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Invitation
to the Annual General Meeting
of NORMA Group SE
on 20 May 2021
as a virtual general meeting
without the attendance in person of the shareholders

ISIN: DE000A1H8BV3

WKN: A1H8BV

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NORMA Group SE

Maintal

Dear Shareholders,

We are pleased to invite you to the

Annual General Meeting of NORMA Group SE

to be held at

10:00 hrs (CEST, corresponding to 8:00 hrs UTC), **on Thursday, 20 May 2021,**

as a **virtual general meeting**

at Frankfurt/Main without the attendance in person of the shareholders or their proxies.

The Annual General Meeting will be held as a virtual general meeting without the 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 2020, p. 570), last amended by the amendment act of 22 December 2020 (Federal Law Gazette I 2020, p. 3332) ("**COVID-19 Measures Act**"). The place of the virtual general meeting in terms of section 121(3) sentence 1 German Stock Corporation Act¹ will be at Deutsche Nationalbibliothek, Adickesallee 1, 60322 Frankfurt/Main.

Please note that shareholders or their proxies cannot follow the virtual general meeting on site.

For details on the rights of shareholders and their proxies, please refer to the "Further information and notes" attached to the agenda following the further information on agenda item 7.

¹ The provisions of the German Stock Corporation Act generally apply to the Company pursuant to Article 9(1) c) (ii) of Regulation (EC) No 2157/2001 of the Council of 8 October 2001 about the statute for the European Company (SE) (the "SE Regulation").

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Agenda

- 1. Presentation of the adopted annual financial statements and the management report of NORMA Group SE as well as the approved consolidated financial statements, the group management report, the explanatory report on the information required pursuant to sections 289a, 315a German Commercial Code and the report of the Supervisory Board for the 2020 financial year**

The said documents have been published on the Company's website at <https://www.norma-group.com/corp/en/investors/agm>. They will also be available there during the Annual General Meeting and will be explained at the Annual General Meeting by the Management Board and – as regards the report of the Supervisory Board – by the chairman of the Supervisory Board.

The Supervisory Board has approved the annual financial statements and the consolidated annual financial statements prepared by the Management Board. This means that the annual financial statements have been adopted pursuant to section 172, sentence 1, phrase 1 German Stock Corporation Act. In accordance with the statutory provisions, no resolution is therefore necessary on this agenda item.

- 2. Resolution on the appropriation of the balance sheet profit for the 2020 financial year**

The Management Board and the Supervisory Board propose that the balance sheet profit for the 2020 financial year in the amount of EUR 40,976,283.95 be appropriated as follows:

Payment of a dividend of EUR 0.70 per no-par value share carrying dividend rights	EUR 22,303,680.00
Transfer to revenue reserves	EUR 0.00
Profit carried forward	EUR 18,672,603.95
Balance sheet profit	EUR 40,976,283.95

The proposal regarding the appropriation of the balance sheet profit is based on the number of existing no-par value shares carrying dividend rights for the completed 2020 financial year on the date on which the annual financial statements were prepared by the Management Board. Should the number of these no-par value shares carrying dividend rights change before the Annual General Meeting, a suitably amended resolution proposal which contains an unchanged dividend of EUR 0.70 per no-par value share carrying dividend rights for the completed 2020 financial year will be put to the vote at the Annual General Meeting. In such a case, the amount attributable to no-par value shares not carrying dividend rights will be carried forward.

We point out that the claim to a dividend resolved by the Annual General Meeting will not become due until the third business day following the Annual General Meeting. Therefore, the dividend will not be paid out until then.

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3. Resolution on the ratification of the actions of the Management Board of NORMA Group SE for the 2020 financial year

The Management Board and the Supervisory Board propose that the actions of the members of the Management Board of NORMA Group SE in office in the 2020 financial year be ratified for this period.

The intention is to have the Annual General Meeting vote on the ratification of the actions of the members of the Management Board by way of a ratification of individual members.

4. Resolution on the ratification of the actions of the Supervisory Board of NORMA Group SE for the 2020 financial year

The Management Board and the Supervisory Board propose that the actions of the members of the Supervisory Board of NORMA Group SE in office in the 2020 financial year be ratified for this period.

The intention is to have the Annual General Meeting vote on the ratification of the actions of the members of the Supervisory Board by way of a ratification of individual members.

5. Resolution on the appointment of the auditor of the annual financial statements and the auditor of the consolidated financial statements for the 2021 financial year

The Supervisory Board proposes, based on the recommendation of its Audit Committee, that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt/Main, be appointed as auditor of the annual financial statements and as auditor of the consolidated financial statements for the 2021 financial year.

The recommendation of the Audit Committee was preceded by a selection procedure that was conducted in accordance with Article 16 of the EU Audit Regulation (Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC). Subsequent to that, the Audit Committee recommended to the Supervisory Board, stating grounds, PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt/Main, and KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, for the tendered audit engagement and communicated a substantiated preference for PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt/Main.

The Audit Committee further declared that its recommendation is free from improper influence by third parties and no contractual clause restricting choice within the meaning of Article 16(6) of the EU Audit Regulation was imposed on it.

6. Resolution on the remuneration of the Supervisory Board members

Pursuant to section 113(3) German Stock Corporation Act in the version based on the Act Implementing the Second Shareholders' Rights Directive of 12 December 2019 (ARUG II), the general meeting of a listed company must resolve on the remuneration and the remuneration system for the members of the supervisory board at least every four years. The general meeting of NORMA

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Group SE (back then still: NORMA Group AG) last resolved on the remuneration for the members of the Supervisory Board on 6 April 2011.

Against this background, the Management Board and the Supervisory Board have engaged with the remuneration of the members of the Supervisory Board and, following a thorough review with the assistance of an external remuneration advisor, find it appropriate and in the best interest of NORMA Group SE to slightly amend the existing remuneration provisions. In future, the chairman of the Presiding and Nomination Committee is also to receive an additional remuneration for the financial year in the amount of EUR 25,000. Furthermore, the members of the Supervisory Board are to receive an attendance fee of EUR 1,000 for each attendance of a meeting of the Supervisory Board and its committees. The level of remuneration for the members of the Supervisory Board is otherwise to remain unchanged.

The Management Board and Supervisory Board therefore recommend that the Annual General Meeting resolve on the remuneration system for the Supervisory Board members printed in the annex to this agenda item 6 following the agenda and on the following remuneration provision:

“The remuneration for the members of the Supervisory Board shall be set as follows:

a) Fixed remuneration / additional remuneration for committee members

- (1) Each member of the Supervisory Board shall receive a fixed remuneration of EUR 50,000 per financial year. The chairman of the Supervisory Board shall instead receive a fixed remuneration of EUR 100,000 per financial year and his deputy a fixed remuneration of EUR 75,000.*
- (2) The chairman of the Audit Committee and the chairman of the Presiding and Nomination Committee shall receive an additional remuneration for the financial year in the amount of EUR 25,000. The chairmen of other Supervisory Board committees shall receive an additional remuneration for the financial year in the amount of EUR 15,000 for each committee.*
- (3) Members of a Supervisory Board committee shall receive an additional remuneration for the financial year in the amount of EUR 10,000 for each committee, but overall for memberships in committees a maximum additional remuneration in the amount of EUR 20,000 for the financial year (“Maximum Amount”). This Maximum Amount shall not include additional remunerations in the financial year for chairing committees. The additional remuneration for members in committees shall be paid in addition to any additional remuneration for chairing committees.*
- (4) The additional remuneration pursuant to no. (2) and no. (3) of this lit. a) shall only be payable if the respective committee has held at least one meeting in the relevant financial year.*

Convenience Translation

b) Attendance fee

Furthermore, the members of the Supervisory Board receive an attendance fee of EUR 1,000 for each attendance of a meeting of the Supervisory Board. Moreover, members of a committee of the Supervisory Board receive an attendance fee of EUR 1,000 for each attendance of a meeting of the respective committee. Participation by way of video or telephone conference shall qualify as attendance within the meaning of this lit. b). Should there be several meetings of the same body (of the plenum or the respective committee of the Supervisory Board) on a single day, the attendance fee shall be paid only once.

c) D&O insurance

The members of the Supervisory Board shall be included in a D&O insurance taken out by the Company in its own interest for executive bodies and certain managers ("D&O Insurance") with an adequate insured sum. The premiums for this insurance shall be borne by the Company. The D&O Insurance provides for a deductible for the Supervisory Board members of at least 10% of the amount of damage up to a maximum of 150% of the fixed annual remuneration.

d) Miscellaneous

(1) Members of the Supervisory Board who have not been members of the Supervisory Board or a committee for a full financial year, or who have not held the office of chairman or deputy chairman for a full financial year, shall receive the remuneration pursuant to lit. a) pro rata temporis for the duration of their work.

(2) The remuneration pursuant to lit. a) and the attendance fee pursuant to lit. b) for the respective financial year shall be due on the first day after the general meeting to which the annual financial statements for the respective financial year are submitted.

(3) The statutory right to the reimbursement of expenses shall remain unaffected. Accordingly, the members of the Supervisory Board shall be entitled to reimbursement of reasonable expenses (in particular costs for travel, accommodation, meals and telecommunications) incurred in the course of exercising their office. Reimbursements shall be subject to the provision of receipts and statements of account.

(4) The members of the Supervisory Board shall also receive the VAT payable on their remuneration and reimbursed expenses.

e) Validity

This remuneration provision for the members of the Supervisory Board shall apply as from 21 May 2021 and remain in force until it is amended or cancelled by the general meeting of the Company. The chairman of the Presiding and Nomination Committee shall receive the additional remuneration pursuant to lit. a)

Convenience Translation

no. (2), sentence 1 for the 2021 financial year pro rata temporis as from 21 May 2021. With the entry into force of this remuneration provision, the former remuneration provision for the members of the Supervisory Board resolved by the general meeting of 6 April 2011 shall cease to be valid.“

7. Election of a Supervisory Board member

Mr Lars Magnus Berg has resigned from office as a member of the Supervisory Board with effect as of the end of 31 August 2020. The Hanau Local Court appointed Mr. Miguel Ángel López Borrego to the Supervisory Board of NORMA Group SE with effect as of 16 March 2021. Mr. Miguel Ángel López Borrego is now to be elected to the Supervisory Board on the basis of a resolution adopted at the Annual General Meeting.

Under Article 40(2), (3) SE Regulation, section 17 SEAG² and article 11(1) of NORMA Group SE's Articles of Association, the Supervisory Board comprises six members, all of them elected by the general meeting.

The Supervisory Board – based on a corresponding proposal by the Nomination Committee of the Supervisory Board – proposes that

Mr. Miguel Ángel López Borrego, resident in Madrid, Spain, Chairman of the Board of Directors of Siemens Gamesa Renewable Energy S.A. in Zamudio, Spain, and President and CEO of Siemens S.A. in Madrid, Spain, as well as Head of the activities of Siemens in Spain, be elected as a member of the Supervisory Board for the period until the end of the general meeting that resolves on the ratification of the actions of the Supervisory Board for the 2024 financial year, but for a maximum period of six years.

The Supervisory Board's proposal for election takes account of the targets determined by the Supervisory Board regarding its composition, and aims at fulfilling the overall profile of required skills and expertise for the entire body as worked out by the Supervisory Board.

Information pursuant to section 125(1) sentence 5 German Stock Corporation Act and pursuant to recommendations C.13 and C.14 of the German Corporate Governance Code

Mr. López is already a member of the Supervisory Board of the Company. Otherwise, Mr. López is not a member of supervisory boards required by law or of comparable supervisory bodies.

According to the Supervisory Board's assessment, there are no personal or business relationships between Mr. López and the Company, the bodies of NORMA Group SE or the shareholders with a significant stake in NORMA Group SE, the disclosure of which relationships is recommended by recommendation C.13 of the German Corporate Governance Code, apart from the existing membership of Mr. López of the Supervisory Board of the Company.

² Act implementing Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) (German SE Implementation Act - SEAG) of 22 December 2004.

Convenience Translation

A CV of Mr. López is printed following the agenda after the annex to agenda item 6 and published on the internet at <https://www.normagroup.com/corp/en/investors/agm/>.

8. Resolution on adapting the Articles of Association to the ARUG II

Due to the ARUG II, some statutory provisions on the formalities in connection with the general meeting have been adapted with effect as of 3 September 2020. One of these adaptations is to be incorporated into the wording of the Articles of Association of NORMA Group SE. This is merely an editorial clarification:

For purposes of clarification in this regard, the provision in article 17(1) of the Articles of Association, pursuant to which the registration for the general meeting must be in text form, shall be supplemented to stipulate that a registration transmitted within the framework of electronic communication via the chain of intermediaries in accordance with the new requirements of the German Stock Corporation Act will be sufficient.

Against this background, the Management Board and the Supervisory Board propose that article 17(1) of the Articles of Association be revised as follows:

“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 either German or English and in text form (section 126b German Civil Code) or by transmission through intermediaries subject to the requirements set out in section 67c German Stock Corporation Act in conjunction with Article 6 Commission Implementing Regulation (EU) 2018/1212 are entitled to participate in the general shareholders’ meeting. The day of the general shareholders’ meeting and the day of receipt are to be disregarded when calculating such period.”

Convenience Translation

Annex to agenda item 6 – Remuneration system for the Supervisory Board members

I. Contribution of the remuneration to promoting the business strategy and the long-term development of NORMA Group SE

The remuneration of the members of the Supervisory Board takes into account, both in terms of structure and amount, the requirements of the office of a member of the Supervisory Board of NORMA Group SE, in particular the time involved as well as the responsibility associated with it. The remuneration is in line with the market and the amount – also in comparison to the remuneration of the members of the supervisory boards of comparable listed companies in Germany – is commensurate with the tasks of the members of the Supervisory Board and the situation of NORMA Group SE. The remuneration makes it possible to recruit suitable and qualified candidates for the office of a Supervisory Board member. As such, the remuneration of the members of the Supervisory Board contributes to the ability of the Supervisory Board as a whole to perform its tasks of monitoring and advising the Management Board properly and competently. Limiting the remuneration to a fixed remuneration also takes these Supervisory Board tasks into account. It provides the members of the Supervisory Board with an incentive to appropriately scrutinise the management by the Management Board in the performance of its monitoring and advisory tasks without being primarily guided by developments of operational performance indicators. Together with the Management Board, the Supervisory Board thereby promotes the business strategy as well as the long-term development of NORMA Group SE. Paying only a fixed remuneration is moreover in line with suggestion G.18, sentence 1 of the German Corporate Governance Code.

II. Remuneration components

The remuneration of Supervisory Board members consists of a fixed annual remuneration and the attendance fee.

The fixed annual remuneration is EUR 100,000 for the chairman of the Supervisory Board, EUR 75,000 for the deputy chairman of the Supervisory Board and EUR 50,000 for every other member of the Supervisory Board.

The chairmen of the Audit and of the Presiding and Nomination Committees each receive an additional remuneration of EUR 25,000 per financial year and the chairmen of other committees a remuneration of EUR 15,000. Members of a Supervisory Board committee receive an additional remuneration for the financial year in the amount of EUR 10,000 for each committee, but overall for memberships in committees a maximum additional remuneration in the amount of EUR 20,000 for the financial year (“Maximum Amount”). This Maximum Amount does not include additional remuneration for chairing committees. The additional remuneration for members in committees is furthermore paid in addition to any additional remuneration for chairing committees. Against this background, the remuneration of the members of the Supervisory Board is also in line with recommendation G.17 of the German Corporate Governance Code according to which appropriate account is to be taken of the greater time commitment of the chairman and the deputy chairman of the Supervisory Board as well as of the chairman and members of committees. The fixed annual remuneration is reduced pro rata if a member does not sit on the Supervisory

Convenience Translation

Board or the committee for the entire financial year or does not hold the office of chairman or deputy chairman for the entire financial year.

Furthermore, the members of the Supervisory Board receive an attendance fee of EUR 1,000 for each attendance of a meeting of the Supervisory Board. Moreover, members of a committee of the Supervisory Board receive an attendance fee of EUR 1,000 for each attendance of a meeting of the respective committee. Should there be several meetings of the same body (of the plenum or the respective committee of the Supervisory Board) on a single day, the attendance fee shall be paid only once. The members of the Supervisory Board are furthermore covered by a D&O insurance taken out by the Company for executive bodies and certain managers (“D&O Insurance”). NORMA Group SE reimburses any VAT payable on the remuneration and expenses of the members of the Supervisory Board.

III. Procedures for determining, implementing and reviewing the remuneration system

The general meeting determines the remuneration of the members of the Supervisory Board on the recommendation of the Management Board and Supervisory Board in the Articles of Association or by resolution. The previous Supervisory Board remuneration was determined by resolution of the general meeting of 6 April 2011.

Pursuant to section 113(3) German Stock Corporation Act in the version based on the ARUG II, the general meeting must resolve on the remuneration system for the members of the Supervisory Board at least every four years. In preparation for the resolution of the general meeting, the Management Board and the Supervisory Board each review whether the remuneration for members of the Supervisory Board, in particular in terms of amount and structure, continues to be in the interest of NORMA Group SE and is appropriate. To this end, the Supervisory Board may also carry out a horizontal market comparison. If necessary, the Management Board and the Supervisory Board will propose an appropriate adjustment of the remuneration to the general meeting. The Presiding and Nomination Committee may carry out preparatory work for the advice and resolutions of the Supervisory Board on the remuneration for Supervisory Board members.

Convenience Translation

Further information on the candidate proposed for election to the Supervisory Board under agenda item 7

Miguel Ángel López Borrego, Madrid, Spain

Personal details:

Date of birth: 1965

Place of birth: Frankfurt/Main

Nationality: Spanish

Current Occupation:

Chairman of the Board of Directors of Siemens Gamesa Renewable Energy S.A. in Zamudio, Spain, and President and CEO of Siemens S.A. in Madrid, Spain, as well as Head of the activities of Siemens in Spain (since 2018)

Career Progression:

2017 - 2018	CFO of Siemens Gamesa Renewable Energy S.A., Zamudio, Spain
2016 - 2017	Chairman of the Advisory Board of Valeo Siemens eAutomotive GmbH, Erlangen
2014 - 2017	Member of the Board of Directors of Primetals Technologies Limited, London, United Kingdom
2014 - 2017	CFO of the Digital Factory of Siemens AG, Nuremberg
2013 - 2014	CFO of the Industry sector of Siemens AG, Erlangen
2008 - 2013	CFO of the „Industry Automation“ division of Siemens AG, Nuremberg
2004 - 2007	CFO of „Low Voltage Controls & Distribution“ of Siemens AG, Nuremberg
2001 - 2003	CFO of the business unit „Interior & Infotainment“ of Siemens VDO AG, Babenhausen
1995 - 2001	CFO of the „Instruments“ division of Mannesmann VDO AG, Babenhausen
1991 - 1995	CFO of VDO Instrumentos S.A., Rubi, Spain
1987 - 1991	Controller for production, quality and logistics at VDO AG, Babenhausen

Education:

Siemens Top Management Program (TMC) in Munich and Singapore
Global MBA program of the universities of Toronto, Erfstadt, Linz, and Shanghai
Business Studies at Mannheim University of Cooperative Education; degree in business administration (*Diplom-Betriebswirt*)

Relevant knowledge, skills and professional experience:

- Particular knowledge of accounting and auditing due to many years as CFO and, previously, as controller
- Knowledge in the areas of risk management, internal control system and compliance
- International activities

Convenience Translation

- Experience in the automotive industry
- Experience in the area of new energy
- Experience in the area of mergers & acquisitions
- Experience in the area of industrial digitization
- Knowledge of the capital market and its operating principle, including the perspective of investors and of the duties according to capital markets law and stock market regulations
- Knowledge of IT systems, including ERP systems

Other mandates in supervisory boards required by law and comparable supervisory bodies:

No further mandates.

Other important activities:

- CEO of SIEMENS HOLDING S.L., Tres Cantos, Spain – non-listed
- Managing director of SIEMENS RAIL AUTOMATION S.A.U., Tres Cantos, Spain – non-listed
- Managing director of Siemens Portugal S.A., Lisbon, Portugal – non-listed
- Member of the Advisory Board of Siemens Healthcare, S.L.U., Getafe, Spain – non-listed
- Member of the Entrepreneur's Advisory Board of the Spanish Employers Association, Madrid, Spain
- Member of the Management Board of the German Chamber of Commerce in Spain, Madrid, Spain

Convenience Translation

Further information and notes

I. Total number of shares and voting rights

As at the date of the invitation to the Annual General Meeting, the share capital of the Company amounts to EUR 31,862,400.00 and is divided into 31,862,400 registered no-par value shares, each of which grants one vote. As at the date of the invitation, the Company does not hold any own shares.

II. Conditions for shareholders' rights and possibilities to be exercised in connection with the virtual Annual General Meeting, in particular voting rights

With the Supervisory Board's approval, the Management Board has decided to hold the Annual General Meeting as a virtual general meeting without attendance in person of the shareholders or their proxies, pursuant to section 1(2) COVID-19 Measures Act.

1. Registration

Pursuant to article 17(1) of the Articles of Association, those shareholders who have registered with the Company in a timely manner prior to the Annual General Meeting and are entered in the share register on the date of the Annual General Meeting are entitled to exercise their rights and possibilities in connection with the virtual Annual General Meeting, in particular voting rights.

Registration of the shareholder must be received by the Company, in German or English, by **24:00 hrs (CEST) on 13 May 2021** either in text form

– at the following address

NORMA Group SE
c/o Computershare Operations Center
80249 Munich, Germany or

– via the fax number

+49 (0) 89 30903 74675 or

– via the e-mail address

anmeldestelle@computershare.de or

– electronically via the internet at

<https://www.normagroup.com/corp/en/investors/agm/shareholder-service/>.

or by transmission through intermediaries subject to the requirements set out in section 67c German Stock Corporation Act. In order to use the electronic registration option, the shareholders require an individual access code in addition to the shareholder number. This access code will be sent to the shareholders listed in the share register together with the invitation letter. Proxies will receive own access data, as presented in more detail under IV. 2.

Convenience Translation

Please note, that due to current developments in the coronavirus pandemic, in particular, delay in postal services may occur. We therefore recommend registering by fax, e-mail or electronically via the internet.

2. Notes on registration stop

- a) Only persons who are registered as shareholders in the share register are deemed shareholders of the Company for the purpose of exercising rights and possibilities in connection with the virtual Annual General Meeting. How many voting rights they have will be determined by the status of registration in the share register on the date of the Annual General Meeting. Please note, however, that for reasons of processing, a "registration stop" will apply from (and including) 14 May 2021 through (and including) the day of the Annual General Meeting on 20 May 2021, i.e. no registrations or deregistrations will be carried out in the share register. Therefore, the decisive date in terms of the status of registrations will be **13 May 2021, 24:00 hrs** (CEST) ("Technical Record Date").
- b) Shares will not be blocked by a registration for the Annual General Meeting. Shareholders may therefore continue to dispose freely of their shares even following their registration for the Annual General Meeting and regardless of the registration stop.

3. Notes on postal votes

Shareholders and their proxies, respectively, may exercise voting rights in connection with the virtual Annual General Meeting by postal vote. Timely registration in a proper form and entry of the shareholder in the share register on the date of the Annual General Meeting will be required for this. For details of casting postal votes, please refer to the section headed "Procedure for voting by postal vote" (IV.1.).

4. Notes on casting votes by proxy

In addition to casting votes in connection with the virtual Annual General Meeting by postal vote themselves, shareholders may also vote by proxy, which can, for example, be a credit institution or a shareholders' association, or other representatives such as Company proxies appointed by the Company. In these cases too, timely registration of the shareholder in a proper form and entry of the shareholder in the share register on the date of the Annual General Meeting will be required. For details on voting by proxy, please refer to the section headed "Procedure for voting by proxy" (IV.2.) and "Procedure for voting by Company proxy" (IV.3.).

III. Streaming of the virtual Annual General Meeting on the internet

After entering their access data, shareholders or their proxies may follow the audiovisual transmission of the entire virtual Annual General Meeting at <https://www.normagroup.com/corp/en/investors/aggm/shareholder-service/>. The access data will be sent to the shareholders listed in the share register together with the invitation letter. Proxies will receive own access data, as presented in more detail under IV. 2.

Convenience Translation

IV. Procedure for the casting of votes

Once shareholders have duly and properly registered, they and their proxies, respectively, may exercise voting rights by postal vote. They may however also cast votes by (sub-)proxy, in particular by a person appointed by the Company (Company proxy).

1. Procedure for voting by postal vote

Postal votes can be cast either (i) by post, fax or e-mail or (ii) electronically via the internet at <https://www.normagroup.com/corp/en/investors/agm/shareholder-service/> or (iii) by way of transmission through intermediaries subject to the requirements set out in section 67c German Stock Corporation Act.

- a) For postal votes **by post, fax or e-mail**, please use the postal vote form that you received together with the registration documents. Postal votes by post, fax or e-mail can be cast up to and no later than **18:00 hrs (CEST) on 19 May 2021**
- at the following address
NORMA Group SE
c/o Computershare Operations Center
80249 Munich, Germany or
 - via the fax number
+49 (0) 89 30903 74675 or
 - via the e-mail address
anmeldestelle@computershare.de.

In all of these cases, the time/date of receipt of the postal votes by the Company will be decisive. This also applies to any amendment to or revocation of postal votes by post, fax or e-mail.

- b) Postal votes can be cast **electronically via the internet** at <https://www.normagroup.com/corp/en/investors/agm/shareholder-service/> **up to and no later than the time at which votes begin to be counted** at the virtual Annual General Meeting and pursuant to the procedure determined by the Company. The access data will be sent to the shareholders listed in the share register together with the invitation letter.
- c) Subject to the requirements of section 67c German Stock Corporation Act, postal votes may also be submitted to the Company through intermediaries up to and no later than **18:00 hrs (CEST) on 19 May 2021**. The time/date of receipt of the postal votes by the Company will be decisive. This also applies to any amendment to or revocation of postal votes by way of transmission through intermediaries.
- d) Up to and no later than the time at which votes begin to be counted at the virtual Annual General Meeting, postal votes already cast may be amended or revoked electronically via the internet at <https://www.normagroup.com/corp/en/investors/agm/shareholder-service/>.

Convenience Translation

This also applies to postal votes cast on time by post, fax, e-mail or, subject to the requirements of section 67c German Stock Corporation Act, by way of transmission through intermediaries.

- e) Intermediaries within the meaning of section 135(1) German Stock Corporation Act or other persons or institutions (such as shareholders' associations) treated as equivalent to intermediaries pursuant to section 135(8) German Stock Corporation Act with proxy authorisations may also avail themselves of postal votes. Upon request, the Company will provide them with electronic means of casting votes or corresponding forms for this purpose.
- f) Should declarations casting, amending or revoking postal votes be received by more than one of the possible routes of communication, namely (i) post, (ii) fax, (iii) e-mail, (iv) electronically via the internet at <https://www.normagroup.com/corp/en/investors/agm/shareholder-service/> and (v) – subject to the requirements set out in section 67c German Stock Corporation Act –intermediaries, then the last declaration received by the due date shall be deemed binding.
- g) A postal vote does not rule out the possibility of casting votes by proxy (see “Procedure for voting by proxy” below). Casting a vote by proxy, including by the Company proxy, shall be deemed as revoking any postal votes previously cast.
- h) Postal votes cast in respect of agenda item 2 in this invitation will also apply should the proposed resolution on the appropriation of the balance sheet profit be amended on account of a change in the number of shares carrying dividend rights.
- i) Should a separate vote rather than a block vote be carried out in respect of an agenda item, the postal vote cast on such agenda item will apply accordingly to each item of the separate vote.

2. Procedure for voting by proxy

Shareholders who do not wish to exercise their voting rights in connection with the virtual Annual General Meeting by postal vote themselves, but rather by proxy, must grant such proxy a due and proper proxy authorisation before the vote. The following should be noted in this regard:

- a) If neither an intermediary within the meaning of section 135(1) German Stock Corporation Act nor another person or institution (such as a shareholders' association) treated as equivalent to an intermediary pursuant to section 135(8) German Stock Corporation Act has been authorised, the proxy authorisation must be issued either
 - aa) to the Company in text form at one of the addresses stated above for postal votes by post, fax or e-mail (under IV.1.a.) or by way of transmission through intermediaries subject to the requirements set out in section 67c German Stock Corporation Act, or
 - bb) directly to the proxy in text form (in such a case, evidence of the proxy authorisation must be submitted to the Company in text form or by way of transmission through intermediaries subject to the requirements set out in section 67c German Stock Corporation Act).

Convenience Translation

The same applies to revocation of the proxy authorisation. As soon as the proxy authorisation has been issued to the Company or evidence of the proxy authorisation has been submitted to the Company in text form, the proxy will receive his own access data, with which he can exercise rights and possibilities in connection with the virtual Annual General Meeting via the internet at <https://www.normagroup.com/corp/en/investors/agm/shareholder-service>.

Shareholders and their proxies may submit evidence of the authorisation or revocation thereof in text form to the Company at one of the addresses stated above (under IV.1.a.) for postal votes by post, fax or e-mail or, subject to the requirements set out in section 67c German Stock Corporation Act, through intermediaries.

- b) Proxy authorisations can also be issued and revoked **electronically via the internet** at <https://www.normagroup.com/corp/en/investors/agm/shareholder-service/> pursuant to the procedure determined by the Company **up to and no later than the time at which votes begin to be counted** at the virtual Annual General Meeting. The access data will be sent to the shareholders listed in the share register together with the invitation letter. The possibility to revoke proxy authorisations electronically via the internet also applies to proxy authorisations issued or evidenced by post, fax or e-mail or, subject to the requirements set out in section 67c German Stock Corporation Act, by way of transmission through intermediaries.
- c) The statutory provisions, in particular section 135 German Stock Corporation Act, apply to proxy authorisations granted to intermediaries within the meaning of section 135(1) German Stock Corporation Act or other persons or institutions (such as shareholders' associations) treated as equivalent to intermediaries pursuant to section 135(8) German Stock Corporation Act as well as to the revocation and the evidence of such proxy authorisations. Please also observe any rules that may be prescribed in this regard by the authorised representatives themselves.

Intermediaries within the meaning of section 135(1) German Stock Corporation Act and other persons or institutions that are equivalent to intermediaries pursuant to section 135(8) German Stock Corporation Act (such as shareholder associations) require authorisation in order to exercise the voting rights for shares that do not belong to them, but for which they are registered as holder in the share register.

- d) If a shareholder authorises more than one person, the Company is entitled to reject one or more of them pursuant to section 134(3), sentence 2 German Stock Corporation Act.
- e) Please refer your proxies to the information on data protection which is set out in section VII. below.

3. Procedure for voting by Company proxy

Shareholders and their proxies, respectively, may also be represented by persons appointed by the Company when casting votes in connection with the virtual Annual General Meeting. The following should be noted in this regard:

Convenience Translation

- a) Company proxies may only vote on agenda items for which they have received express instructions on how to exercise the voting rights. Company proxies are obliged to vote according to the instructions given to them.
- b) Please note that Company proxies (i) cannot accept any requests to speak, to lodge objections to general meeting resolutions or to ask questions or submit motions and that they (ii) are only available to vote on such motions and candidate nominations in respect of which resolution proposals by the Management Board and/or the Supervisory Board pursuant to section 124(3) German Stock Corporation Act or by shareholders pursuant to Article 56 SE Regulation, section 50(2) SEAG, sections 124(1), 122(2) sentence 2 German Stock Corporation Act have been published in this invitation or subsequently or have been made available pursuant to sections 126, 127 German Stock Corporation Act, insofar as each of these motions and candidate nominations are voted on at the virtual Annual General Meeting.
- c) Proxy authorisations and instructions to Company proxies may be issued, amended or revoked in text form, using one of the addresses listed above (under IV.1.a) for casting votes by **post, fax or e-mail by 18:00 hrs (CEST) on 19 May 2021**. In all of these cases, the time/date of receipt of the power of proxy or instruction, of the amendment or of the revocation by the Company will be decisive.
- d) Proxy authorisations and instructions to Company proxies can be issued **electronically via the internet** at <https://www.normagroup.com/corp/en/investors/agm/shareholder-service/> pursuant to the procedure determined by the Company **up to and no later than the time at which votes begin to be counted** at the virtual Annual General Meeting. The access data will be sent to the shareholders listed in the share register together with the invitation letter.
- e) Subject to the requirements of section 67c German Stock Corporation Act, proxy authorisations and instructions to Company proxies may also be issued, amended or revoked by way of transmission through intermediaries **up to and no later than 18:00 hrs (CEST) on 19 May 2021**. The time/date of receipt of the power of proxy or instruction, amendment or revocation by the Company will be decisive.
- f) Up to and no later than the time at which votes begin to be counted at the virtual Annual General Meeting, proxy authorisations and instructions to Company proxies already issued may be amended or revoked electronically via the internet by means of the individual access data at <https://www.normagroup.com/corp/en/investors/agm/shareholder-service/>. This also applies to proxy authorisations and instructions to Company proxies issued on time by post, fax, e-mail or, subject to the requirements of section 67c German Stock Corporation Act, by way of transmission through intermediaries.
- g) Intermediaries within the meaning of section 135(1) German Stock Corporation Act or other persons or institutions (such as shareholders' associations) treated as equivalent to intermediaries pursuant to section 135(8) German Stock Corporation Act with proxy authorisations may also avail themselves of Company proxies appointed by the Company. Upon request, the Company will provide them with electronic means of casting votes or corresponding forms for this purpose.

Convenience Translation

- h) Should declarations issuing, amending or revoking proxy authorisations and instructions to Company proxies be received by more than one of the possible routes of communication, namely (i) post, (ii) fax, (iii) e-mail, (iv) electronically via the internet at <https://www.nor-magroup.com/corp/en/investors/agm/shareholder-service/> and (v) – subject to the requirements set out in section 67c German Stock Corporation Act – intermediaries, then the last declaration received by the due date shall be deemed binding.
- i) Authorisation of the Company proxies appointed by the Company does not rule out casting postal votes. Casting postal votes shall be deemed as revoking any proxy authorisations and instructions to the Company proxies appointed by the Company.
- j) Instructions to Company proxies in respect of agenda item 2 in this invitation will also apply should the proposed resolution on the appropriation of the balance sheet profit be amended on account of a change in the number of shares carrying dividend rights.
- k) Should a separate vote rather than a block vote be carried out in respect of an agenda item, the instruction given in respect of this agenda item will apply analogously to each point of the separate vote.

4. Forms for registration, proxy authorisations and postal votes

Shareholders may use the form that they receive together with the registration documents to register, issue proxy authorisations or cast postal votes, or they may use any method described above in sections II.1, IV.1, IV.2 and IV.3 that meets the formal requirements. Proxy authorisation forms and postal vote forms are available on the Company's website at <https://www.norma-group.com/corp/en/investors/agm/>.

If you wish to authorise an intermediary within the meaning of section 135(1) German Stock Corporation Act, or another person or institution (such as a shareholders' association) treated as equivalent to an intermediary pursuant to section 135(8) German Stock Corporation Act, please discuss the form in which the proxy authorisation is to be issued with such person or institution.

V. Shareholders' rights and possibilities

In connection with the virtual Annual General Meeting, shareholders have the following rights and possibilities. Further details are to be found on the Company's website at <https://www.nor-magroup.com/corp/en/investors/agm/>.

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. Each new agenda item must be accompanied by a statement of grounds or by a proposed resolution. The request must be sent in writing to the Company's Management Board. Requests of this kind are to be sent to the following address:

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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 (CEST) on 19 April 2021**.

Additional agenda items that require publication 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 <https://www.normagroup.com/corp/en/investors/agm/> and notified to the shareholders.

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 Annual General Meeting, i.e. by no later than **24:00 hrs (CEST) on 5 May 2021**,

- to the following address

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

- via the fax number

+49 (0) 6181 6102 7641 or

- via the e-mail address

ir@normagroup.com or

- by transmission through intermediaries subject to the requirements set out in section 67c German Stock Corporation Act.

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/agm/>. The Company may decide not

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to make a counter-motion and possible grounds for it available if the requirements set out in 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.

Motions or voting proposals by shareholders which are to be made accessible pursuant to section 126 German Stock Corporation Act or section 127 German Stock Corporation Act shall be deemed to have been made at the Annual General Meeting if the shareholder making the motion or submitting the voting proposal is entered in the Company's share register and has registered for the Annual General Meeting.

3. Right to submit 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 a right to submit questions by means of electronic communication. This right to submit questions is only open to shareholders who have registered for the virtual Annual General Meeting in due time and pursuant to the stipulations specified above (under II.1.), and their proxies.

Questions can only be submitted electronically via the internet at <https://www.norma-group.com/corp/en/investors/agm/shareholder-service/> by **18 May 2021, 24:00 hrs (CEST)**. The access data will be sent to the shareholders listed in the share register together with the invitation letter. The proxies will receive their own access data as soon as the proxy authorisation has been issued to the Company or evidence of the proxy authorisation has been submitted to the Company. 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.

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, shareholders who have exercised their voting rights by postal vote 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/>. The access data will be sent to the shareholders listed in the share register together with the invitation letter. The proxies will receive their own access data as soon as the proxy authorisation has been issued to the Company or evidence of the proxy authorisation has been submitted to the Company.

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VI. Information and documents on the Annual General Meeting; website

This invitation to the Annual General Meeting, the documents to be made available to the Annual General Meeting, including the information required pursuant to section 124a German Stock Corporation Act, any shareholders' motions as well as additional notes on shareholders' rights and possibilities pursuant to Article 56 SE Regulation, section 50(2) SEAG, section 122(2), section 126(1), section 127 German Stock Corporation Act and section 1(2), nos. 3, 4 COVID-19 Measures Act will be available on the Company's website at <https://www.norma-group.com/corp/en/investors/agm/> from the day on which the Annual General Meeting is convened. All documents that must be made available to the Annual General Meeting by law will also be available there during the virtual Annual General Meeting.

VII. Information on data protection

In connection with the virtual Annual General Meeting, NORMA Group SE processes, as controller within the meaning of data protection law, personal data (such as name, date of birth, address, if applicable, e-mail address, number of shares and type of share ownership) of shareholders and their proxies on the basis of applicable data protection law in order to prepare for and conduct the virtual Annual General Meeting in the form stipulated by law.

The processing of personal data is absolutely necessary for the preparation and conduct of the virtual Annual General Meeting. The legal bases for the processing of such data are Article 6(1)(c) General Data Protection Regulation (GDPR) and section 67e(1) German Stock Corporation Act.

The service providers commissioned to host the Annual General Meeting only receive personal data from NORMA Group SE that are required for the performance of the commissioned service. The service providers process the data exclusively in accordance with the instructions of NORMA Group SE. Otherwise, personal data are provided to the shareholders and shareholder proxies in connection with the virtual Annual General Meeting within the scope of the statutory provisions. 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. This data processing is necessary in order to safeguard the legitimate interest of the other shareholders to learn the names of those submitting questions and to be able to better assess the question afterwards. The legal bases for the data processing are Article 6(1)(f) General Data Protection Regulation (GDPR) and section 67e(1) German Stock Corporation Act.

The Company retains the personal data in connection with the virtual Annual General Meeting in accordance with its statutory duties. The data are regularly erased after three years if the data are no longer needed for possible disputes over the adoption or validity of resolutions of the Annual General Meeting. Should the Company become aware that a shareholder is no longer a shareholder of the Company, his personal data will generally be retained for no more than twelve months provided that the data are no longer needed for possible disputes over the adoption or validity of resolutions of the Annual General Meeting.

Under the statutory requirements, the shareholders and proxies have at all times an access, rectification, restriction, objection and erasure right in relation to the processing of their personal data as well as a right to data portability pursuant to chapter III of the GDPR as well as pursuant to

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section 67e(4) German Stock Corporation Act. The shareholders and proxies may assert these rights vis-à-vis the Company, free of charge, using the following contact information:

- NORMA Group SE
Data Protection Office
Edisonstr. 4
63477 Maintal, Germany or
- via the telephone number
+49 (0) 6181 4037 308 or
- via the e-mail address
dataprotection@normagroup.com.

Shareholders and proxies can also reach the Company's data protection officer using this contact information. In addition, the shareholders and proxies also have a right to lodge a complaint with the data protection supervisory authorities pursuant to Article 77 GDPR.

Further information on data protection has been published on the internet at <https://www.norma-group.com/corp/en/investors/agm/>.

Maintal, April 2021

NORMA Group SE
The Management Board