

Information in connection with agenda item 6

Article 9(3) of NORMA Group SE's Articles of Association lists transactions for which the Management Board requires the consent of the Supervisory Board. Article 9(3)(c), for example, states that the Supervisory Board's consent is required for "*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*".

In the invitation to the Annual General Meeting of NORMA Group SE on 23 May 2017, the Supervisory Board and Management Board propose, with regard to agenda item 6, that the Annual General Meeting increase the threshold for transactions governed by article 9(3)(c) of the Articles of Association for which the Management Board requires the consent of the Supervisory Board to an amount of EUR 3 million.

Pursuant to Article 48(1) SE Regulation¹ the articles of association of a European Company (Societas Europaea – SE) shall list the categories of transactions that are subject to the consent of the Supervisory Board. According to the prevailing opinion this means that the SE – in contrast to the legal position in the case of a German stock corporation – must lay down transactions subject to the consent of the supervisory board in its articles of association.

The Annual General Meeting is responsible for resolving amendments to the Articles of Association. The Annual General Meeting is therefore also responsible for amending the threshold for transactions governed by article 9(3)(c) of the Articles of Association for which the Management Board requires the consent of the Supervisory Board.

NORMA Group SE, April 2017

¹ Regulation (EC) no. 2157/2001 of the Council of 8 October 2011 about the statute for the European Company (SE) (the "SE Regulation").