

CONVENIENCE TRANSLATION

Information on shareholders' rights and possibilities pursuant to Article 56 SE Regulation, section 50(2) German SE Implementation Act, sections 122(2), 126(1), 127 German Stock Corporation Act and section 1(2), nos. 3, 4 COVID-19 Measures Act

The Annual General Meeting will be held as a virtual general meeting without attendance in person of the shareholders or their proxies, in accordance with section 1(2) of the Act on Measures in Corporate, Cooperative, Association, Foundation and Home Ownership Law to Combat the Effects of the COVID 19 Pandemic of 27 March 2020 (Federal Law Gazette I, p. 570; "COVID-19 Measures Act").

The convocation of the Annual General Meeting already contains details of shareholders' rights and possibilities pursuant to Article 56 SE Regulation¹, section 50(2) German SE Implementation Act² (SEAG), sections 122(2), 126(1), 127 German Stock Corporation Act and section 1(2), nos. 3, 4 COVID-19 Measures 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
Management Board
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 30 May 2020** (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

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

² 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").

throughout the entire European Union. They will also be made available on the Company's website at <https://www.normagroup.com/corp/en/investors/agm/> 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:

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)

- (1) 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 sen-*

tence 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 15 June 2020** (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 and/or received after the date specified 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 <https://www.normagroup.com/corp/en/investors/aggm/>. 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)³

- (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 calculation. 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 In the version valid until 31 December 2019, which, pursuant to section 26j(4) of the Introductory Act to the German Stock Corporation Act is to be applied for general meetings that are convened no later than on 3 September 2020.

3. Possibility to ask questions pursuant to section 1(2) no. 3 COVID-19 Measures Act

Pursuant to section 1(2) no. 3 COVID-19 Measures Act, shareholders and their proxies – except for Company proxies appointed by the Company – have the possibility to ask questions by means of electronic communication. This possibility is only open to shareholders who have registered for the virtual Annual General Meeting in due time. Shareholders who have registered for the virtual Annual General Meeting in due time may exercise the possibility to ask questions also by proxy.

Questions can only be submitted electronically via the internet at <https://www.normagroup.com/corp/en/investors/agm/shareholder-service/> by **28 June 2020, 24:00 hrs** (CEST). In order to do so, an individual access code is required in addition to the shareholder number. This access code will be sent to the shareholders listed in the share register together with the Annual General Meeting documents. Proxies will receive an own access code. We request your understanding that we must reserve the right to summarize questions and to select questions for response in all shareholders' interest. Please note that the names of shareholders and proxies submitting questions may be mentioned in the context of answering the questions in the virtual Annual General Meeting, unless they have expressly objected to being named.

The respective provision of the COVID-19 Measures Act is as follows:

Section 1 COVID-19 Measures Act (excerpt)

(2) *The Management Board may decide that the meeting be held in the form of a virtual General Meeting without the physical presence of shareholders or their proxies, provided that*

1. [...],
2. [...],
3. *shareholders are offered the possibility to submit questions by means of electronic communication,*
4. [...].

The Management Board shall decide at its discretion, after due consideration, which questions it answers and how it answers them; it may also stipulate that any questions must be submitted by electronic communication two days prior to the meeting at the latest.

4. Possibility to object pursuant to section 1(2) no. 4 COVID-19 Measures Act

Pursuant to section 1(2) no. 4 COVID-19 Measures Act, and in derogation of section 245(1) German Stock Corporation Act, shareholders who have exercised their voting rights by post or proxy may file objections against resolutions of the virtual Annual General Meeting without being physically present. They may do so themselves or by proxy, except for Company proxies appointed by the Company, over the duration of the virtual Annual General Meeting on the internet at <https://www.normagroup.com/corp/en/investors/agm/shareholder-service/>. In order to do so, an individual access code is required in addition to the shareholder number. This access code will be sent to the shareholders listed in the share register together with the Annual General Meeting documents. Proxies will receive an own access code.

The respective provision of the COVID-19 Measures Act is as follows:

Section 1 COVID-19 Measures Act (excerpt)

(1) The Management Board may decide that the meeting be held in the form of a virtual General Meeting without the physical presence of shareholders or their proxies, provided that

1. [...],

2. [...],

3. [...],

4. shareholders who have exercised their voting rights according to no. 2, in derogation of section 245(1) German Stock Corporation Act, are offered the possibility to file objections against resolutions of the General Meeting without being physically present.