



## CONVENIENCE TRANSLATION

### **Information on shareholders' rights and possibilities pursuant to Article 56 SE Regulation, section 50(2) German SE Implementation Act, sections 118(1), (2), 122(2), 126(1), 127, 129(5) 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 2020, p. 570, amended by the amendment acts of 22 December 2020 (Federal Law Gazette I 2020, p. 3332), of 7 July 2021 (Federal Law Gazette I 2021, p. 2437) and of 10 September 2021 (Federal Law Gazette I 2021, p. 4153), ("COVID-19 Measures Act").

The convocation of the Annual General Meeting already contains details of shareholders' rights and possibilities pursuant to Article 56 SE Regulation<sup>1</sup>, section 50(2) German SE Implementation Act<sup>2</sup> (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 sent in writing to the Company's Management Board. Please send requests of this kind 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 16 April 2022** (CEST; corresponding to 22:00 hrs UTC).

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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").

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.

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 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 Annual General Meeting, i.e. by no later than **24:00 hrs on 2 May 2022** (CEST; corresponding to 22:00 hrs UTC),

– to the following address

NORMA Group SE  
Investor Relations  
Edisonstr. 4  
63477 Maintal  
Germany 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 counter-motions 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, if applicable, the grounds for it available if the conditions of section 126(2) German Stock Corporation Act have been met.

According to section 127 of the German Stock Corporation Act, these regulations apply analogously to a proposal made by a shareholder for the election of Supervisory Board members or auditors. 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. Due to the fact that shareholders and their proxies may not physically attend this year's virtual Annual General Meeting, the Company will desist from not making available a counter-motion and, if applicable, the grounds for it on the basis of section 126(2) sentence 1 no. 6 German Stock Corporation Act ("if the shareholder indicates that he shall neither attend the general meeting nor arrange for a representative to attend on his behalf").

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, according to section 1(2) sentence 3 COVID-19-Measures 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.

The respective provisions of the German Stock Corporation Act and of the COVID-19-Measures Act are, in excerpts, as follows:

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

- (3) *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.*
- (4) *The counter-motion and the grounds therefor need not be made accessible*
  2. *if the Management Board would render itself liable to prosecution by making such counter-motion and grounds accessible,*
  3. *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,*

4. *if the grounds contain key statements which are manifestly incorrect or misleading or if they are slanderous,*
5. *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,*
6. *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,*
7. *if the shareholder indicates that he shall neither attend the general meeting nor arrange for a representative to attend on his behalf, or*
8. *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.*

- (1) *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)*

- (2) *... 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) *At least twenty-one days prior to the date of the general meeting, the executive board of a company that has not exclusively issued registered shares shall notify the following persons of the convening of the general meeting:*
  1. *to the intermediaries, who hold shares in the company in custody,*
  2. *to shareholders and intermediaries that have requested such notice, and*
  3. *to shareholder associations that have requested such notice or have exercised voting rights for shareholders in the previous general 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.*

- (4) *The Management Board of a company that has issued registered shares shall provide the same communication to persons registered in the share register, as well as to the shareholders and intermediaries that have requested such communication or exercised voting rights at the preceding general meeting, by the beginning of the twenty-first day before the general meeting.*

*Section 1 COVID-19 Measures Act (excerpt)*

- (2) ... *Motions or election proposals of shareholders to be made accessible in accordance with Sections 126, 127 of the German Stock Corporation Act will be deemed to have been made during the virtual general meeting if the shareholder making the request or submitting the election proposal is duly legitimized and registered for the 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. Shareholders who have registered for the virtual Annual General Meeting in due time may exercise the right to submit questions also by proxy.

Questions can only be submitted via the Investor Portal by **15 May 2022, 24:00 hrs** (CEST; corresponding to 22:00 hrs UTC). The Investor Portal can be accessed via the website <https://www.normagroup.com/corp/en/investors/agm/shareholder-service/>. An individual access code in addition to the shareholder number is required to register with the Investor Portal. The shareholders listed in the share register at the beginning of 26 April 2022 will be sent an initial password together with the invitation letter to the Annual General Meeting. 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. The Management Board shall decide at its discretion, after due consideration, how it answers questions. We request your understanding that we must reserve the right to summarize questions. 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. When submitting questions, shareholders or proxies will be asked in the Investor Portal if they object to being named.

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. *shareholders are offered a right to submit questions by means of electronic communication,*

4. *[...].*

*The Management Board shall decide at its discretion, after due consideration how it answers questions; it may also stipulate that any questions must be submitted by electronic communication one day 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 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 in the Investor Portal at <https://www.normagroup.com/corp/en/investors/agm/shareholder-service/>. An individual access code in addition to the shareholder number is required to register with the Investor Portal. The shareholders listed in the share register at the beginning of 26 April 2022 will be sent an initial password together with the invitation letter to the Annual General Meeting. 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.

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.*



**5. Confirmation of the receipt of votes in accordance with section 118(1) sentence 3 to 5, (2) sentence 2 German Stock Corporation Act and confirmation of the recording and counting of votes in accordance with section 129(5) German Stock Corporation Act**

Pursuant to section 118(1) sentence 3, (2) sentence 2 German Stock Corporation Act, the Company must electronically confirm receipt of the votes cast electronically to the party exercising the right to vote by means of electronic communication in accordance with the requirements set out in Article 7(1) and Article 9(5) subparagraph 1 of the Commission Implementing Regulation (EU) 2018/1212. Moreover, within a period of one month commencing the day after the general meeting, and in line with section 129(5) sentence 1 German Stock Corporation Act, the party casting the vote may request that the Company confirms whether and how his/her vote was recorded and counted. The Company must issue this confirmation pursuant to the requirements set out in Article 7(2) and Article 9(5) subparagraph 2 of the Commission Implementing Regulation (EU) 2018/1212.

If a confirmation is issued to an intermediary, the latter must immediately forward this confirmation to the shareholder in accordance with section 118(1) sentence 4 German Stock Corporation Act or section 129(5) sentence 3 German Stock Corporation Act respectively.

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

*Section 118 German Stock Corporation Act General information (excerpts)*

- (1) The shareholders exercise their rights in the affairs of the Company at the General Meeting, unless the law provides otherwise. The Articles of Association may provide or authorize the executive board to provide that the shareholders may participate in the General Meeting without being present at its venue and without an authorized representative and may exercise all or some of their rights in whole or in part by means of electronic communication. If voting rights are exercised electronically, receipt of the electronically cast vote must be confirmed electronically by the Company to the party exercising their right to vote in accordance with the requirements set out in Article 7(1) and Article 9(5), subparagraph 1 of Implementing Regulation (EU) 2018/1212. If the confirmation is issued to an intermediary, the latter shall immediately forward the confirmation to the shareholder. Section 67a(2) sentence 1 and (3) shall apply mutatis mutandis.*
- (2) The Articles of Association may provide or authorize the executive board to provide that shareholders may cast their votes in writing or by means of electronic communication (postal vote) even without participating in the meeting. Paragraph 1 sentences 3 to 5 shall apply mutatis mutandis.*

*Section 129 German Stock Corporation Act Rules of procedure; list of attendees; proof of the vote count (excerpts)*

- (5) *Within one month of the day of the general meeting the party exercising their right to vote can request confirmation from the company as to whether and how his or her vote was counted. The company must issue the confirmation in accordance with the requirements set out in Article 7(2) and Article 9(5) subparagraph 2 of Implementing Regulation (EU) 2018/1212. If the confirmation is issued to an intermediary, the latter must immediately forward this confirmation to the shareholder. Section 67a(2) sentence 1 and (3) apply mutatis mutandis.*

*Section 67a German Stock Corporation Act Transmission of information on corporate events; terminology (excerpts)*

- (2) *Information may be transmitted by instructed third parties. ...*
- (3) *An intermediary has to transfer to the following intermediary in the chain of intermediaries any information according to paragraph 1 sentence 1 received from another intermediary or from the company and within the time period stipulated in Article 9(2) subparagraph 2 or 3 and (7) of Implementing Regulation (EU) 2018/1212, unless he knows that such intermediary will receive such information from someone else. The same applies to information of a listed company having its seat in another member state of the European Union. Paragraph 2 sentence 1 applies accordingly.*

*Article 7 Implementing Regulation (EU) 2018/1212 Format of confirmation of the receipt and recording and counting of votes*

- (1) *The minimum types of information and data elements that a confirmation of the receipt of votes cast electronically as provided for in the first subparagraph of Article 3c(2) of Directive 2007/36/EC comprises shall be as set out in Table 6 of the Annex.*
- (2) *The minimum types of information and data elements that a confirmation of recording and counting of votes by the issuer to the shareholder or third party nominated by the shareholder as provided for in the second subparagraph of Article 3c(2) of Directive 2007/36/EC comprises shall be as set out in Table 7 of the Annex.*

*Article 3 of Directive 2007/36/EC Facilitation of the exercise of shareholder rights (excerpts)*

- (2) *Member States shall ensure that when votes are cast electronically an electronic confirmation of receipt of the votes is sent to the person that casts the vote.*

*Member States shall ensure that after the general meeting the shareholder or a third party nominated by the shareholder can obtain, at least upon request, confirmation that their votes have been validly recorded and counted by the company, unless that information is already available to them. Member States may establish a deadline for requesting such confirmation. Such a deadline shall not be longer than three months from the date of the vote. ...*

*Article 9 Implementing Regulation (EU) 2018/1212 Deadlines to be complied with by issuers and intermediaries in corporate events and in shareholder identification processes (excerpts)*

- (5) *The confirmation of the receipt of votes cast electronically as provided for in Article 7(1) shall be provided to the person that cast the vote immediately after the cast of the votes.*

*The confirmation of recording and counting of votes as provided for in Article 7(2) shall be provided by the issuer in a timely manner and no later than 15 days after the request or general meeting, whichever occurs later, unless the information is already available.*