated in another Member State, or which exceed the powers of the competent bodies in a single Member State, in a manner and with a content that allows the employees’ representatives to undertake an in-depth assessment of the expected impact and, where appropriate, prepare consultations with the management of the SE.

Consultation means the establishment of dialogue and exchange of views between the SE works council or other employees’ representatives and the management of the SE or another competent level of management within the SE having its own powers of decision, in a manner and with a content that allows the SE works council, on the basis of information provided, to express an opinion on measures envisaged by the management of the SE which can be taken into account in the decision-making process within the SE.

Participation means the influence of employees in the affairs of a company by way of

- (i) the right to elect or appoint some of the members of the company's supervisory or administrative organ, or
- (ii) the right to recommend or oppose the appointment of some or all of the members of the company's supervisory or administrative organ.

11.1.3 If an agreement regarding arrangements for the involvement of employees in NORMA Group SE has not been concluded within six months, the standard rules on employee involvement provided for by law will become applicable, as a rule. Since NORMA Group SE will have its registered office in Germany, the provisions of the German SE Employee Involvement Act will become applicable. The management board of NORMA Group AG and the SNB may mutually agree to extend the negotiation period to up to one year in total. The standard rules provide for the establishment of an SE works council and, in the case of an SE created by way of conversion, that, if rules on employee participation in the administrative or supervisory body applied to the company prior to conversion, such rules shall continue to apply to the SE. The agreement on the involvement of employees may also provide that the statutory standard rules apply in whole or in part. For details regarding the scope of the standard rules applying to NORMA Group SE, see no. 11.4.2 below.

11.2 Initiation of the negotiation procedure

The procedure for establishing rules on employee involvement shall be initiated in accordance with the provisions of the German SE Employee Involvement Act. Accordingly, as a first step the management of the company involved in the conversion – here: the management board of NORMA Group AG – is to inform the employees or their representatives of the envisaged conversion and request them to establish an SNB.

Pursuant to section 4 of the German SE Employee Involvement Act, the information to be provided to the employees' representatives or employees shall include (i) the identity and structure of the company involved in the conversion – here: NORMA Group AG – as well as the identity and structure of the subsidiaries and establishments concerned by the conversion and in what Member States such subsidiaries and establishments are situated, (ii) the employees' representatives existing in such subsidiaries and establishments, (iii) the number of the employees employed in each of these companies and establishments at the point in time the information is provided as well as the total number of employees employed in each of the Member States, as calculated based on the aforementioned number, and (iv) the number of employees who are entitled to rights of participation in the bodies of such companies at the point in time the information is provided.

The management board of NORMA Group AG has informed the employees' representatives or employees both in Germany and in the Member States in which NORMA Group employs employees (total number of employees employed in the Member States: 2576) of the envisaged conversion of NORMA Group AG into the legal form of an SE by way of letters dated 3 and 4 December 2012 and requested them to establish an SNB. Following the acquisition of the Dutch subsidiary Groen Bevestigingsmaterialen BV, the management board of NORMA Group AG, by way of its letter dated 21 January 2013, informed the employees' representatives or employees including the employees of the Dutch subsidiary thereof and of the envisaged conversion into the legal form of an SE and requested the employees of NORMA Group employed in the Netherlands to elect or appoint one SNB member.

11.3 Establishment and composition of the SNB

In the present case, section 5(1) of the German SE Employee Involvement Act is applicable to the establishment and composition of the SNB.

Members of the SNB are elected or appointed for each Member State to represent the employees of the Company and of its subsidiaries and establishments that employ employees in Member States. One person from a Member State is to be elected or appointed as a member of the SNB per portion of employees employed in that Member State that equals 10%, or a fraction thereof, of the number of employees employed by the Company and its subsidiaries or establishments in all the Member States taken together.

At the point in time of the information of the employees' representatives and employees dated 3 and 4 December 2012 referred to in no. 11.2 above, 2576 employees were employed in Member States (including Germany) in companies of NORMA Group. Based on these employee figures, the allocation of seats in the SNB is as follows:

Member State	Number of employees	Per cent	Number of SNB members
Germany	988	38.35	4
France	248	9.63	1
UK	163	6.33	1
Italy	62	2.41	1
Poland	568	22.05	3
Sweden	112	4.35	1
Spain	30	1.16	1
Czech Republic	405	15.72	2
Total	2576	100%	14

Following the acquisition of the Dutch subsidiary Groen Bevestigingsmaterialen BV, which employs less than ten employees in the Netherlands, another seat for the Netherlands has been added in addition to the aforementioned 14 seats. Apart from that, the acquisition of the Dutch subsidiary does not have any further impact on the allocation of seats in the SNB. The SNB thus consists of 15 members including the member for the Netherlands.

If, during the duration of the SNB's work, changes in the structure or the number of the employees of the NORMA Group employed in Member States occur that would change the specific composition of the SNB, the SNB shall be newly composed to account for such changes (section 5(4) of the German SE Employee Involvement Act).

11.4 Negotiation procedure and rules on employee involvement in NORMA Group SE

If all members of the SNB have been determined or ten weeks have passed since the information of the employees and the request to establish an SNB and not all members have been determined due to a fault on the employees' part, the management – here: the management board of NORMA Group AG – shall give notice of the constituent meeting of the SNB. The six-month negotiation period pursuant to section 20 of the German SE Employee Involvement Act, which can be extended to up to one year by mutual agreement

between the SNB and the management, starts on the scheduled date of such meeting as specified in the notice.

By letter dated 4 February 2013, the management board of NORMA Group AG gave notice of a first meeting of the SNB scheduled for 26/27 February 2013, with the constituent meeting scheduled for 26 February 2013. The constituent meeting was held on 26 February 2013. The negotiation period will thus end on 26 August 2013, subject to the period being extended by mutual agreement.

11.4.1 Agreement on arrangements for the involvement of employees

The aim of the negotiations is to conclude an agreement to the effect defined in section 21 of the German SE Employee Involvement Act.

Such agreement shall include in particular arrangements for the following points:

- scope of the agreement (including the companies and establishments situated outside the territories of the Member States, if they are to be included in the scope of the agreement);
- if an SE works council is to be established:
 - the composition, number of members and allocation of seats on the SE works council, including the consequences of material changes in the number of employees employed in the SE;
 - the functions and the procedures for the information and consultation of the SE works council;
 - the frequency of meetings of the SE works council;
 - the financial and material resources to be allocated to the SE works council
- if an SE works council is not to be established: arrangements for implementing the procedure or procedures for the information and consultation of the employees;
- if arrangements for participation are established:
 - the number of members in the SE's supervisory organ which the employees will be entitled to elect, appoint, recommend or oppose;
 - the procedures as to how these members may be elected, appointed, recommended or opposed by the employees;
 - and the rights of such members;
- the date of entry into force of the agreement and its duration;
- cases where the agreement should be renegotiated and the procedure for its renegotiation.

Apart from the foregoing, the agreement may contain additional provisions.

11.4.2 Standard rules on employee involvement

If an agreement pursuant to section 21 of the German SE Employee Involvement Act is not concluded within the statutory negotiation period of six months or the ne-

gotiation period extended by mutual agreement to one year, the standard rules on the establishment of an SE works council by operation of law pursuant to sections 22 et seqq. of the German SE Employee Involvement Act and on participation by operation of law pursuant to sections 34 et seqq. of the German SE Employee Involvement Act will apply. In the event the standard rules become applicable, the following employee involvement rules would apply to NORMA Group SE:

(i) Regarding employee participation

In the management board's opinion, NORMA Group AG is not subject to any participation at board level based on the current legal and factual situation. Accordingly, the employees of NORMA Group AG do not have any rights to elect or appoint a part of the members of the administrative or supervisory organ of the Company or to recommend or oppose the appointment of a part or all of the members of the administrative or supervisory organ of the Company prior to the conversion of NORMA Group AG into an European Company. As a consequence, the employees would not obtain any rights to elect or appoint members of the supervisory board of NORMA Group SE or to recommend or oppose their appointment following the conversion of NORMA Group AG into a European Company. This means that no changes would result in this respect compared to the appointment of members of NORMA Group AG's supervisory board.

(ii) Regarding the information and consultation of the employees

If the standard rules applied, the rules on information and consultation would be in accordance with sections 22 et seqq. of the German SE Employee Involvement Act. Pursuant to these provisions, an SE works council would have to be established. The SE works council's responsibility would be to ensure the information and consultation of the employees in NORMA Group SE. It would be responsible for all questions that concern the SE itself or any of its subsidiaries or establishments situated in another Member State, or which exceed the powers of the competent bodies in a single Member State. The SE works council would have to be informed and consulted once a year on the progress of the business of the SE and its prospects. In addition, it would have to be informed and consulted on exceptional circumstances. The SE works council, in turn, would have to inform the representatives of the employees or – where there are no employees' representatives – the employees of the SE and its subsidiaries and establishments of the content and outcome of the information and consultation procedures.

The costs incurred in connection with the establishment and work of the SE works council would have to be borne by NORMA Group SE.

The rules on the composition of the SE works council and the appointment of its members would be generally in accordance with the rules on the appointment of the SNB members, i.e. it would have to consist of representatives of the employees from the Member States in which NORMA Group employs employees, with the allocation of seats to be determined based on the number of employees in each Member State. If the SE works council would be established pursuant to section 22(1) no. 2 of the German SE

Employee Involvement Act because no agreement has been reached by the end of the negotiation period, the relevant date for determining the number of employees employed would be the end of the negotiation period, see section 23(1) sentence 4 of the German SE Employee Involvement Act. The procedure for appointing an individual member would be governed by the law of the Member State for which such member is to be appointed. In Germany, the relevant provisions of the German SE Employee Involvement Act would apply.

If the statutory standard rules applied, the management of the SE – here: the management board of NORMA Group SE – would have to review every two years during the existence of the SE whether changes in the SE, its subsidiaries and establishments, in particular in the employee figures, require a change in the composition of the SE works council. Four years after its establishment, the SE works council would have to resolve by a majority vote whether it should enter into negotiations regarding arrangements for the involvement of employees in the SE or whether the arrangements existing so far should continue to apply. If the SE works council resolves to enter into negotiations, the SE works council will replace the SNB for the purposes of such negotiations.

The SE works council would replace the European works council established at NORMA Group. The national bodies of employee representation, however, would remain unaffected by the establishment of an SE works council.

11.4.3 Costs for the negotiation procedure and the establishment of the SNB

The costs that have been and will be incurred in connection with the establishment and work of the SNB will be borne by NORMA Group AG or, after the conversion has become effective, by NORMA Group SE. The costs to be borne include the material and personal costs incurred in connection with the work of the SNB including the negotiations, in particular costs for rooms and material resources (e.g. telephone, fax, literature), interpreters and office staff in connection with the negotiations and the necessary travel and accommodation expenses for the members of the SNB.

12 Other effects of the conversion on the employees and their representatives

In addition, the conversion has the following effects on the employees and their representatives:

- 12.1 The rights and duties of NORMA Group's employees under their existing work and employment contracts shall continue to exist unchanged. This applies also in relation to the Company itself; section 613a of the German Civil Code (*Bürgerliches Gesetzbuch – BGB*) does not apply to the conversion because a transfer of undertaking (*Betriebsübergang*) will not occur due to the identity of the legal entities.
- 12.2 The shop agreements, collective bargaining agreements and other collective employment arrangements applicable to employees of NORMA Group shall continue to exist unchanged as provided for in such agreements.

- 12.3** The existing employee representation in the companies and establishments of NORMA Group shall not be affected by any changes resulting from the conversion. The existing bodies of employee representation shall be maintained. Only the European works council established at the European level shall not be maintained pursuant to section 47(1) Nr. 2 of the German SE Employee Involvement Act and be replaced by the SE works council (see also no. 11.4 above).
- 12.4** Apart from the foregoing, there is no action envisaged or planned in connection with the conversion that would have any impact on the situation of the employees.

13 Auditor

PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, shall be appointed as auditor and group auditor for the first financial year of NORMA Group SE.

Maintal, 4 April 2013

NORMA Group AG

The management board

Annex 1: Articles of Association of NORMA Group SE

Annex 1 to the Terms of Conversion

**SATZUNG DER
NORMA GROUP SE**

**ARTICLES OF ASSOCIATION OF
NORMA GROUP SE**

**I.
ALLGEMEINE BESTIMMUNGEN**

**I.
GENERAL PROVISIONS**

**§ 1
Firma, Sitz
und Dauer**

**§ 1
Name, Registered Office
and Duration**

- | | |
|---|--|
| <p>(1) Die Firma der Gesellschaft lautet NORMA Group SE.</p> <p>(2) Die Gesellschaft hat ihren Sitz in Maintal.</p> <p>(3) Die Gesellschaft ist auf unbestimmte Zeit errichtet.</p> | <p>(1) The name of the company is NORMA Group SE.</p> <p>(2) The registered office of the company is in Maintal.</p> <p>(3) The company is established for an indefinite period.</p> |
|---|--|

**§ 2
Gegenstand des Unternehmens**

**§ 2
Object of the Company**

- | | |
|--|--|
| <p>(1) Gegenstand der Gesellschaft ist (i) der Erwerb, das Halten, die Veräußerung und die Verwaltung von direkten oder indirekten Beteiligungen an anderen Gesellschaften oder Unternehmen, insbesondere aus dem Bereich der Entwicklung, der Herstellung und des Vertriebs von verbindungstechnischen Produkten und Lösungen, einschließlich der Ausübung der Tätigkeit einer Führungs- oder Funktionsholding im Wege der direkten oder indirekten unternehmerischen Steuerung, Geschäftsführung und Verwaltung dieser Gesellschaften und Unternehmen, insbesondere durch das entgeltliche Erbringen von administrativen, finanziellen, kaufmännischen und technischen Dienstleistungen an die jeweilige Beteiligungsgesellschaft sowie (ii) der Erwerb, das Halten und die Veräußerung von Darlehensforderungen und sonstigen Finanzanlagen.</p> <p>(2) Die Gesellschaft ist zur Durchführung aller Geschäftsaktivitäten berechtigt, die dem Geschäftsgegenstand mittelbar oder unmittelbar dienen oder nützlich sind. Der Gesellschaft ist es insbesondere gestattet, sich an anderen Gesellschaften zu beteiligen, andere Gesellschaften zu erwerben, zu veräußern und Tochtergesellschaften oder Zweigniederlassungen im In- und Ausland zu errichten. Die Gesellschaft kann ferner im Zusammenhang mit der Ausübung der Tätigkeit einer Führungs- oder Funktionsholding im Wege der</p> | <p>(1) The object of the company is (i) the acquisition, ownership, disposal and administration of direct and indirect interests in other companies or enterprises, in particular in the area of the development, manufacturing and distribution of engineered joining technologies and solutions, including but not limited to acting as a management holding company or operational holding company by way of direct or indirect corporate governance, management and administration of such companies and enterprises, in particular by way of rendering administrative, financial, commercial and technical services for the respective portfolio companies or affiliates against consideration, as well as (ii) the acquisition, ownership and disposal of debt receivables and other financial assets.</p> <p>(2) The company may engage in all business activities which serve, directly or indirectly, the object of the company. The company is in particular allowed to invest in, acquire interests in and dispose of other companies, and to establish domestic and foreign branch offices and subsidiaries. The company may furthermore enter into agreements with its affiliates and third parties against consideration in the context of acting as management holding company or operational holding company by way of direct or indirect corpo-</p> |
|--|--|

direkten oder indirekten unternehmerischen Steuerung, Geschäftsführung und Verwaltung ihrer Beteiligungsgesellschaften mit diesen Gesellschaften oder Dritten entgeltliche Verträge jeder Art abschließen.

rate governance, management and administration of its affiliates.

§ 3

Bekanntmachungen und Informationsübermittlung

- (1) Die Bekanntmachungen der Gesellschaft erfolgen im Bundesanzeiger.
- (2) Die Gesellschaft ist berechtigt, Aktionären unter den dafür gesetzlich vorgesehenen Bedingungen Informationen im Wege der Datenfernübertragung zu übermitteln.

§ 3

Notices and Transmission of Information

- (1) Announcements of the company shall be published in the German Federal Gazette (*Bundesanzeiger*).
- (2) Subject to the conditions prescribed by the law, the company may electronically transmit information to its shareholders.

II.

GRUNDKAPITAL UND AKTIEN

II.

REGISTERED SHARE CAPITAL AND SHARES

§ 4

Höhe und Einteilung des Grundkapitals

- (1) Das Grundkapital der Gesellschaft beträgt EUR 31.862.400 (in Worten: einunddreißig Millionen achthundertzweiundsechzigtausend vierhundert Euro).

Das ursprüngliche Grundkapital in Höhe von EUR 25.010.000 (in Worten: fünfundzwanzig Millionen und zehntausend Euro) wurde durch Formwechsel der im Handelsregister des Amtsgerichts Hanau unter HRB 91849 eingetragenen Norma Group GmbH mit dem Sitz in Maintal erbracht.

Das Grundkapital der NORMA Group SE in Höhe von EUR 31.862.400 (in Worten: einunddreißig Millionen achthundertzweiundsechzigtausend vierhundert Euro) wurde durch den Formwechsel der im Handelsregister des Amtsgerichts Hanau unter HRB 93582 eingetragenen NORMA Group AG mit dem Sitz in Maintal erbracht.

- (2) Es ist eingeteilt in 31.862.400 (in Worten: einunddreißig Millionen achthundertzweiundsechzigtausend vierhundert) auf den Namen lautende nennwertlose Stückaktien.

§ 4

Amount and Division of Registered Share Capital

- (1) The company's share capital amounts to EUR 31,862,400 (in words: Euro thirty one million eight hundred sixty two thousand four hundred).

The initial share capital in the amount of EUR 25,010,000 (in words: twenty five million ten thousand Euro) was contributed by conversion of Norma Group GmbH, registered with the commercial register (*Handelsregister*) of the local court in Hanau under HRB 91849 with its registered office in Maintal.

The share capital of NORMA Group SE in the amount of EUR 31,862,400 (in words: Euro thirty one million eight hundred sixty two thousand four hundred) was contributed by conversion of NORMA Group AG, registered with the commercial register (*Handelsregister*) of the local in Hanau under HRB 93582 with its registered office in Maintal.

- (2) It is divided into 31,862,400 (in words: thirty one million eight hundred sixty two thousand four hundred) no par value registered shares.

**§ 5
Genehmigtes Kapital**

- (1) Der Vorstand ist ermächtigt, mit Zustimmung des Aufsichtsrats das Grundkapital der Gesellschaft in der Zeit bis zum 5. April 2016 einmalig oder mehrmals um insgesamt bis zu EUR 15.931.200 (in Worten: fünfzehn Millionen neunhunderteinunddreißigtausend zweihundert Euro) durch Ausgabe von bis zu 15.931.200 (in Worten: fünfzehn Millionen neunhunderteinunddreißigtausend zweihundert) neuen auf den Namen lautenden Stammaktien gegen Bareinlagen oder Sacheinlagen zu erhöhen, jedoch höchstens bis zu dem Betrag und der Anzahl von Aktien, in dessen bzw. deren Höhe im Zeitpunkt des Wirksamwerdens des Formwechsels der NORMA Group AG in eine Europäische Gesellschaft (SE) gemäß Umwandlungsplan vom 4. April 2013 das genehmigte Kapital gemäß § 5 Abs. 1 der Satzung der NORMA Group AG noch vorhanden ist (*Genehmigtes Kapital 2011/II*).
- (2) Den Aktionären ist grundsätzlich ein Bezugsrecht einzuräumen. Das gesetzliche Bezugsrecht kann auch in der Weise gewährt werden, indem die neuen Aktien von einem Kreditinstitut oder einem nach § 53 Abs. 1 Satz 1 oder nach § 53b Abs. 1 Satz 1 oder Abs. 7 des Gesetzes über das Kreditwesen tätigen Unternehmen mit der Verpflichtung übernommen werden, sie den Aktionären mittelbar im Sinne von § 186 Abs. 5 AktG zum Bezug anzubieten.

Der Vorstand ist jedoch ermächtigt, das gesetzliche Bezugsrecht der Aktionäre mit Zustimmung des Aufsichtsrats für eine oder mehrere Kapitalerhöhungen im Rahmen des Genehmigten Kapitals auszuschließen,

- (i) um Spitzenbeträge, die sich aufgrund des Bezugsverhältnisses ergeben, vom Bezugsrecht der Aktionäre auszunehmen;
- (ii) bei Sachkapitalerhöhungen, insbesondere – aber ohne Beschränkung hierauf – zum Erwerb von Unternehmen, Unternehmensteilen oder Beteiligungen an Unternehmen;
- (iii) wenn die Kapitalerhöhung gegen Bareinlagen

**§ 5
Authorized Capital**

- (1) In the period ending on 5 April 2016 the management board is authorised, subject to the consent of the supervisory board, to increase the company's registered share capital in one or more tranches by up to EUR 15,931,200 (in words: fifteen million nine hundred thirty one thousand two hundred Euro) in aggregate by issuing up to 15,931,200 (in words: fifteen million nine hundred thirty one thousand two hundred) new no par value registered shares against cash contribution or contributions in kind, however, only up to the maximum amount and the number of shares in which amount the authorised Capital pursuant to section 5 para. (1) of the Articles of Association of NORMA Group AG still exists at the point in time the conversion of NORMA Group AG into a European Company (SE) pursuant to the Terms of Conversion of 4 April 2013 becomes effective (*Authorised Capital 2011/II*).
- (2) In principle, shareholders are to be granted a subscription right for new shares. The statutory subscription right may also be offered in such a way that the new shares are taken over by a bank or by a financial institution acting pursuant to Section 53 para. 1 sentence 1 or Section 53b para. 1 sentence 1 or para. 7 of the German Banking Code (*Gesetz über das Kreditwesen*) with the obligation to offer them indirectly to the shareholders for subscription within the meaning of Section 186 para. 5 of the German Stock Corporation Code (*Aktiengesetz*; AktG).

However, the management board is authorised, subject to the consent of the supervisory board, to exclude the statutory subscription right in relation to one or more increases of the share capital within the scope of the Authorised Capital,

- (i) to exclude fractional amounts resulting from the subscription ratio from the statutory subscription right of the shareholders;
- (ii) in the case of increases of the share capital against contributions in kind in particular – but without limitation – to acquire companies, divisions of companies or interests in companies;
- (iii) in the case that the increase of the share capi-

erfolgt und der Ausgabepreis der neuen Aktien den Börsenkurs der bereits an der Börse gehandelten Aktien gleicher Gattung und Ausstattung im Zeitpunkt der endgültigen Festlegung des Ausgabebetragtes nicht wesentlich im Sinne der §§ 203 Abs. 1 und 2, 186 Abs. 3 Satz 4 AktG unterschreitet und der auf die nach dieser Ziffer (iii) unter Ausschluss des Bezugsrechts gemäß § 186 Abs. 3 Satz 4 AktG ausgegebenen neuen Aktien entfallende anteilige Betrag des Grundkapitals insgesamt 10 % des Grundkapitals nicht überschreitet, und zwar weder des im Zeitpunkt des Wirksamwerdens noch des im Zeitpunkt der Ausübung dieser Ermächtigung vorhandenen Grundkapitals. Auf diese Zahl sind Aktien anzurechnen, die zur Bedienung von während der Laufzeit dieses Genehmigten Kapitals ausgegebenen Options- oder Wandelschuldverschreibungen oder Genussrechten mit Wandlungs- oder Optionsrecht, die in entsprechender Anwendung des § 186 Abs. 3 Satz 4 AktG unter Ausschluss des Bezugsrechts ausgegeben wurden, ausgegeben werden oder auszugeben sind. Auf die Höchstgrenze von 10 % des Grundkapitals sind ferner diejenigen neuen oder eigenen Aktien der Gesellschaft anzurechnen, die während der Laufzeit dieses Genehmigten Kapitals auf anderer Grundlage unter Ausschluss des Bezugsrechts der Aktionäre gemäß § 186 Abs. 3 Satz 4 AktG ausgegeben oder veräußert werden; oder

tal is against contribution in cash and provided that the issue price of the new shares is not substantially lower (within the meaning of Sections 203 para. 1 and 2, 186 para. 3 sentence 4 AktG) than the stock exchange price for shares in the company of the same class and having the same conditions already listed at the time of the final determination of the issue price and provided that the amount of the share capital represented by the shares issued pursuant to this lit (iii) under the exclusion of the statutory subscription right as set forth in Section 186 para. 3 sentence 4 AktG does not exceed 10% of the share capital at the time of this authorisation coming into effect or being exercised. Such amount of the share capital shall include shares, which have been or are to be issued during the term of this Authorised Capital to fulfil conversion or option rights granted in connection with convertible bonds or warrants or profit-sharing certificates with conversion or option rights to the extent that such bonds are issued or to be issued under the exclusion of the statutory subscription right by applying Section 186 para. 3 sentence 4 AktG *mutatis mutandis*. The said threshold of 10% shall also include new or treasury shares of the company, which are issued or transferred during the term of this Authorised Capital on another legal basis while excluding the subscription right pursuant to Section 186 para. 3 sentence 4 AktG; or

- (iv) um Verpflichtungen der Gesellschaft aus Wandel- oder Optionsschuldverschreibungen bzw. Genussrechten oder Gewinnschuldverschreibungen (bzw. Kombinationen dieser Instrumente), die von der Gesellschaft oder von ihr abhängigen oder im Mehrheitsbesitz der Gesellschaft stehenden Unternehmen begeben worden sind und die ein Wandlungs- oder Optionsrecht gewähren oder eine Wandlungspflicht bestimmen, zu erfüllen.
- (3) Über den weiteren Inhalt der Aktienrechte und die Bedingungen der Aktienausgabe entscheidet der Vorstand mit Zustimmung des Aufsichtsrates.
- (4) Der Aufsichtsrat ist ermächtigt, die Fassung der Satzung der Gesellschaft nach Durchführung der Kapitalerhöhungen oder nach Ablauf der Ermächtigungsfrist ohne Ausnutzung des Genehmigten Kapitals zu ändern.
- (iv) to fulfil obligations of the company from convertible or option bonds or warrants or profit-sharing certificates with conversion or option rights (or combinations of these instruments), which have been issued by the company or by majority-owned subsidiaries of the company and which provide for a conversion or option right or an obligation to convert.
- (3) The management board determines, subject to the consent of the supervisory board, the further details regarding the rights attached to the shares and the conditions of the share issue.
- (4) The supervisory board is authorised to amend the wording of the articles of association of the company following the increase of the share capital or following the expiry of the period, for which the authorisation has been granted and in which the authorisation

has not been employed.

**§ 6
Bedingtes Kapital**

- (1) Das Grundkapital der Gesellschaft ist um bis zu EUR 12.505.000 (in Worten: zwölf Millionen fünfhundertundfünftausend Euro) durch Ausgabe von bis zu 12.505.000 (in Worten: zwölf Millionen fünfhundertundfünftausend) neuen auf den Namen lautenden nennwertlosen Stückaktien mit Gewinnanteilberechtigung ab Beginn des Geschäftsjahres ihrer Ausgabe bedingt erhöht (**Bedingtes Kapital 2011**). Diese bedingte Kapitalerhöhung gilt jedoch höchstens bis zu dem Betrag und der Anzahl von Aktien, in dessen bzw. deren Höhe im Zeitpunkt des Wirksamwerdens der Umwandlung der NORMA Group AG in eine Europäische Gesellschaft (SE) gemäß Umwandlungsplan vom 4. April 2013 die bedingte Kapitalerhöhung noch nicht durchgeführt ist.
- (2) Die bedingte Kapitalerhöhung dient der Gewährung von Aktien an die Inhaber oder Gläubiger von Options- oder Wandelschuldverschreibungen sowie Genussrechten mit Options- oder Wandlungsrecht, die gemäß der Ermächtigung der Hauptversammlung vom 6. April 2011 bis zum Ablauf des 5. April 2016 von der Gesellschaft, von ihr abhängigen oder von im Mehrheitsbesitz der Gesellschaft stehenden Unternehmen ausgegeben werden. Sie wird nur insoweit durchgeführt, wie von Options- oder Wandlungsrechten aus den vorgenannten Options- und Wandelschuldverschreibungen bzw. Genussrechten mit Options- oder Wandlungsrechten Gebrauch gemacht wird oder Wandlungspflichten aus solchen Schuldverschreibungen erfüllt werden und soweit nicht eigene Aktien oder neue Aktien aus dem genehmigten Kapital zur Bedienung eingesetzt werden.
- (3) Der Vorstand ist ermächtigt, die weiteren Einzelheiten der Durchführung der bedingten Kapitalerhöhung festzusetzen.

**§ 7
Namensaktien, Aktienurkunden**

- (1) Die Aktien werden als Namensaktien ausgegeben.
- (2) Die Form und den Inhalt von Aktienurkunden, etwaigen Gewinnanteils- und Erneue-

**§ 6
Conditional Capital**

- (1) The company's share capital has been conditionally increased by up to EUR 12,505,000 (in words: twelve million five hundred and five thousand Euro) through the issuance of up to 12,505,000 (in words: twelve million five hundred and five thousand) new no par value registered shares with profit participation rights from the beginning of the business year in which they were issued (**Conditional Capital 2011**). However, this conditional capital increase only applies up to the maximum amount and the maximum number of shares in which amount the conditional capital increase has not yet been executed at the point in time the conversion of NORMA Group AG into a European Company (SE) pursuant to the Terms of Conversion of 4 April 2013 becomes effective.
- (2) The conditional capital increase serves to issue shares to the holders or creditors of convertible or warrant-linked bonds as well as profit participation rights with option or conversion rights which may be issued until the end of 5 April 2016, based on the authorisation approved by the extraordinary general shareholders' meeting of 6 April 2011, by the company or companies which are controlled by it or in which the company holds a majority holding. The conditional capital increase may only be implemented to the extent that option or conversion rights under bonds or warrants have been exercised or conversion obligations under such warrants or bonds have to be fulfilled and to the extent that neither treasury shares nor new shares from the authorised capital are being used to fulfil such claims.
- (3) The management board is authorised to set forth the additional details of the implementation of the conditional capital increase.

**§ 7
Registered Shares, Share Certificates**

- (1) Shares are issued as registered shares.
- (2) The management board shall determine the form and content of share certificates and

nungsscheinen setzt der Vorstand mit Zustimmung des Aufsichtsrats fest. Die Aktienurkunden werden durch den Vorstand allein unterzeichnet. Das Gleiche gilt für Schuldverschreibungen oder Zinsscheine.

any dividend warrants and renewal coupons with the consent of the supervisory board. The share certificates shall solely be signed by the management board. The same applies to bonds and interest coupons.

- (3) Ein Anspruch der Aktionäre auf Verbriefung ihrer Anteile ist ausgeschlossen, soweit dies gesetzlich zulässig und nicht eine Verbriefung nach den Regeln einer Börse erforderlich ist, an der die Aktie zum Handel zugelassen ist. Die Gesellschaft ist berechtigt, Aktienurkunden auszustellen, die einzelne Aktien (Einzelaktien) oder mehrere Aktien (Sammelaktien) verkörpern.

- (3) Any rights of the shareholders to the securitization of their shares is excluded to the extent permitted by law and that the securitization is not required under the rules of any stock exchange on which the shares are admitted to trading. The company is entitled to issue share certificates representing individual shares (single shares) or several shares (global shares).

III. ORGANISATIONSVERFASSUNG

§ 8 Organisationsverfassung, Organe

- (1) Die Organisationsverfassung der Gesellschaft folgt dem dualistischen System.
- (2) Die Organe der Gesellschaft sind das Leitungsorgan (der „Vorstand“), das Aufsichtsorgan (der „Aufsichtsrat“) und die Hauptversammlung.

IV. DER VORSTAND

§ 9 Zusammensetzung, zustimmungsbedürftige Geschäfte, Geschäftsordnung und Amtszeit

- (1) Der Vorstand besteht aus einem oder mehreren Mitgliedern. Der Aufsichtsrat bestimmt die konkrete Zahl der Mitglieder des Vorstands. Er kann einen Vorsitzenden des Vorstands sowie einen stellvertretenden Vorsitzenden oder einen Vorstandssprecher sowie einen stellvertretenden Vorstandssprecher ernennen.
- (2) Die Beschlüsse des Vorstands werden, soweit die Satzung oder zwingende gesetzliche Regelungen nicht etwas anderes vorsehen, mit einfacher Mehrheit der abgegebenen Stimmen gefasst. Bei Stimmengleichheit entscheidet die Stimme des Vorsitzenden des Vorstands. Falls kein Vorsitzender ernannt ist oder der Vorsitzende sich nicht an der Abstimmung beteiligt, gilt bei Stimmengleich-

III. ORGANISATION

§ 8 Constitution of Organisation, Corporate Bodies

- (1) The constitution of organisation of the company follows the two-tier system.
- (2) Corporate bodies of the company are the management organ (“management board”), the supervisory organ (“supervisory board”) and the general meeting.

IV. THE MANAGEMENT BOARD

§ 9 Composition, Transactions which require Consent of the supervisory board, Rules of Procedure and Term of Office

- (1) The management board consists of one or more persons. The supervisory board shall determine the specific number of members of the management board. It may appoint a chairman and a deputy chairman of the management board or a spokesman and a deputy spokesman of the management board.
- (2) Unless otherwise provided for by the articles of association or mandatory laws, the management board shall pass resolutions by a simple majority of votes cast. In the event of a tie of votes, the chairman of the management board shall have a casting vote. If no chairman is appointed or the chairman does not participate in the vote, a proposal for a resolution is deemed to be rejected in case of

- heit ein Antrag als abgelehnt.
- (3) Folgende Geschäfte darf der Vorstand nur mit Zustimmung des Aufsichtsrats vornehmen:
- (a) maßgebliche Änderungen der Geschäftsstrategie der Gesellschaft oder des Konzerns;
- (b) (i) der Erwerb und die Veräußerung von Grundstücken,
- (ii) der Erwerb oder die Veräußerung von Anteilen an Gesellschaften, oder
- (iii) der Erwerb, Verkauf, die Neubegründung, Ausweitung, Reduzierung oder Beendigung von Geschäftsaktivitäten, einschließlich materieller wie immaterieller Rechte und Joint Ventures,
- sofern der jeweilige Preis oder Wert EUR 1.000.000 im Einzelfall übersteigt; oder
- (c) der Abschluss oder die Änderung von Vereinbarungen im Zusammenhang mit der Kreditvergabe, Kreditaufnahme, Übernahme von Garantien, Abgabe von Bürgschaftserklärungen oder mit Rechtsgeschäften, durch die ähnliche Verbindlichkeiten begründet werden, deren Höhe im Einzelfall EUR 1.000.000 übersteigt.
- Die Zustimmungserfordernisse gemäß vorstehenden Buchstaben (b) und (c) gelten nicht, wenn es sich bei allen Parteien des jeweiligen Geschäfts um die Gesellschaft selbst und/oder um Gesellschaften handelt, an denen die Gesellschaft unmittelbar oder mittelbar zu mehr als 50% beteiligt ist.
- Der Aufsichtsrat erlässt für den Vorstand eine Geschäftsordnung, in der er insbesondere auch weitere Geschäfte festlegen kann, zu deren Vornahme die Zustimmung des Aufsichtsrats erforderlich ist.
- (4) Die Mitglieder des Vorstands werden für eine Amtszeit von höchstens fünf Jahren bestellt. Die ein- oder mehrmalige Wiederbestellung eines Mitglieds ist zulässig.
- a tie of votes.
- (3) The management board requires the consent of the supervisory board for the following transactions:
- (a) any material change to the business strategy of the company or the group;
- (b) (i) the purchase or sale of real estate,
- (ii) the purchase or sale of shares in legal entities, or
- (iii) the purchase, sale, creation, extension, reduction or termination of business activities, including tangible or intangible assets and Joint Ventures,
- if the relevant price or value, in each case, exceeds EUR 1,000,000; or
- (c) the conclusion or amendment of an agreement for or relating to borrowing, lending, underwriting guarantees or surety ships or assuming similar liabilities of an amount exceeding EUR 1,000,000 in each case.
- The consent requirements pursuant to lit. (b) and (c) above shall not apply if all parties to the respective transaction are the Company itself and/or companies in which the Company directly or indirectly holds more than 50% of the shares.
- The supervisory board shall pass rules of procedure for the management board, that may, in particular, set forth further transactions which require the consent of the supervisory board.
- (4) Members of the management board shall be appointed for a maximum term of office of five years. A member may be re-appointed once or several times.

§ 10

Vertretung der Gesellschaft

- (1) Die Gesellschaft wird gemeinsam durch zwei Vorstandsmitglieder oder durch ein Vor-

§ 10

Representation of the Company

- (1) The company is jointly represented by two members of the management board or by one

standsmitglied zusammen mit einem Prokuristen vertreten. Hat die Gesellschaft nur einen Vorstand, so ist dieser alleinvertretungsberechtigt. § 112 AktG bleibt unberührt.

member of the management board together with an authorised signatory (*Prokurist*). In case the management board consists of only one person, this person represents the company alone. Section 112 AktG shall remain unaffected.

- (2) Der Aufsichtsrat kann bestimmen, dass einzelne oder alle Vorstandsmitglieder einzelvertretungsbefugt sind. Der Aufsichtsrat kann einzelne oder alle Vorstandsmitglieder und zur gesetzlichen Vertretung gemeinsam mit einem Vorstandsmitglied berechnete Prokuristen generell oder für den Einzelfall Befreiung von der Beschränkung des § 181 Alt. 2 BGB erteilen.

- (2) The supervisory board may determine that certain or all members of the management board have sole power of attorney. The supervisory board may generally or in individual cases exempt certain or all members of the management board as well as authorized signatories who are authorised in conjunction with one member of the management board, from the restrictions of Section 181, 2nd Case of the German Civil Code (*Bürgerliches Gesetzbuch; BGB*).

**V.
DER AUFSICHTSRAT**

**V.
THE SUPERVISORY BOARD**

**§ 11
Zusammensetzung, Amtsdauer
und Amtsniederlegung**

**§ 11
Composition, Term of Office,
Resignation from Office**

- (1) Der Aufsichtsrat besteht aus sechs Mitgliedern.
- (2) Die Wahl der Mitglieder des Aufsichtsrats erfolgt für die Zeit bis zur Beendigung der Hauptversammlung, die über die Entlastung für das vierte Geschäftsjahr nach dem Beginn der Amtszeit beschließt, wobei das Geschäftsjahr, in dem die Amtszeit beginnt, nicht mitgerechnet wird, längstens jedoch für sechs Jahre. Die Hauptversammlung kann, soweit rechtlich zulässig, eine kürzere Amtszeit bestimmen. Eine ein- oder mehrmalige Wiederwahl ist möglich.
- (3) Abweichend von Absatz (1) und Absatz (2) werden folgende Personen zu Mitgliedern des ersten Aufsichtsrats der NORMA Group SE bestellt:
- Dr. Stefan Wolf, Leinfelden-Echterdingen, Vorstandsvorsitzender (CEO) der ElringKlinger AG;
 - Lars M. Berg, Valldemossa (Spanien), selbständiger Berater, Mitglied des Aufsichtsrats in vier weiteren Gesellschaften aus der Telekommunikations-, Medien- und Finanz-

- (1) The supervisory board consists of six members.
- (2) The election of the supervisory board members is made for the period until the end of the general shareholders' meeting, which decides on the approval of the management's business actions for the fourth financial year after the commencement of the term of office, whereby the financial year in which the term of office commences is not included in this calculation. In any case, the term of office shall be no longer than six years. A shorter term of office can, to the extent legally permitted, be specified in the general shareholders' meeting. Members may be re-elected once or several times.
- (3) Notwithstanding paragraph (1) and paragraph (2), the following persons are appointed as members of the first supervisory board of NORMA Group SE:
- Dr. Stefan Wolf, Leinfelden-Echterdingen, chairman of the management board (Chief Executive Officer (CEO)) of ElringKlinger AG;
 - Lars M. Berg, Valldemossa (Spain), independent consultant, member of the supervisory board of four other companies active in telecommunication, media and finance busi-

branche, ehemals Leiter Telekommunikation im Vorstand der Mannesmann AG (bis 2000);

- Günter Hauptmann, PhD, Bad Endorf, selbständiger Berater, ehemals Vorstandsmitglied der Siemens VDO AG (bis 2006);

- Knut J. Michelberger, Kronberg, Finanzvorstand (CFO) der Dematic Group und selbständiger Berater;

- Dr. Christoph Schug, Mönchengladbach, Unternehmer und Mitglied der Aufsichtsräte der Tom Tailor AG und der Baden-Baden-Cosmetics Group AG sowie des Verwaltungsrats der AMEOS Gruppe AG (Zürich, Schweiz), früher langjährig tätig als Finanzvorstand (CFO) und Vorstandsvorsitzender (CEO), zuletzt Finanzvorstand der HT Troplast AG sowie Geschäftsführer der profine GmbH (bis 2008) und Vorstandssprecher der Ad Capital AG (bis 2002);

- Erika Schulte, Hanau, Geschäftsführerin der Hanau Wirtschaftsförderung GmbH, der Brüder-Grimm-Berufsakademie Hanau GmbH und der Technologie- und Gründerzentrum Hanau GmbH.

Die Bestellung der vorgenannten Aufsichtsratsmitglieder erfolgt jeweils mit Wirkung ab der Eintragung der NORMA Group SE in das Handelsregister des Amtsgerichts Hanau und endet mit der Beendigung der Hauptversammlung, die über die Entlastung des Aufsichtsrats für das vierte Geschäftsjahr nach Beginn der Amtszeit beschließt (wobei das Geschäftsjahr des Beginns der Amtszeit nicht mitgerechnet wird), spätestens jedoch sechs Jahre nach Amtsbeginn.

(4) Soweit rechtlich zulässig, kann die Hauptversammlung für die von ihr zu wählenden Aufsichtsratsmitglieder Ersatzmitglieder bestellen, die nach näherer Bestimmung durch die Hauptversammlung Mitglieder des Aufsichtsrats werden, wenn Aufsichtsratsmitglieder vorzeitig aus dem Aufsichtsrat ausscheiden. Das Aufsichtsratsamt des Ersatzmitglieds er-

ness, former member of the management board of Mannesmann AG responsible for the telecommunication department (until 2000);

- Günter Hauptmann, PhD, Bad Endorf, independent consultant, former member of the management board of Siemens VDO AG (until 2006);

- Knut J. Michelberger, Kronberg, member of the management board of Dematic Group responsible for the finance department (Chief Financial Officer (CFO)) and independent consultant;

- Dr. Christoph Schug, Mönchengladbach, entrepreneur and member of the supervisory boards of Tom Tailor AG and Baden-Baden-Cosmetics Group AG as well as of the administrative board of AMEOS Gruppe AG (Zürich, Switzerland), formerly active for many years as board member responsible for the finance department (Chief Financial Officer (CFO)) and chairman of the board (Chief Executive Officer (CEO)), lastly member of the management board of HT Troplast AG responsible for the finance department as well as managing director of profine GmbH (until 2008) and spokesman of the management board of Ad Capital AG (until 2002);

- Erika Schulte, Hanau, managing director of Hanau Wirtschaftsförderung GmbH, of Brüder-Grimm-Berufsakademie Hanau GmbH and of Technologie- und Gründerzentrum Hanau GmbH.

The appointment of the aforementioned members of the supervisory board shall take effect upon registration of NORMA Group SE in the commercial register of the local court of Hanau. The appointment shall terminate upon the end of the general meeting which decides on the approval of the actions of the supervisory board for the fourth financial year after the commencement of the term of office (whereby the financial year in which the term of office commences shall not be included in this calculation), but at the latest six years after the term of office has commenced.

(4) To the extent legally permitted, the general shareholders' meeting may appoint replacement members for the supervisory board members to be elected, who become members of the supervisory board pursuant to further provisions made by the general shareholders' meeting, if members of the supervisory board leave office prematurely. If a re-

lischt in diesem Fall mit Beendigung der nächsten Hauptversammlung, die nach seinem Amtsantritt stattfindet, sofern auf dieser Hauptversammlung eine Ersatzwahl vorgenommen wird. Wird auf der Hauptversammlung keine Ersatzwahl vorgenommen, so verlängert sich die Amtszeit des Ersatzmitglieds bis zum Ende der Amtszeit des vorzeitig ausgeschiedenen Aufsichtsratsmitglieds. Ersatzwahlen erfolgen für den Rest der Amtszeit des ausgeschiedenen Mitglieds.

placement member replaces a member who has left, then his term of office shall expire at the end of the next general shareholders' meeting taking place after his appointment to office if a replacement election takes place during this general shareholders' meeting. If no replacement member is appointed during the general shareholders' meeting, the office of the replacement member shall extend until the end of the full term of office of the supervisory board member who left office prematurely. The election of replacement members shall take place for the remainder of the term of office of the member who has left.

- (5) Jedes Aufsichtsratsmitglied oder Ersatzmitglied kann sein Amt auch ohne wichtigen Grund durch Erklärung in Textform gegenüber der Gesellschaft, vertreten durch den Vorsitzenden des Aufsichtsrats – oder im Falle einer Amtsniederlegung durch den Vorsitzenden, vertreten durch seinen Stellvertreter – unter Einhaltung einer Frist von einem Monat niederlegen. Der nach Satz 1 Empfangsberechtigte kann einer Verkürzung der Frist oder einem Verzicht auf die Wahrung der Frist zustimmen. Das Recht zur Amtsniederlegung aus wichtigem Grund bleibt hiervon unberührt.
- (5) Supervisory board members or replacement members may resign from the supervisory board even without good cause, by giving written notification to the Company, represented by the chairman of the supervisory board or, in case the chairman resigns, his deputy, with a notice period of one month. The person entitled to receive the notice pursuant to sentence 1 may approve to a shorter notice period or waive the adherence of the notice period. The right to resign from office for good cause shall remain unaffected.

§ 12

Vorsitzender und Stellvertreter

- (1) Der Aufsichtsrat wählt im Anschluss an die ordentliche Hauptversammlung, mit deren Beendigung die Amtszeit der von der Hauptversammlung gewählten Mitglieder beginnt, in einer Sitzung, zu der es einer besonderen Einladung nicht bedarf, aus seiner Mitte für die Dauer ihrer jeweiligen Amtszeit einen Vorsitzenden und einen stellvertretenden Vorsitzenden.
- (2) Scheidet der Vorsitzende oder sein Stellvertreter vorzeitig aus dem Amt aus, so hat der Aufsichtsrat unverzüglich eine Neuwahl für die restliche Amtszeit des Ausgeschiedenen vorzunehmen.
- (3) Sind der Vorsitzende und sein Stellvertreter an der Wahrnehmung ihrer Aufgaben verhindert oder sind kein Vorsitzender und kein stellvertretender Vorsitzender ernannt, so sind die Aufgaben des Vorsitzenden für die Dauer der Verhinderung bzw. bis zur Ernennung eines Vorsitzenden oder stellvertretenden Vorsitzenden von dem an Lebensjahren

§ 12

Chairman and Deputy Chairman

- (1) Subsequent to the general shareholders' meeting at which the office of the members elected during the general shareholders' meeting expires, a supervisory board meeting shall take place which does not have to be specially convened, in which the supervisory board elects a chairman and a deputy chairman from its midst for the duration of the relevant period of office.
- (2) In the event that the chairman or the deputy chairman leaves office prematurely, the supervisory board shall re-elect a new chairman or deputy chairman without delay for the remaining period of office of the chairman or deputy chairman who has left office.
- (3) In the event that the chairman or the deputy chairman are unable to carry out their responsibilities or no chairman and no deputy chairman have been elected, the oldest member of the supervisory board shall take on the responsibilities of the chairman of the supervisory board for the duration that they are prevented from doing so or until a

ältesten Aufsichtsratsmitglied zu übernehmen. Der Stichtscheid des Vorsitzenden steht diesem Mitglied jedoch nicht zu.

chairman or a deputy chairman have been elected. This member shall, however, not have the casting vote of the chairman.

§ 13

Einberufung und Beschlussfassung

- (1) Der Vorsitzende des Aufsichtsrats oder, im Falle seiner Verhinderung, sein Stellvertreter berufen die Sitzungen des Aufsichtsrats ein und bestimmen den Tagungsort. Die Einladung erfolgt in Textform (z.B. per Brief, Telefax oder E-Mail) an die dem Vorstand zuletzt bekannt gegebene Anschrift. In dringenden Fällen kann der Vorsitzende auch fernmündlich einladen.
- (2) Die Einladung soll unter Einhaltung einer Frist von 14 Tagen erfolgen und die einzelnen Punkte der Tagesordnung angeben. In dringenden Fällen kann die Einberufungsfrist abgekürzt werden. Die Arbeitsunterlagen sollen den Aufsichtsratsmitgliedern rechtzeitig, nach Möglichkeit zusammen mit der Einladung zur Sitzung, zugesandt werden. Für die Berechnung der vorstehend angegebenen Frist ist jeweils die Absendung der Einladung maßgebend.
- (3) Der Aufsichtsrat ist beschlussfähig, wenn mindestens drei Mitglieder an der Beschlussfassung teilnehmen. Ein Mitglied nimmt auch dann an der Beschlussfassung teil, wenn es sich in der Abstimmung der Stimme enthält.
- (4) Beschlüsse des Aufsichtsrats werden, soweit das Gesetz nicht zwingend etwas anderes bestimmt, mit einfacher Mehrheit der abgegebenen Stimmen gefasst. Bei Stimmengleichheit entscheidet die Stimme des Vorsitzenden des Aufsichtsrats (Stichtscheid); das gilt auch bei Wahlen. Dem Stellvertreter des Aufsichtsratsvorsitzenden steht der Stichtscheid nicht zu. Falls kein Vorsitzender ernannt ist oder der Vorsitzende sich nicht an der Abstimmung beteiligt, gilt bei Stimmengleichheit ein Antrag als abgelehnt.
- (5) Die Beschlüsse des Aufsichtsrats werden regelmäßig in Sitzungen gefasst. Beschlussfassungen außerhalb von Sitzungen können auch mündlich, fernmündlich, schriftlich, per Telefax, per E-Mail oder mittels sonstiger gebräuchlicher Kommunikationsmittel, insbesondere per Videokonferenz, erfolgen, wenn alle Aufsichtsratsmitglieder an der Beschlussfassung teilnehmen oder wenn der Vorsitzende des Aufsichtsrats diese Art der

§ 13

Convocation and Voting

- (1) The chairman of the supervisory board or, in the event that he is unavailable, his deputy, shall convene the meetings of the supervisory board and shall determine the venue of such meeting. The invitation to the meeting shall be made in writing (e.g. by letter, fax or e-mail) to the last address given to the management board. In urgent cases, the Chairman may convene the meeting by telephone.
- (2) The invitation should be made with a notice period of 14 days and should stipulate the items of the agenda. In urgent cases the notice period can be reduced. The working documents should be sent to the members of the supervisory board in due time, if possible together with the invitation to the meeting. The date on the invitation is authoritative for the calculation of the aforesaid notice period.
- (3) The supervisory board has a quorum if at least three members participate in the passing of resolutions. A member also participates in the passing of resolutions if he withholds his vote.
- (4) Resolutions of the supervisory board are passed with a simple majority of the votes cast unless there is a contrary mandatory provision by statute. In case of a tie vote, the chairman of the supervisory board shall have the decisive vote (casting vote); this also applies during elections. The deputy of the chairman shall not have a casting vote. In the event that no chairman is appointed or the chairman does not participate in the voting, an application is considered rejected in the event of a tie vote.
- (5) The resolutions of the supervisory board are made regularly during meetings. Resolutions outside of meetings can also be made orally, by telephone, in writing, by fax, by e-mail or by other usual means of communication, in particular via video conferencing, if all members of the supervisory board participate in the resolution or if the chairman of the supervisory board decides upon this type of voting and no member of the supervisory

Abstimmung anordnet und kein Mitglied des Aufsichtsrats dieser Art der Abstimmung innerhalb einer vom Vorsitzenden zu bestimmenden, angemessenen Frist widerspricht.

board objects to this type of voting within the reasonable notice period determined by the chairman.

- | | |
|---|---|
| <p>(6) Abwesende Mitglieder des Aufsichtsrats können an Beschlussfassungen des Aufsichtsrats dadurch teilnehmen, dass sie durch andere Aufsichtsratsmitglieder schriftliche Stimmabgaben überreichen lassen. Darüber hinaus können sie ihre Stimme während der Sitzung oder nachträglich innerhalb einer vom Vorsitzenden des Aufsichtsrats zu bestimmenden angemessenen Frist fernmündlich, per Telefax, per E-Mail oder mittels sonstiger gebräuchlicher Telekommunikationsmittel, insbesondere per Videozuschaltung, abgeben, sofern kein anwesendes Mitglied des Aufsichtsrats dieser Art der Abstimmung widerspricht.</p> <p>(7) Der Vorsitzende ist ermächtigt, im Namen des Aufsichtsrats die zur Durchführung der Beschlüsse des Aufsichtsrats erforderlichen Willenserklärungen abzugeben. Der Vorsitzende ist ermächtigt, Erklärungen für den Aufsichtsrat entgegenzunehmen. Ist er verhindert, hat sein Stellvertreter diese Befugnisse.</p> <p>(8) Über jede Sitzung des Aufsichtsrats ist eine Niederschrift anzufertigen, die vom Vorsitzenden zu unterzeichnen ist. In der Niederschrift sind Ort und Tag der Sitzung, die Teilnehmer, die Gegenstände der Tagesordnung, der wesentliche Inhalt der Verhandlung und die Beschlüsse des Aufsichtsrats wiederzugeben. Beschlüsse außerhalb von Sitzungen werden vom Vorsitzenden schriftlich festgehalten, und diese Niederschrift ist allen Aufsichtsratsmitgliedern unverzüglich zuzuleiten.</p> | <p>(6) Absent members of the supervisory board can participate in resolutions of the supervisory board by another member of the supervisory board handing in their written vote. They may additionally submit their vote during the meeting or in retrospect within a reasonable notice period determined by the chairman of the supervisory board by telephone, fax, e-mail or by other usual means of communication, in particular via video conferencing, as long as no member of the supervisory board present objects to this type of voting.</p> <p>(7) The chairman is authorized to submit any declarations of intent on behalf of the supervisory board, which are necessary to execute the resolutions of the supervisory board. The chairman is authorized to accept declarations on behalf of the supervisory board. If the chairman is prevented, his deputy shall have such authorization.</p> <p>(8) Minutes must be prepared for each meeting of the supervisory board and these must be signed by the chairman. The minutes must include the location and date of the meeting, the participants, the items on the agenda, the main contents of with the meeting and the resolutions passed by the supervisory board. Resolutions passed outside of meetings will be recorded in writing by the chairman and these minutes must be distributed to all members of the supervisory board without undue delay.</p> |
|---|---|

§ 14

Geschäftsordnung des Aufsichtsrats; Satzungsänderungen

- (1) Der Aufsichtsrat gibt sich eine Geschäftsordnung im Rahmen der gesetzlichen Vorschriften und der Bestimmungen dieser Satzung.
- (2) Der Aufsichtsrat ist befugt, Änderungen der Satzung zu beschließen, die nur deren Fassung betreffen.

§ 14

Rules of Procedure of the supervisory board; Amendments to the Articles of Association

- (1) The supervisory board shall adopt its rules of procedure in accordance with the applicable law and these articles of association.
- (2) The supervisory board is authorized to resolve amendments to the articles of association that relate solely to their wording.

**§ 15
Vergütung**

Die Vergütung der Mitglieder des Aufsichtsrats wird von der Hauptversammlung bewilligt.

**§ 15
Remuneration**

The remuneration of the members of the supervisory board is determined by the general shareholders' meeting.

**VI.
HAUPTVERSAMMLUNG**

**§ 16
Ort und Einberufung**

- (1) Die Hauptversammlung wird durch den Vorstand oder, in den gesetzlich vorgeschriebenen Fällen, durch den Aufsichtsrat einberufen. Sie findet nach Wahl des einberufenden Organs am Sitz der Gesellschaft, am Sitz einer deutschen Wertpapierbörse oder in einer deutschen Stadt mit mehr als 100.000 Einwohnern statt.
- (2) Die Hauptversammlung ist mindestens 36 Tage vor dem Tage der Hauptversammlung einzuberufen. Der Tag der Hauptversammlung und der Tag der Einberufung sind dabei nicht mitzurechnen.

**§ 17
Teilnahme an / Übertragung der Hauptversammlung**

- (1) Zur Teilnahme an der Hauptversammlung und zur Ausübung des Stimmrechts werden diejenigen Aktionäre zugelassen, die im Aktienregister der Gesellschaft eingetragen sind und deren Anmeldung zur Teilnahme bei der Gesellschaft oder einer anderen in der Einberufung bezeichneten Stelle mindestens sechs Tage vor der Hauptversammlung in Textform (§ 126b BGB) in deutscher oder englischer Sprache zugegangen ist. Der Tag der Hauptversammlung und der Tag des Zugangs sind nicht mitzurechnen.
- (2) Der Vorsitzende der Hauptversammlung ist berechtigt, die Bild- und Tonübertragung der Hauptversammlung über elektronische Medien in einer von ihm näher zu bestimmenden Weise zuzulassen, sofern dies in der Einberufung zu der Hauptversammlung angekündigt

**VI.
GENERAL MEETING**

**§ 16
Venue and Convening of Meeting**

- (1) The general shareholders' meeting is convened by the management board or, in the cases provided for by law, by the supervisory board. It takes place, following the election of the convening body, at the registered office of the Company, at the registered office of a German stock exchange or in a German city with more than 100,000 residents.
- (2) The general shareholders' meeting must be convened at least 36 days prior to the day of the general shareholders' meeting. The time limit does not include the day of the convocation of the meeting and the date by which the shareholders must register prior to the general shareholders' meeting.

**§ 17
Participation in / Transmission of General Shareholders' Meeting**

- (1) The shareholders who are registered with the share register of the company and whose application for participation is received by the company or any other body designated in the notice of the respective general shareholders' meeting at least six days before the general shareholders' meeting in text form (Section 126b BGB) in German or English are entitled to participate in the general shareholders' meeting and exercise the voting rights. The day of the general shareholders' meeting and the day of receipt are to be disregarded when calculating such period.
- (2) The chairman of the general shareholders' meeting is authorised to allow the audiovisual transmission of the general shareholders' meeting via electronic media in a manner to be further specified by him, provided that this has been stated in the notice of the gen-

wurde.

eral shareholders' meeting.

**§ 18
Stimmrecht**

- (1) Jede Aktie gewährt in der Hauptversammlung eine Stimme.
- (2) Das Stimmrecht kann durch Bevollmächtigte ausgeübt werden. Der Bevollmächtigte kann auch ein von der Gesellschaft benannter Stimmrechtsvertreter sein. Soweit nicht gesetzliche Vorschriften oder die Gesellschaft in der Einberufung Erleichterungen vorsehen, ist die Vollmacht in Textform (§ 126b BGB) zu erteilen.
- (3) Der Vorstand kann in der Einberufung der Hauptversammlung vorsehen, dass Aktionäre ihre Stimmen auch ohne an der Versammlung teilzunehmen, schriftlich oder im Wege elektronischer Kommunikation abgeben dürfen (Briefwahl).

**§19
Vorsitz in der Hauptversammlung**

- (1) Den Vorsitz in der Hauptversammlung führt der Vorsitzende des Aufsichtsrats oder ein anderes vom ihm bestimmtes Aufsichtsratsmitglied. Ist der Vorsitzende des Aufsichtsrats bzw. das von ihm zum Vorsitzenden der Hauptversammlung bestimmte Aufsichtsratsmitglied verhindert, so wählen die in der Hauptversammlung anwesenden Aufsichtsratsmitglieder den Vorsitzenden der Hauptversammlung.
- (2) Der Vorsitzende leitet die Verhandlungen und bestimmt die Reihenfolge der Verhandlungsgegenstände sowie die Art und Form der Abstimmung.
- (3) Der Vorsitzende ist ermächtigt, das Frage- und Rederecht des Aktionärs zeitlich angemessen zu beschränken und Näheres dazu zu bestimmen.

**§ 20
Beschlussfassung**

Die Beschlüsse der Hauptversammlung werden, soweit nicht zwingende gesetzliche Vorschriften

**§ 18
Voting Right**

- (1) Each share grants one vote in the general shareholders' meeting.
- (2) Voting rights may be exercised by authorized proxies. The authorized proxy may also be a proxy appointed by the Company. As far as statutory regulations or the Company in the convocation do not provide for relief, the authorization must be made in writing (Section 126b BGB).
- (3) The management board may also stipulate in the convocation to the general shareholders' meeting that shareholders may submit their votes in writing or by means of electronic communication without attending the general shareholders' meeting (vote by mail).

**§19
Chair of
General Shareholders' Meeting**

- (1) The chairman of the supervisory board or another member of the supervisory appointed by him shall chair the general shareholders' meeting. In the event that the chairman of the supervisory board or the supervisory board member appointed by him as chairman of the general shareholders' meeting is unavailable, the chairman of the general shareholders' meeting shall be appointed by the members of the supervisory board attending the general shareholders' meeting.
- (2) The chairman shall chair the proceedings and determine the order of the items to be dealt with as well as the type and form of the voting.
- (3) With regard to the right of the shareholders to speak and submit questions, the chairman may limit the time shareholders have to do so and to stipulate further rules in this regard.

**§ 20
Adoption of Resolutions**

The resolutions of the general shareholders' meeting will be passed by a simple majority vote,

oder diese Satzung etwas Abweichendes bestimmen, mit einfacher Mehrheit der abgegebenen Stimmen gefasst. Soweit das Gesetz außerdem zur Beschlussfassung eine Mehrheit des bei der Beschlussfassung vertretenen Grundkapitals vorschreibt, genügt, sofern dies gesetzlich zulässig ist, die einfache Mehrheit des vertretenen Grundkapitals. Für einen Beschluss über die Änderung der Satzung genügt die einfache Mehrheit der abgegebenen Stimmen, sofern mindestens die Hälfte des Grundkapitals bei der Beschlussfassung vertreten ist und nicht gesetzlich zwingend eine andere Mehrheit vorgeschrieben ist.

unless mandatory law or these articles of association provide for deviating provisions. As far as the law additionally prescribes for passing the resolution a majority of the share capital to be represented during the passing of the resolution, the simple majority of the represented share capital will be sufficient as far as this is legally admissible. A simple majority of the votes cast shall be sufficient for the adoption of a resolution regarding an amendment of the Articles of Association if at least half of the share capital is represented at the voting and no higher majority is prescribed by mandatory law.

VII. JAHRESABSCHLUSS

§ 21 Geschäftsjahr, Rechnungslegung

- (1) Geschäftsjahr ist das Kalenderjahr.
- (2) Der Vorstand hat in den ersten drei Monaten des Geschäftsjahres den Jahresabschluss für das vergangene Geschäftsjahr (Bilanz nebst Gewinn- und Verlustrechnung sowie Anhang) und den Lagebericht sowie den Konzernabschluss und Konzernlagebericht aufzustellen und unverzüglich nach der Aufstellung dem Aufsichtsrat und dem vom Aufsichtsrat beauftragten Abschlussprüfer vorzulegen. Zugleich hat der Vorstand dem Aufsichtsrat den Vorschlag vorzulegen, den er der Hauptversammlung für die Verwendung des Bilanzgewinns machen will.
- (3) Der Aufsichtsrat hat den Jahresabschluss, den Lagebericht und den Vorschlag für die Verwendung des Bilanzgewinns sowie den Konzernabschluss und Konzernlagebericht zu prüfen und über das Ergebnis schriftlich an die Hauptversammlung zu berichten. Er hat seinen Bericht innerhalb eines Monats, nachdem ihm die Vorlagen zugegangen sind, dem Vorstand zuzuleiten. Am Schluss des Berichts hat der Aufsichtsrat zu erklären, ob er den vom Vorstand aufgestellten Jahresabschluss und Konzernabschluss billigt. Billigt der Aufsichtsrat nach Prüfung den Jahresabschluss, ist dieser festgestellt.

VII. ANNUAL FINANCIAL STATEMENTS

§ 21 Financial Year, Accounting

- (1) The financial year is the calendar year.
- (2) The management board shall prepare within the first three months of a financial year the annual financial statement for the past financial year (balance sheet in addition to income statement with notes) and the management report as well as the group financial statement and the group management report, and must submit these to the supervisory board and the auditor appointed by the supervisory board without undue delay. At the same time, the management board must submit to the supervisory board the proposal for the appropriation of profits which the management board wishes to present to the general shareholders' meeting.
- (3) The supervisory board is to review the annual financial statements, the management report and the proposal for appropriation of the net distributable profit and is to report of its review in writing to the general shareholders' meetings on the results. The supervisory board must submit its report to the management board within one month after it has received the presented documents. At the end of the report, the supervisory board must declare whether it approves the annual financial statement and the group financial statement prepared by the management board. Once the supervisory board has approved the annual financial statement following the examination, the annual financial statement is confirmed.

§ 22

Verwendung des Jahresüberschusses

- (1) Stellen Vorstand und Aufsichtsrat den Jahresabschluss fest, so können sie Beträge bis zur Hälfte des Jahresüberschusses in andere Gewinnrücklagen einstellen. Sie sind darüber hinaus ermächtigt, weitere Beträge bis zu 100% des Jahresüberschusses in andere Gewinnrücklagen einzustellen, solange und soweit die anderen Gewinnrücklagen die Hälfte des Grundkapitals nicht übersteigen und auch nach der Einstellung nicht übersteigen würden.
- (2) Bei der Errechnung des gemäß Absatz (1) in andere Gewinnrücklagen einzustellenden Teils des Jahresüberschusses sind vorweg Zuweisungen zur gesetzlichen Rücklage und Verlustvorträge abzuziehen.

§ 22

Appropriation of Annual Profit

- (1) Once the management board and the supervisory board have approved the annual financial statement, they may transfer up to half of the annual profit into other retained earnings. They are additionally authorized to transfer further amounts up to 100% of the annual profit into other retained earnings as long as and as far as the other retained earnings do not exceed half of the share capital and will not exceed these after the payment.
- (2) In relation to the calculation of the portion of the annual profit that may be transferred into other retained earnings in accordance with paragraph (1), the allocations to the statutory provisions and losses carried forward must be deducted in advance.

§ 23

Gewinnverwendung und Maßstab für die Gewinnbeteiligung der Aktionäre

- (1) Die Hauptversammlung beschließt über die Verwendung des sich aus dem festgestellten Jahresabschluss ergebenden Bilanzgewinns.
- (2) Die Hauptversammlung kann neben oder anstelle einer Barausschüttung auch eine Ausschüttung von Sachwerten beschließen, wenn es sich bei den auszuschüttenden Sachwerten um solche handelt, die auf einem Markt im Sinne von § 3 Abs. 2 AktG gehandelt werden.
- (3) Die Gewinnanteile der Aktionäre bestimmen sich nach ihren Anteilen am Grundkapital.
- (4) Bei einer Kapitalerhöhung kann die Gewinnbeteiligung abweichend von § 60 Abs. 2 AktG bestimmt werden.
- (5) Nach Ablauf eines Geschäftsjahres kann der Vorstand mit Zustimmung des Aufsichtsrates im Rahmen des § 59 AktG eine Abschlagsdividende an die Aktionäre ausschütten.

§ 23

Appropriation of Profits and Basis for Shareholders' Profit Participation

- (1) The general shareholders' meeting shall resolve the appropriation of the balance sheet profit established in the annual financial statement.
- (2) The General Meeting may decide that the distribution may be a dividend in kind instead of or in addition to a cash dividend if the dividends in kind are traded in the market in the sense of Section 3 para. 2 AktG.
- (3) The shareholders' profit sharing is determined by their proportion of the share capital.
- (4) In the event of an increase in capital, the profit sharing can be determined in deviation of Section 60 para 2 AktG.
- (5) After the expiry of a financial year, the management board may, with the consent of the supervisory board, within the framework of Section 59 AktG, distribute an interim dividend to the shareholders.

**VIII.
SCHLUSSBESTIMMUNGEN**

**§ 24
Gründungskosten/
Formwechselaufwand**

- (1) Die Gesellschaft hat die Kosten ihrer Gründung als DNL 1. Beteiligungsgesellschaft mbH (Gerichtsgebühren, Veröffentlichungskosten, Notargebühren) bis zu EUR 2.500,00 getragen.
- (2) Die Kosten der formwechselnden Umwandlung der Gesellschaft in die Rechtsform der Aktiengesellschaft (insbesondere Notar- und Gerichtsgebühren, Kosten der Veröffentlichung, Steuern, Prüfungs- und Beratungskosten) trägt die Gesellschaft bis zu einem Betrag von EUR 350.000.
- (3) Die Kosten der formwechselnden Umwandlung der Gesellschaft in die Rechtsform der Europäischen Gesellschaft (SE) (insbesondere Notar- und Gerichtsgebühren, Kosten für Veröffentlichungen, Steuern, Prüfungs- und Beratungskosten sowie Kosten des Verfahrens zur Verhandlung über die Beteiligung der Arbeitnehmer) trägt die Gesellschaft bis zu einem Betrag von EUR 1 Million.

**§ 25
Maßgebliche Sprache**

Im Zweifelsfall ist die deutsche Fassung dieser Satzung maßgeblich. Die englische Fassung ist lediglich eine Übersetzung.

**VIII.
FINAL PROVISIONS**

**§ 24
Incorporation Costs /
Conversion Costs**

- (1) The company has borne the costs of its incorporation as DNL 1. Beteiligungsgesellschaft mbH (court fees, costs for publication, notary fees) up to EUR 2,500.00.
- (2) The costs for the conversion of the company into the legal form of a stock corporation (in particular notary and court fees, cost for publication, taxes, costs of auditing and consulting) are borne by the company up to an amount of EUR 350,000.
- (3) The costs for the conversion of the company into the legal form of a European Company (SE) (in particular notary and court fees, costs for publications, taxes, costs of auditing and consulting and costs for the negotiations on employee participation) are borne by the company up to an amount of EUR 1 million.

**§ 25
Prevailing Language**

In cases of doubt, the German version of these articles of association shall prevail. The English version is for convenience purposes only.”

Additional information regarding section 11(3) of the Articles of Association of NORMA Group SE (Appointment of the members of the first supervisory board of NORMA Group SE):

The terms of office of the members of the supervisory board of NORMA Group AG end upon the conversion becoming effective. Therefore, the members of the first supervisory board of the Company following effectiveness of the conversion into the European Company (SE) have to be newly appointed in accordance with the requirements set forth by the Council Regulation (EC) No 2157/2001 on the Statute for a European Company (SE) 2157/2001, Official Journal L 294 dated 10 November 2001, p. 1 (“**SE Regulation**”), and the Articles of Association of NORMA Group SE.

Pursuant to Art. 40(3) of the SE Regulation and section 11(1) of the Articles of Association of NORMA Group SE, the supervisory board of NORMA Group SE shall consist of six members. In accordance with Art. 40(2) sentence 2 of the SE Regulation, the members of the first supervisory board after the conversion may be appointed by the Articles of Association of NORMA Group SE. Based on this provision, section 11(3) of the Articles of Association of NORMA Group SE determines the six members of the first supervisory board of NORMA Group SE. For information of our shareholders, we provide the following further details on the six proposed members:

- Dr Stefan Wolf, Leinfelden-Echterdingen, is the chairman of the management board (Chief Executive Officer (CEO)) of ElringKlinger AG.

Dr Wolf is currently member and chairman of the supervisory board of NORMA Group AG. Furthermore, he is a member of the supervisory board of Fielmann AG, Hamburg, which is a supervisory board required by law.

Furthermore, he is a member of the administrative board of Micronas Semiconductor Holding AG, Zurich, Switzerland, which is a foreign supervising corporate body comparable to a supervisory board.

- Mr. Lars M. Berg, Valldemossa (Spain), is an independent consultant, member of the supervisory boards of four other companies active in the telecommunication, media and finance business (cp. the further details below) and former member of the management board of Mannesmann AG responsible for the telecommunication department (until 2000).

Mr. Berg is a member of the supervisory board of NORMA Group AG. He does not hold any further memberships in a supervisory board of a German company which is required by law.

However, in the following enterprises, he holds memberships in foreign supervising corporate bodies which are comparable to a supervisory board: Net Insight AB, Stockholm, Sweden (chairman of the supervisory board); Ratos AB, Stockholm, Sweden (member of the supervisory board); Tele2 AB, Stockholm, Sweden (member of the supervisory board); KPN OnePhone Holding B.V., Düsseldorf, Germany (chairman of the supervisory board).

- Mr. Günter Hauptmann, PhD, Bad Endorf, is an independent consultant. Until 2006, he was a member of the management board of Siemens VDO AG.

Mr. Hauptmann is a member of the supervisory board of NORMA Group AG. He does not hold any memberships in a German company's supervisory board required by law. However, he is a member of the advisory board of Geka GmbH, Bechhofen, Germany, which is a supervising corporate body comparable to a supervisory board required by law.

- Mr. Knut J. Michelberger, Kronberg, is the member of the management board of Dematic Group responsible for the finance department (Chief Financial Officer (CFO)) and an independent consultant.

Mr. Michelberger is a member of the supervisory board of NORMA Group AG. He does not hold any memberships in other supervisory boards required by law. He is chairman of the advisory board of Dematic GmbH, which is a domestic supervising corporate body of a business enterprise comparable to a supervisory board.

- Dr Christoph Schug, Mönchengladbach, is entrepreneur and member of the supervisory boards of Tom Tailor AG and of Baden-Baden-Cosmetics Group AG as well as of the administrative board of the AMEOS Gruppe AG (Zurich, Switzerland). Formerly, he acted for many years as board member responsible for the finance department (Chief Financial Officer (CFO) and chairman of the board (Chief Executive Officer (CEO)). Lastly, he was the member of the management board of HT Troplast AG responsible for the finance department as well as managing director of profine GmbH (until 2008) and spokesman of the management board of Ad Capital AG (until 2002).

Dr Schug is a member of the supervisory board of NORMA Group AG. Furthermore, he is a member of the supervisory boards the following companies, each of which is a supervisory board required by law: Tom Tailor AG, Hamburg, Germany; Baden-Baden Cosmetics AG, Baden-Baden, Germany.

Furthermore, he is a member of the administrative board of AMEOS Gruppe AG, Zurich, Switzerland, which is a foreign supervising corporate body comparable to a supervisory board.

- Ms. Erika Schulte, Hanau, is managing director of Hanau Wirtschaftsförderung GmbH, of Brüder-Grimm-Berufsakademie Hanau GmbH and of Technologie- und Gründerzentrum Hanau GmbH.

Ms. Schulte has been appointed as a member of the supervisory board of NORMA Group AG by court order for an office term until the general meeting on 22 May 2013; under agenda item 5 of this invitation to the annual general meeting of NORMA Group AG, her re-appointment to the supervisory board of NORMA Group AG is proposed. She does neither hold any memberships in other supervisory boards whose establishment is required by law, nor any memberships in domestic or foreign supervising corporate bodies of business enterprises that are comparable to a supervisory board.

With regard to the recommendation of section 5.4.1, subsections 4 to 6, of the German Corporate Governance Code, it is declared that none of the aforementioned candidates, in the appraisal of the supervisory board, has any personal or business relations with NORMA Group AG or its group companies, the corporate bodies of NORMA Group AG or a shareholder holding a material interest in NORMA Group AG, that would be subject to disclosure requirements pursuant to this recommendation.

II. Conditions for attendance and further information pursuant to section 121(3) sentence 3 of the German Stock Corporation Act (*Aktiengesetz*)

Conditions for attending the Annual General Meeting and exercising voting rights

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

The registration has to be received by the Company at least six days before the Annual General Meeting, i.e. by 15 May 2013 (midnight), at the following address:

NORMA Group AG

c/o Computershare Operations Center

80249 München

Telefax: +49 89 30903 74675

E-Mail: anmeldestelle@computershare.de

Stop of changes in the share register

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 the Annual General Meeting and to exercise voting rights. Please note that no changes can be made to entries in the Company's share register from 16 May 2013 (midnight) (so-called technical record date) until the day of the Annual General Meeting (inclusive) due to technical reasons in the execution of such changes. As a result, acquirers of shares whose applications for changes of registration are received after the aforementioned date will, in practice, not be able to exercise the voting rights and the right to attend the Annual General Meeting attached to these shares in their own name. In such cases, the shareholder still listed in the share register as owner of the respective shares will remain entitled to attend the Annual General Meeting and to exercise the voting rights attached to the shares until the change of ownership has been registered in the share register. All acquirers of shares in the Company who have not yet been registered with the share register are therefore requested to apply for a change of registration as soon as possible.

Procedure for exercise of voting rights by absentee votes

Shareholders or shareholders' representatives not attending the Annual General Meeting may exercise their voting rights by means of absentee voting.

Regarding the entitlement to submit absentee votes, the requirements described above under "Conditions for attending the Annual General Meeting and exercising voting rights" apply accordingly.

Votes cast by means of absentee voting must be received by the Company by 17 May 2013 (midnight) in writing, via fax or via email at the following address:

NORMA Group AG

c/o Computershare Operations Center

80249 München

Telefax: +49 89 30903 74675

E-Mail: normagroup-hv2013@computershare.de

A form that can be used for submission of an absentee vote will be distributed to the shareholders together with the registration package and the admission ticket for the Annual General Meeting. An absentee voting form is also available for download on the Company's webpage www.normagroup.com under the link "Investor Relations" and the further link "AGM".

Absentee votes may be revoked (or altered) until the point in time to which they can be submitted. Furthermore, the personal attendance of the Annual General Meeting by the shareholder or by a proxy authorised to exercise the shareholder's voting rights will be classified as revocation of the votes cast by means of absentee voting.

Procedure for exercising voting rights by proxies

Shareholders may have their voting rights exercised by a proxy, e.g. a financial institution, a shareholder association, proxies appointed by the Company or other third persons.

As a general rule, text form (§ 126b of the German Civil Code – *Bürgerliches Gesetzbuch*) is required for granting a power of attorney, revoking it and evidencing it to the Company.

Exceptions from the requirement of text form may apply to powers of attorney granted to financial institutions, shareholder associations or persons or institutions considered their equivalent pursuant to sections 135(8), 135(10), 125(5) of the German Stock Corporation Act (*Aktiengesetz*). Therefore, we kindly ask our shareholders to coordinate as to the required form of the power of attorney with the relevant credit institution, shareholder association or persons considered their equivalent pursuant to sections 135(8), 135(10), 125(5) of the German Stock Corporation Act (*Aktiengesetz*). Special evidence of the power of attorney vis-à-vis the Company is not required in this case.

Procedure for exercising voting rights by proxies appointed by the Company

The Company offers its shareholders the opportunity to grant power of attorney for exercising voting rights to proxies appointed by the Company. To the extent proxies appointed by the Company are granted a respective power of attorney, they must in any case be instructed on how to exercise the voting rights. The proxies are obliged to vote in accordance with these instructions. If no instruction has been given for a voting, the proxy will abstain from the voting. We kindly ask our shareholders to note that the proxies appointed by the Company will not accept powers of attorney and mandates to exercise a shareholder's right to speak and request information during the Annual General Meeting or to file motions or submit objections against shareholders' resolutions. Granting a power of attorney to a proxy appointed by the Company, revoking such power of attorney and evidence of such power of attorney must be in text form (section 126b of the German Commercial Code – *Bürgerliches Gesetzbuch*). Please note that powers of attorney for proxies appointed by the Company must be received by the Company at the below-mentioned address by 17 May 2013 (midnight); the proxies appointed by the Company will not exercise

voting rights based on powers of attorney which are received by the Company after that date.

Further information on the procedure for exercising voting rights by proxies appointed by the Company or other proxies

A form that can be used to grant power of attorney will be distributed to the shareholders together with the registration package and the admission ticket for the Annual General Meeting. A form for granting power of attorney is also available for download on the Company's webpage www.normagroup.com under the link "Investor Relations" and the further link "AGM".

Powers of attorney, revocation of a power of attorney and evidence of a power of attorney may be submitted to the Company at the following address:

NORMA Group AG

c/o Computershare Operations Center

80249 München

Telefax: +49 89 30903 74675

The submission can also be made electronically at the following email address:

normagroup-hv2013@computershare.de

We kindly ask our shareholders to note that a proper registration is also required in case a proxy is authorised to exercise voting rights.

Furthermore, we ask our shareholders to note that, in case a shareholder grants power of attorney to more than one proxy, the Company is entitled to reject one or more of them.

III. Shareholder Rights

Requests to supplement the agenda at the demand of a minority pursuant to section 122(2) of the German Stock Corporation Act (*Aktiengesetz*)

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

Each new agenda item must be accompanied by a statement of reasons or a proposal for a shareholders' resolution. The shareholder(s) submitting the request must provide evidence that they have owned their shares for at least three months before the day of the Annual General Meeting (i.e. at least since 22 February 2013 (midnight)), and that they will continue to hold the shares until a decision on the request is made. Section 70 of the German Stock Corporation Act (*Aktiengesetz*) applies to the calculation of the holding period.

Requests to add items to the agenda must be submitted to the management board of the Company in writing and, accompanied by the further evidence and documents required by law, be received by the management board at least 30 days before the Annual General Meeting, i.e. by 21 April 2013 (midnight). We kindly ask to submit requests to add items to the agenda at the following address:

NORMA Group AG

– Vorstand –

Edisonstr. 4

63477 Maintal

Requests to add items to the agenda will be announced in the same way as the invitation to the Annual General Meeting.

Counter-motions and election nominations by shareholders

Pursuant to sections 126, 127 of the German Stock Corporation Act (*Aktiengesetz*), each shareholder may submit counter-motions to specific agenda items or nominations for the election of supervisory board members or the auditor.

In case the legal requirements are fulfilled, the Company will make counter-motions within the meaning of section 126 of the German Stock Corporation Act (*Aktiengesetz*) available to the other shareholders. Such counter-motions, including the name of the shareholder who submitted the counter-motion, the statement of reasons he submitted for the counter-motion and, if applicable, a statement of the Company's administration, will be available on the Company's webpage www.normagroup.com under the link "Investor Relations" and the further link "AGM", provided the valid counter-motion, accompanied by a statement of reasons, is sent to the Company at least 14 days before the Annual General Meeting, i.e. by 7 May 2013 (midnight), at the following address:

NORMA Group AG

Edisonstr. 4

63477 Maintal

Telefax: +49 (0) 6181 61027-642

E-Mail: ir@normagroup.com

The above-described rules apply accordingly to shareholder proposals for the election of members of the supervisory board and the appointment of the auditor, whereas no statement of reason needs to be submitted for such election proposals. However, we kindly ask our shareholders to note that the management board of the Company is not obliged to make available election proposals that do not contain the information set forth in sections 124(3) sentence 4, 125(1) sentence 5 of the German Stock Corporation Act (*Aktiengesetz*) as regards the proposed candidates. Furthermore, there is no obligation to make available proposals for the appointment of an auditor that do not contain the information set forth in section 124(3) sentence 4 of the German Stock Corporation Act (*Aktiengesetz*).

Entitlement to information

Pursuant to section 131(1) of the German Stock Corporation Act (*Aktiengesetz*), during the Annual General Meeting each shareholder may request from the management board information regarding the Company's affairs, the legal and business relationships of the Company with an affiliated company as well as regarding the situation of the group and the companies included in its consolidated financial statements to the extent such information is necessary to form a considered opinion on one or more of the agenda items.

Please note that the management board may refuse to provide information subject to the conditions listed in section 131(3) of the German Stock Corporation Act (*Aktiengesetz*).

To facilitate a proper response to information requests, we would kindly ask those shareholders and shareholder representatives who wish to make use of the right to request information during the Annual General Meeting to submit their questions beforehand at the following address:

NORMA Group AG

Edisonstr. 4

63477 Maintal

Telefax: +49 (0) 6181 61027-642

E-Mail: ir@normagroup.com

The submission of questions before the Annual General Meeting is no formal requirement for a response. The right to receive information remains unaffected.

Further information

Further information on shareholder rights pursuant to sections 122(2), 126(1), 127, 131(1) of the German Stock Corporation Act (*Aktiengesetz*) are available on the Company's webpage www.normagroup.com under the link "Investor Relations" and the further link "AGM".

IV. Total number of shares and voting rights

At the time this Annual General Meeting is convened, the share capital of the Company in the amount of EUR 31,862,400.00 is divided into 31,862,400 ordinary registered shares. Each ordinary share grants one vote. The total amount of votes is therefore 31,862,400.

V. Information on the Company's webpage

From the time this Annual General Meeting is convened, the following information is available on the Company's webpage www.normagroup.com under the link "Investor Relations" and the further link "AGM":

- The content of this invitation with an explanation to agenda item 1 as no resolution will be passed under this agenda item, and with the total number of shares and voting rights at the time this Annual General Meeting is convened,
- further information on shareholder rights,
- the documents to be made available to the Annual General Meeting, in particular
 - the annual financial statements of NORMA Group AG for the fiscal year 2012,
 - the consolidated financial statements for the fiscal year 2012,
 - the management report for the financial year 2012,
 - the consolidated management report for the financial year 2012,
 - the report of the supervisory board,



- the explanatory report of the management board on the information pursuant to sections 289(4) and (5), 315(4) of the German Commercial Code (*Handelsgesetzbuch*),
 - the proposal of the management board on the appropriation of the net profit, and
 - the documentation regarding agenda item 7, consisting of the terms of conversion (including the Articles of Association of NORMA Group SE enclosed thereto as Annex 1), the conversion report and the report of the court-appointed auditor on the Company's net assets pursuant to Art. 37(6) of the SE Regulation,
- a proxy and absentee voting form.

Maintal, April 2013

NORMA Group AG
The management board

* * * * *