

## CONVENIENCE TRANSLATION

### **Information on shareholders' rights pursuant to Article 56 SE Regulation, section 50(2) German SE Implementation Act, sections 122(2), 126(1), 127 and 131(1) German Stock Corporation Act**

The convocation of the Annual General Meeting already contains details of shareholders' rights pursuant to Article 56 SE Regulation<sup>1</sup>, section 50(2) German SE Implementation Act<sup>2</sup> (SEAG) and sections 122(2), 126(1), 127 and 131(1) of the German Stock Corporation Act. The remarks hereinafter subserve further annotation.

#### **1. Additions to the agenda**

Shareholders whose shares in the aggregate reach the proportional amount of EUR 500,000.00 of the share capital (which corresponds to 500,000 shares) may demand pursuant to Article 56 SE Regulation, section 50(2) SEAG that items be put on the agenda and published. The content of section 50(2) SEAG is equivalent to section 122(2), sentence 1 German Stock Corporation Act. The minimum holding period provided for a German stock corporation does not apply to the shareholders of a European Company (SE). Each new agenda item must be accompanied by a statement of grounds or by a proposed resolution. The request must be made in writing and sent to the following address:

NORMA Group SE  
Vorstand  
Edisonstr. 4  
63477 Maintal  
Germany

It must be received by the Company at least 30 days prior to the meeting, i.e. by no later than **24:00 hrs on 20 April 2019** (CEST).

Additional agenda items that are to be published will be published in the Federal Gazette without undue delay on receipt of the request and, pursuant to section 121(4a) German Stock Corporation Act, be forwarded for publication to such media capable of distributing the information throughout the entire European Union. They will also be made available on the Company's website at <http://investors.normagroup.com/hv> and notified to the shareholders.

The respective provisions of the SE Regulation, the German SE Implementation Act and of the German Stock Corporation Act are, in excerpts, as follows:

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

<sup>2</sup> Act on the implementation of Regulation (EC) no. 2157/2001 of the Council of 8 October 2001 about the statute for the European Company (SE) (German SE Implementation Act – the "SEAG").

*Article 56 SE Regulation*

*One or more shareholders who together hold at least 10 % of an SE's subscribed capital may request that one or more additional items be put on the agenda of any General Meeting. The procedures and time limits applicable to such requests shall be laid down by the national law of the Member State in which the SE's registered office is situated or, failing that, by the SE's statutes. The above proportion may be reduced by the statutes or by the law of the Member State in which the SE's registered office is situated under the same conditions as are applicable to public limited-liability companies.*

*Section 50 SEAG: Convocation and Amendment of the Agenda at the Request of a Minority (excerpt)*

- (2) The amendment of the agenda of a General Meeting by one or more items may be requested by one or more shareholders whose shares amount in aggregate to not less than 5% of the share capital or represent an amount of the share capital corresponding to EUR 500,000.*

*Section 122 German Stock Corporation Act: Convening at the request of a minority (excerpt)*

- (1) A General Meeting shall be convened if shareholders having an aggregate shareholding amounting to one twentieth of the registered share capital file a written request for such meeting to be held, stating the purpose and the reasons therefor; such request shall be directed to the Management Board. The Articles of Association may link the right to request that the General Meeting be convened to another form and to a lesser share in the registered share capital. ...*
- (2) In the same way, shareholders with an aggregate shareholding of one twentieth of the registered share capital or the proportionate amount of EUR 500,000 may request that items are put on the agenda and are announced as items on the agenda. Each new item shall be accompanied by a statement of reasons or a draft resolution. The request pursuant to sentence 1 must be received by the company at least 24 days, or in the case of listed companies at least 30 days, prior to the meeting; the date of receipt shall not be included in the calculation.*

## 2. Counter-motions; voting proposals

Each shareholder is entitled pursuant to section 126(1) German Stock Corporation Act to submit counter-motions to proposed resolutions in respect of individual agenda items. If the counter-motions are to be made available by the Company, they must be submitted at least 14 days prior to the general meeting, i.e. by no later than **24:00 hrs on 6 May 2019** (CEST), using

- the following address:

NORMA Group SE  
Investor Relations  
Edisonstr. 4  
63477 Maintal  
Germany, or

- the following fax number:

+49 (0) 6181 61027 641, or

- the following e-mail address:

ir@normagroup.com

Counter-motions addressed in any other way do not have to be made available.

In all cases in which a counter-motion is submitted, the date of receipt of the counter-motion by the Company will be decisive.

Shareholders' counter-motions that are to be made available will be made available together with the shareholders' names and, if applicable, the grounds for the counter-motions as well as any statements by the Management Board and the Supervisory Board in this regard on the Company's website at <http://investors.normagroup.com/hv>. The Company may decide not to make a counter-motion and possible grounds for it available if the conditions of section 126(2) German Stock Corporation Act are met.

These provisions apply analogously, pursuant to section 127 German Stock Corporation Act, to a shareholder's nomination for the election of a member of the Supervisory Board or the auditors of the annual financial statements. In addition to the grounds listed in section 126(2) German Stock Corporation Act, the Management Board need not make a candidate nomination available if, *inter alia*, the nomination does not include the name, occupation and place of residence of the candidate. Nor does the Company have to make nominations for the election of members of the Supervisory Board available if the nomination does not include information on any positions held by the proposed candidate in other supervisory boards required by law within the meaning of section 125(1), sentence 5 German Stock Corporation Act.

The respective provisions of the German Stock Corporation Act are, in excerpts, as follows:

*Section 126 German Stock Corporation Act: Motions brought by shareholders*

- (1) *Motions put forward by a shareholder stating the name of the shareholder, the reasons for the motion and any comments on the part of the administration shall be made accessible to the entitled persons named in section 125(1) to (3) subject to the conditions stated therein if, at least fourteen days prior to the meeting, the shareholder sends a counter-motion against a proposal made by the Management Board and the Supervisory Board on a particular item on the agenda to the company at the address given for this purpose in the notification of convening the meeting together with his grounds for such motion. The day of receipt shall not be included in the calculation. In the case of listed companies, access shall be provided via the website of the company. Section 125(3) shall apply accordingly.*
- (2) *The counter-motion and the grounds therefor need not be made accessible*
  1. *if the Management Board would render itself liable to prosecution by making such counter-motion and grounds accessible,*
  2. *if the counter-motion would result in a resolution of the General Meeting which is either unlawful or in breach of the articles of association,*
  3. *if the grounds contain key statements which are manifestly incorrect or misleading or if they are slanderous,*
  4. *if a counter-motion of the shareholder based on the same subject matter has already been made accessible in connection with a General Meeting of the company pursuant to section 125,*
  5. *if the same counter-motion of the shareholder with essentially the same grounds has within the previous five years already been made accessible in the context of at least two general meetings of the company pursuant to section 125 and less than one-twentieth of the registered share capital represented at the general meeting voted in favor of such counter-motion,*
  6. *if the shareholder indicates that he shall neither attend the general meeting nor arrange for a representative to attend on his behalf, or*
  7. *if in the previous two years the shareholder has failed in two General Meetings to make or cause to be made on his behalf a counter-motion communicated by him.*

*The grounds need not be made available if the text thereof exceeds a total of 5000 characters.*

- (3) *If several shareholders file a counter-motion in respect of the same resolution, the Management Board may combine the counter-motions and grounds.*

*Section 127 German Stock Corporation Act: Nominations brought by shareholders*

*Section 126 shall apply accordingly to nominations made by shareholders for the election of Supervisory Board members or auditors of annual financial statements. There is no need for grounds to be given for the nomination. Furthermore, the Management Board need not make the nomination available if the nomination does not contain the information pursuant to section 124(3), sentence 4 and section 125(1), sentence 5. The Management Board must add the following to a shareholder's proposal for the election of Supervisory Board members of listed companies that are subject to the German Act on Employee Co-Determination, the German Coal, Iron and Steel Industry Co-Determination Act or the German Supplementary Co-Determination Act:*

- 1. A reference to the requirements of section 96(2),*
- 2. Indication of whether overall fulfilment pursuant to section 96(2), sentence 3 has been opposed and*
- 3. Indication of how many seats on the Supervisory Board must as a minimum be filled by men and women respectively in order to fulfil the required minimum proportion pursuant to section 96(2), sentence 1.*

*Section 124 German Stock Corporation Act: Announcement of requests for amendment, proposals for resolution (excerpt)*

- (3) *... The proposal for the election of Supervisory Board members or auditors of the annual financial statements shall state their name, practiced profession and place of residence. ...*

*Section 125 German Stock Corporation Act: Information for shareholders and Supervisory Board members (excerpt)*

- (1) *The Management Board shall notify the credit institutions and the shareholder associations which exercised voting rights for shareholders in the previous General Meeting or which have requested that they be so notified of the convening of the General Meeting at least twenty-one days prior to the meeting. The day of such notification shall not be included in the calcula-*

*tion. If the agenda is to be modified pursuant to section 122(2) then, in the case of listed companies, the modified agenda shall be notified. Such notification shall refer to the possibilities for the exercising of the voting right by a proxy, including by a shareholder association. In the case of listed companies, information concerning membership of nominated Supervisory Board members in other Supervisory Boards required by law shall be attached to a nomination of Supervisory Board members; information concerning their membership in comparable domestic and foreign authorities responsible for supervising commercial enterprises shall also be attached.*

- (2) *The Management Board shall provide the same notification to shareholders who request it or who are entered as a shareholder in the company's share register at the beginning of the fourteenth day prior to the date of the General Meeting. ...*

### 3. Right to information

Pursuant to section 131(1) German Stock Corporation Act, each shareholder is to be provided on request with information on the Company's affairs at the Annual General Meeting by the Management Board, provided that such information is needed by a shareholder to properly assess a specific agenda item and provided that the Management Board is not entitled to refuse to provide such information. The Management Board's duty to provide information also extends to the Company's legal and business relationships with its affiliates. The duty to provide information also covers the situation of the NORMA Group and enterprises included in the consolidated financial statements of the NORMA Group.

The respective provisions of the German Stock Corporation Act are as follows:

*Section 131 German Stock Corporation Act: Shareholder's right to information*

- (1) *Each shareholder shall upon request be given information from the Management Board in the General Meeting regarding the company's affairs to the extent required to allow a proper assessment of the items on the agenda. The obligation to provide information shall also extend to the legal and business relationships between the company and an affiliated enterprise. If a company makes use of the simplifications pursuant to section 266(1), sentence 3, section 276 or section 288 of the German Commercial Code, each shareholder may request that the annual financial statements be presented to him at the General Meeting dealing with the annual financial statements in the form they would take if these simplifications were not applied. The obligation on the part the Management Board of a parent enterprise (section 290(1), (2) of the German Commercial Code) to provide information in the General Meeting in which the consolidated financial statements and consolidated management report are presented shall also extend to the situation of the group of companies and the enterprises included in the consolidated financial statements.*
- (2) *The information shall comply with the principles of conscientious and true accounting. The Articles of Association or the rules of procedure pursuant to section 129 may authorize the chairman of the meeting to restrict the rights of the shareholders to ask questions and to speak to an adequate period of time and to regulate other details.*
- (3) *The Management Board may refuse to provide information*
  1. *insofar as according to sound business judgment the providing of such information is likely to cause not inconsiderable damage to the company or an affiliated enterprise;*

2. *insofar as it pertains to tax valuations or the amount of individual taxes;*
3. *concerning the difference between the value at which items are shown in the annual balance sheet and a higher value of such items, unless the general meeting formally approves the annual financial statements;*
4. *concerning the accounting and evaluation methods, provided that the details given in the notes concerning such methods are sufficient to give an accurate portrayal of the situation regarding the assets, finances and profits of the company within the meaning of section 264(2) of the German Commercial Code; this shall not apply if the general meeting formally approves the annual financial statements;*
5. *insofar as the management board would make itself liable to prosecution by giving such information;*
6. *insofar as, in the case of a credit institution or a financial services institute, there is no requirement for information concerning the accounting and valuation methods used and set-offs made to be given in the annual financial statements, management report, consolidated financial statement or consolidated management report;*
7. *insofar as the information is continuously accessible on the website of the company from the seventh day prior to the General Meeting through and during the General Meeting.*

*Information may not be denied for any other reason.*

- (4) *If a shareholder has been given information outside of the General Meeting as a result of him being a shareholder, such information shall be given to any other shareholder in the General Meeting upon request, even if such information is not necessary for a proper assessment of the item on the agenda. The Management Board may not refuse to give the information pursuant to (3), sentence 1 nos. 1 to 4. Sentences 1 and 2 shall not apply if a subsidiary (section 290(1), (2) of the German Commercial Code), a joint venture (section 310(1) of the German Commercial Code) or an associated enterprise (section 311(1) of the German Commercial Code) provides the information to a parent enterprise (section 290 (1), (2) of the German Commercial Code) for the purpose of the inclusion of the company in the parent enterprise's consolidated annual financial statements and the information is required for this purpose.*



- (5) *If information is denied a shareholder, such shareholder may request that his question and the ground given for the refusal of the information be recorded in the minutes of the proceedings.*

The chairman of the General Meeting is authorized to adopt various measures of order and control at the General Meeting. This also includes the restriction of the right to speak and ask questions. The underlying provisions of the Articles of Association of NORMA Group SE read as follows:

*Article 19 of the Articles of Association of NORMA Group SE (excerpt)*

- (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.*