



**Convocation**  
**of the Annual General Meeting**  
**of NORMA Group SE**  
**on 13 May 2025**

**ISIN: DE000A1H8BV3**

**German securities identification code: A1H8BV**

**NORMA Group SE**

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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 UTC), on Tuesday, 13 May 2025,**

in the

Deutsche Nationalbibliothek,

Adickesallee 1,

60322 Frankfurt am Main

Germany.

## Agenda

- 1. Presentation of the adopted annual financial statements, the approved consolidated financial statements, the summarised management report of NORMA Group SE and the Group, including the explanatory report on the information required pursuant to sections 289a, 315a German Commercial Code and the report of the Supervisory Board for the 2024 fiscal year**

The said documents have been published on the Company's website at

<https://www.normagroup.com/global/en/investor-relations/aggm/annual-general-meeting>.

They will be also available at the Annual General Meeting and will be explained there by the Management Board and – where the report of the Supervisory Board is concerned – by the Chair 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<sup>1</sup>. In accordance with the statutory provisions, no resolution is therefore necessary on this agenda item.

<sup>1</sup> 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").

- 2. Resolution on the appropriation of the balance sheet profit for the 2024 fiscal year**

The Management Board and the Supervisory Board propose that the balance sheet profit for the 2024 fiscal year in the amount of EUR 44,404,569.04 be appropriated as follows:

Payment of a dividend of EUR 0.40 per no-par value share carrying dividend rights	EUR 12,744,960.00
Transfer to revenue reserves	EUR 0.00
Profit carried forward	EUR 31,659,609.04
Balance sheet profit	EUR 44,404,569.04

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 2024 fiscal 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 0.40 per no-par value share carrying dividend rights for the completed 2024 fiscal year will be put to the vote at the Annual General Meeting. In such a case, the profit carried forward will be amended accordingly.

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.

**3. Resolution on the ratification of the actions of the Management Board of NORMA Group SE for the 2024 fiscal 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 2024 fiscal 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 2024 fiscal 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 2024 fiscal 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 as well as the auditor of the sustainability report for the 2025 fiscal year**

**5.1 Auditor of the annual financial statements and auditor of the consolidated financial statements**

The Supervisory Board proposes, based on a corresponding recommendation of its Audit Committee, that KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, be appointed as auditor of the annual financial statements and as auditor of the consolidated financial statements for the 2025 fiscal year.

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

## **5.2 Auditor of the sustainability report**

The Supervisory Board proposes, based on a corresponding recommendation of its Audit Committee, that KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, be appointed as auditor of the sustainability report for the 2025 fiscal year.

The auditor of the sustainability report is appointed by the Annual General Meeting as a precaution against the backdrop of Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022 amending Regulation (EU) No 537/2014, Directive 2004/109/EC, Directive 2006/43/EC and Directive 2013/34/EU, as regards corporate sustainability reporting, which is to be transposed into national law.

## **6. Election of Supervisory Board members**

The term of office of Supervisory Board members Kerstin Müller-Kirchhofs and Erika Schulte will expire upon the end of the Annual General Meeting on 13 May 2025. For this reason, a new election of two members of the Supervisory Board is required.

Under Article 40(2), (3) SE Regulation, section 17 SEAG (German Act on the Implementation of the Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European company (SE) of 22 December 2004) 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 General and Nomination Committee of the Supervisory Board – proposes that:

- 6.1 Kerstin Müller-Kirchhofs, resident in Düsseldorf, consultant, be elected to 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 2028 fiscal year, but for a maximum period of six years, and
- 6.2 Dr Erek Speckert, resident in Öhningen, CEO of KERN LIEBERS GmbH & Co. KG, be elected to 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 2028 fiscal year, but for a maximum period of six years.

The intention is to carry out the elections to the Supervisory Board on an individual basis.

The Supervisory Board's proposals for election take account of the targets determined by the Supervisory Board regarding its composition, and aim at fulfilling the overall profile of required skills and expertise for the entire body as worked out by the Supervisory Board. In the assessment

of the Supervisory Board, the candidates are to be considered independent within the meaning of recommendation C.6 of the German Corporate Governance Code. The Supervisory Board has satisfied itself that the candidates have sufficient time available to discharge their duties as members of the Supervisory Board of NORMA Group SE.

The Supervisory Board intends to propose that Kerstin Müller-Kirchhofs again be elected, on a transitional basis, as Chair of the Supervisory Board, should she be re-elected to the Supervisory Board of the Company. As soon as the Supervisory Board has found and appointed a new Chair of the Management Board, Mr Wilhelms, who was appointed as Chairman of the Management Board on a temporary basis, shall resume his activities on the Supervisory Board and once again take over as Chairman of 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**

Memberships in supervisory boards required by law and comparable supervisory bodies:

- Kerstin Müller-Kirchhofs is already a member of the Supervisory Board of the Company.
- Dr Erek Speckert ist a member of the Supervisory Board of the non-listed GKD – Gebr. Kufferath AG in Düren and a member of the Advisory Board of the non-listed Odenwald Faserplattenwerk GmbH in Amorbach.
- Apart from that, the persons nominated for election are not members of any supervisory board required by law or of a comparable supervisory body.

According to the Supervisory Board’s assessment, there are no personal or business relationships between the persons nominated for election as members of the Supervisory Board and the Company, the bodies of NORMA Group SE, as well as the shareholders with a significant stake in NORMA Group SE, that go beyond the existing membership of Kerstin Müller-Kirchhofs in the Supervisory Board of the Company, the disclosure of which relationships is recommended by recommendation C.13 of the German Corporate Governance Code.

The candidates’ CVs are printed following the agenda and published on the internet at

<https://www.normagroup.com/global/en/investor-relations/agm/annual-general-meeting>.

**7. Resolution on the approval of the remuneration report for the 2024 fiscal year**

The Management Board and the Supervisory Board shall, pursuant to section 162 German Stock Corporation Act, prepare a remuneration report each year that must comply with specific requirements. The auditor must verify that the remuneration report includes all the information required by law and must issue an audit certificate on this. The remuneration report verified by the auditor in this manner must be submitted to the general meeting for approval pursuant to section 120a(4) German Stock Corporation Act. The decision of the general meeting on the approval

of the remuneration report shall be understood as a recommendation. In the remuneration report for the current fiscal year, the Management Board and the Supervisory Board shall explain how they have taken into account the resolution of the general meeting on the approval of the remuneration report for the previous fiscal year.

Against this background, the Management Board and the Supervisory Board propose to the Annual General Meeting to approve the remuneration report for the 2024 fiscal year made available together with the audit certificate of the auditor on the Company's website at

<https://www.normagroup.com/global/en/investor-relations/agm/annual-general-meeting>.

## **8. Resolution on the remuneration of the Supervisory Board members**

Pursuant to Section 113(3) German Stock Corporation Act, the general meeting of a listed company must decide on the remuneration and the remuneration system for the members of the Supervisory Board at least every four years. The applicable remuneration system for the members of the Supervisory Board of NORMA Group SE and the corresponding remuneration arrangement were adopted by the Annual General Meeting on 20 May 2021.

In the course of the review of the Supervisory Board remuneration, for which the support of an independent corporate governance consultant was enlisted, the Management Board and Supervisory Board concluded that the applicable remuneration arrangement should be slightly adjusted. The adjustment is intended to continue to ensure attractive and competitive remuneration in order to be able to attract and retain suitable and qualified candidates for the office of Supervisory Board member. Against this background, an adjustment of the Supervisory Board remuneration will be proposed to the Annual General Meeting.

The remuneration of the members of the Supervisory Board shall remain largely unchanged compared to the current structure and shall only be adjusted moderately by 10% with regard to the amount of the remuneration components. The attendance fee is excluded from the increase. Compared to the remuneration arrangement applicable to date, the fixed remuneration of the Supervisory Board members shall be increased from EUR 50,000 to EUR 55,000 per fiscal year. Where the differentiation between the individual Supervisory Board positions remains the same, this will result in a corresponding increase of the fixed remuneration from EUR 100,000 to EUR 110,000 for the Chair of the Supervisory Board and from EUR 75,000 to EUR 82,500 for his deputy. In addition, the remuneration for chairing the Audit Committee or the General and Nomination Committee shall be increased from EUR 25,000 to EUR 27,500 per fiscal year and it shall be increased from EUR 15,000 to EUR 16,500 per fiscal year for chairing other committees. The remuneration for membership in a committee shall be adjusted from EUR 10,000 to EUR 11,000.

In addition, the maximum amount that has so far limited the remuneration for membership in committees – but not the remuneration for chairing committees – to EUR 20,000 is to be eliminated. The Supervisory Board is of the opinion that each additional membership in a committee

also means additional time commitment and increased responsibility and should therefore be compensated. Nevertheless, the Supervisory Board will ensure that, as a rule, no Supervisory Board member is represented in more than two committees to ensure diversity in the composition of the Supervisory Board's committees.

In addition, the deductible previously provided for under the D&O insurance shall be cancelled in line with the prevailing market practice.

The Management Board and Supervisory Board therefore propose to the Annual General Meeting to adopt a resolution on the adjusted remuneration system for the members of the Supervisory Board made available on the Company's website at

<https://www.normagroup.com/global/en/investor-relations/agm/annual-general-meeting>

and on the following remuneration arrangement:

*“The remuneration for the Supervisory Board members is determined as follows:*

a) *Fixed remuneration / additional remuneration for committee members*

- (1) *Each Supervisory Board member receives fixed remuneration of EUR 55,000 per fiscal year. The Chairman of the Supervisory Board receives, instead of this, fixed remuneration of EUR 110,000 per fiscal year, and the Deputy Chairman EUR 82,500.*
- (2) *The Chairman of the Audit Committee and the Chairman of the General and Nomination Committee each receive an additional remuneration of EUR 27,500 per fiscal year. The chairpersons of other committees of the Supervisory Board each receive an additional remuneration of EUR 16,500 per fiscal year per committee.*
- (3) *Members of a committee of the Supervisory Board receive an additional remuneration of EUR 11,000 per fiscal year per committee. Additional committee membership fees are in addition to any additional committee chair fees.*
- (4) *The additional remuneration pursuant to paragraphs (2) and (3) of this lit. a) clause is only payable if the respective committee has convened at least once in the relevant fiscal year.*

b) *Attendance fee*

*In addition, the members of the Supervisory Board receive an attendance fee of EUR 1,000 for each meeting of the Supervisory Board that they attend. Committee members also receive an attendance fee of EUR 1,000 for each meeting of the respective committee they attend. Participation by way of video or telephone conference qualifies as participation within the meaning of this lit. b). For several meetings of the same body (the plenary session or the respective committee of the Supervisory Board) that take place on one day, the attendance fee is only paid once.*

c) *D&O insurance*

*In the interest of the Company, the members of the Supervisory Board are included in a pecuniary damage liability insurance policy in a reasonable amount maintained by the Company for its board members and certain executives (“D&O insurance”). The premiums shall be paid by the Company.*

d) *Miscellaneous*

(1) *Supervisory Board members who did not belong to the Supervisory Board or a committee or did not hold the position of Chair or Deputy Chair for the full fiscal year receive the remuneration pursuant to lit. a) pro rata temporis for the duration of their activity.*

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

(3) *The statutory claim to reimbursement of expenses remains unaffected. According to it, the members of the Supervisory Board are entitled to reimbursement of reasonable expenses (in particular, costs for travel, accommodation, meals and telecommunications) that are incurred as a result of performing their duties. Reimbursements are subject to the provision of receipts and statements of account.*

(4) *The members of the Supervisory Board also receive the value-added tax payable on their remuneration and reimbursed expenses.*

e) *Application*

*This remuneration arrangement for the members of the Supervisory Board will apply as from 14 May 2025 until it is amended or cancelled by the general meeting of the Company. When this remuneration arrangement comes into force, the previous remuneration arrangement for the members of the Supervisory Board adopted by the Annual General Meeting on 20 May 2021 will cease to apply.”*

## **9. Resolution on the renewal of the authorisation to conduct virtual general meetings**

Section 118a German Stock Corporation Act makes it possible for the articles of association to provide for the general meeting to be held without attendance in person of the shareholders or their proxies at the place of the general meeting (virtual general meeting). The articles of association can also authorise the management board to provide for a virtual general meeting to be held. Such a provision in the articles of association must be limited in time, whereby the maximum period is five years from registration of the corresponding amendment to the articles of association in the commercial register of the company.

The authorisation of the Management Board to provide for virtual general meetings shall be renewed in the Articles of Association of NORMA Group SE. However, the maximum possible

period provided for in the Act should again not be utilised. Instead, an authorisation for holding virtual general meetings within a period of only two years after registration of the amendment of the Articles of Association should again be resolved. Moreover, in the future, the Management Board's decision to conduct a virtual general meeting shall – even if this is not required by law – only be made with the Supervisory Board's consent. A corresponding consent requirement shall be included in the rules of procedure for the Management Board.

The Management Board and the Supervisory Board are of the opinion that there are generally good arguments both for conducting an in-person general meeting and for conducting a virtual general meeting. The Company has opted for the in-person format for the general meetings in 2023, 2024 and 2025 in particular because, from the Company's perspective, the interaction when the shareholders and their proxies are physically present offers advantages compared to virtual interaction. However, in the case of upcoming general meetings, it cannot be ruled out that, in individual cases, the arguments in favour of a virtual meeting will outweigh the arguments for an in-person meeting. For this reason, the Company should continue to be given the flexibility to hold future general meetings virtually as well. A virtual general meeting provides – approximating the in-person general meeting – for the direct interaction between shareholders and the Management Board and Supervisory Board during the meeting via video communication and electronic communication channels. Shareholders also have extensive rights to ask questions, speak and submit motions at virtual general meetings.

It seems reasonable to be able to decide, prior to each general meeting and taking into account the circumstances of the individual case, whether that meeting should take place as a virtual or as an in-person meeting. The relevant decision shall be made in consideration of the interests of the Company and its shareholders, and in particular also the most extensive possible safeguarding of shareholder rights, the agenda, the expense and the costs, as well as sustainability considerations.

Against this background, the Management Board and the Supervisory Board propose that article 16(3) of the Company's Articles of Association be revised as follows:

*“The Management Board shall be authorised, for general meetings taking place within a period of two years after this provision of the Articles of Association resolved by the Annual General Meeting on 13 May 2025 has been registered in the commercial register of the Company, to provide for the meeting to be held without attendance in person of the shareholders or their proxies at the place of the general meeting (virtual general meeting). If a virtual general meeting is held, the legal requirements stipulated for this shall be complied with.”*

#### **10. Resolution on the creation of a new Authorised Capital 2025 and the corresponding amendment of the Articles of Association**

By resolution adopted by the Annual General Meeting on 30 June 2020 under agenda item 8, the Management Board was authorised, with the Supervisory Board's consent, to increase the share capital of the Company once or repeatedly up to and including 29 June 2025 by up to a total of

EUR 3,186,240 by issuing up to 3,186,240 new registered no-par value shares against cash and/or non-cash contributions (Authorised Capital 2020).

The Authorised Capital 2020 has not been utilised. The Authorised Capital 2020 is to be cancelled and a new Authorised Capital 2025 created so that the Management Board will have the possibility of making use of financing options with the consent of the Supervisory Board in the interest of the Company in the future as well in order to take advantage of business opportunities and to strengthen the Company's equity capital base.

The Management Board and the Supervisory Board therefore propose to adopt the following resolutions:

a) Cancellation of the Authorised Capital 2020

The Authorised Capital 2020 pursuant to article 5 of the Articles of Association shall be cancelled upon the amendment of the Articles of Association proposed in lit. c) of this agenda item 10 taking effect.

b) Creation of a new Authorised Capital 2025

The Management Board is authorised, with the Supervisory Board's consent, to increase the Company's share capital once or repeatedly on or before 12 May 2030 by up to a total of EUR 3,186,240 by issuing from up to 3,186,240 new registered shares against cash and/or non-cash contributions (Authorised Capital 2025).

Shareholders are to be basically granted a statutory right to subscribe to the new shares. The Management Board is however authorised, with the Supervisory Board's consent, to exclude the shareholders' subscription rights wholly or in part, once or repeatedly, in accordance with the following provisions:

- aa) to exclude the shareholders' subscription rights for fractional amounts;
- bb) if and to the extent this is necessary to grant the bearers or creditors of conversion or option rights and/or the bearers or creditors of financing instruments carrying conversion or option obligations which were or are issued by the Company, or by a domestic or foreign company in which the Company holds directly or indirectly the majority of the votes and capital, a subscription right to the extent they would be entitled to after the exercise of the conversion or option rights or after the fulfilment of a conversion or option obligation;
- cc) in the case of a capital increase against cash contributions pursuant or according to section 186(3), sentence 4 German Stock Corporation Act, if the par value of the new shares is not substantially lower than the stock exchange price of the already listed shares in the Company and if the new shares which were issued under exclusion of the subscription right do not exceed a proportional amount of 10% of the share capital in total, either at the time the Authorised Capital 2025 takes effect or at

the time the Authorised Capital 2025 is utilised. The proportional amount of the share capital that is attributable to shares which are issued or sold under exclusion of the subscription right during the term of the Authorised Capital 2025 based on an authorisation to issue new shares or to sell own shares in direct or indirect application of section 186(3), sentence 4 German Stock Corporation Act will be counted towards this limit of 10% of the share capital. Furthermore, the proportional amount of the share capital that is attributable to shares which may or must be issued in order to service bonds carrying a conversion or option right or a conversion or option obligation will be counted towards this limit, to the extent that the bonds are issued during the term of the Authorised Capital 2025 under exclusion of the shareholders' subscription right in corresponding application of section 186(3), sentence 4 German Stock Corporation Act;

- dd) in case of capital increases against non-cash contributions, in particular for the purpose of acquiring enterprises, parts of enterprises or interests in enterprises or other assets, including claims against the Company or its Group companies.

The sum of shares that are issued based on the Authorised Capital 2025 under exclusion of the shareholders' subscription right must not exceed a proportional amount of 10% of the share capital either at the time the authorisation takes effect or at the time the authorisation is utilised, taking into account other shares of the Company that are sold or issued under exclusion of the subscription right during the term of the Authorised Capital 2025 or that are to be issued based on bonds which were issued as from 13 May 2025.

Where the subscription right is not excluded under the above provisions, it may also be granted to the shareholders in the form of an indirect subscription right pursuant to section 186(5) German Stock Corporation Act or also partially, in the form of a direct subscription right, and otherwise in the form of an indirect subscription right pursuant to section 186(5) German Stock Corporation Act, if so determined by the Management Board with the consent of the Supervisory Board.

The Management Board is moreover authorised to establish the further details of the capital increase and its performance, in particular the contents of the share rights and the terms and conditions of share issuance, with the consent of the Supervisory Board.

- c) Amendment of the Articles of Association

Article 5 of the Articles of Association shall be reworded as set out below:

**“§ 5 Authorised Capital**

- (1) *The Management Board is authorised, with the Supervisory Board's consent, to increase the Company's share capital once or repeatedly on or before 12 May 2030 by up to a total of EUR 3,186,240 by issuing from up to 3,186,240 new registered shares against cash and/or non-cash contributions (Authorised Capital 2025).*

- (2) *Shareholders are to be basically granted a statutory right to subscribe to the new shares. The Management Board is however authorised, with the Supervisory Board's consent, to exclude the shareholders' subscription rights wholly or in part, once or repeatedly, in accordance with the following provisions:*
- (i) *to exclude the shareholders' subscription rights for fractional amounts;*
  - (ii) *if and to the extent this is necessary to grant the bearers or creditors of conversion or option rights and/or the bearers or creditors of financing instruments carrying conversion or option obligations which were or are issued by the Company, or by a domestic or foreign company in which the Company holds directly or indirectly the majority of the votes and capital, a subscription right to the extent they would be entitled to after the exercise of the conversion or option rights or after the fulfilment of a conversion or option obligation;*
  - (iii) *in the case of a capital increase against cash contributions pursuant or according to section 186(3), sentence 4 German Stock Corporation Act, if the par value of the new shares is not substantially lower than the stock exchange price of the already listed shares in the Company and if the new shares which were issued under exclusion of the subscription right do not exceed a proportional amount of 10% of the share capital in total, either at the time the Authorised Capital 2025 takes effect or at the time the Authorised Capital 2025 is utilised. The proportional amount of the share capital that is attributable to shares which are issued or sold under exclusion of the subscription right during the term of the Authorised Capital 2025 based on an authorisation to issue new shares or to sell own shares in direct or indirect application of section 186(3), sentence 4 German Stock Corporation Act will be counted towards this limit of 10% of the share capital. Furthermore, the proportional amount of the share capital that is attributable to shares which may or must be issued in order to service bonds carrying a conversion or option right or a conversion or option obligation will be counted towards this limit, to the extent that the bonds are issued during the term of the Authorised Capital 2025 under exclusion of the shareholders' subscription right in corresponding application of section 186(3), sentence 4 German Stock Corporation Act;*
  - (iv) *in case of capital increases against non-cash contributions, in particular for the purpose of acquiring enterprises, parts of enterprises or interests in enterprises or other assets, including claims against the Company or its Group companies.*

*The sum of shares that are issued based on the Authorised Capital 2025 under exclusion of the shareholders' subscription right must not exceed a proportional amount of 10% of the share capital either at the time the authorisation takes effect or at the time the authorisation is utilised, taking into account other shares of the Company that are sold or issued under exclusion of the subscription right during the term of the Authorised Capital 2025 or that are to be issued based on bonds which were issued as from 13 May 2025.*

- (3) *Where the subscription right is not excluded under the above provisions, it may also be granted to the shareholders in the form of an indirect subscription right pursuant to section 186(5) German Stock Corporation Act or also partially, in the form of a direct subscription right, and otherwise in the form of an indirect subscription right pursuant to section 186(5) German Stock Corporation Act, if so determined by the Management Board with the consent of the Supervisory Board.*
- (4) *The Management Board is authorised to establish the further details of the capital increase and its performance, in particular the contents of the share rights and the terms and conditions of share issuance, with the consent of the Supervisory Board.”*

d) Authorisation to amend the Articles of Association

The Supervisory Board is authorised to amend the wording of articles 4 and 5 of the Articles of Association to reflect the new shares issued from the Authorised Capital 2025 and, if the Authorised Capital 2025 has not been utilised or not been utilised in full on or before 12 May 2030, after the expiry of the authorisation.

e) Instruction to the Management Board

The Management Board is instructed to apply for the registration of the cancellation of the Authorised Capital 2020 and the creation of the new Authorised Capital 2025 in the commercial register of the Company, subject to the proviso that the cancellation of the Authorised Capital 2020 shall be registered only if it has been ensured that the amendment of article 5 of the Articles of Association will be registered immediately thereafter.

The Management Board’s report in respect of agenda item 10 pursuant to section 203(1) and (2) in conjunction with section 186(4), sentence 2 German Stock Corporation Act has been made available on the Company’s website at

<https://www.normagroup.com/global/en/investor-relations/agm/annual-general-meeting>.

**11. Resolution on the creation of a new authorisation to issue bonds, the creation of a Conditional Capital 2025 and the corresponding amendment of the Articles of Association**

By resolution of the Annual General Meeting on 30 June 2020 under agenda item 7, the Management Board was authorised, with the Supervisory Board’s consent, to issue once or repeatedly, up to and including 29 June 2025, bearer or registered convertible bonds and/or bonds with warrants and/or participation rights carrying a conversion or option right and/or conversion or option obligation (or a combination of these instruments) in the total nominal amount of up to EUR 200,000,000 and to grant to or impose on the creditors of bonds conversion/option rights and/or conversion/option obligations to subscribe to a total of up to 3,186,240 new registered non-par value shares of the Company with a pro rata amount of the share capital of up to EUR 3,186,240 in total. A Conditional Capital 2020 in the amount of EUR 3,186,240 was created

to service the conversion/option rights and/or conversion/option obligations. No use has been made of the authorisation.

A new authorisation to issue convertible bonds or bonds with warrants as well as a new Conditional Capital 2025 are to be created so that the Company will also be able to access these financing options flexibly in the future, if necessary. At the same time, the existing authorisation to issue convertible bonds or bonds with warrants or participation rights and the Conditional Capital 2020 are to be cancelled.

The Management Board and the Supervisory Board propose to adopt the following resolutions:

a) Cancellation of the existing authorisation to issue bonds

The authorisation of the Management Board resolved by the Annual General Meeting of 30 June 2020 under agenda item 7 to issue convertible bonds or bonds with warrants or participation rights will be cancelled upon the authorisation to issue convertible bonds or bonds with warrants proposed for resolution under lit. b) below taking effect.

b) Authorisation to issue convertible bonds or bonds with warrants

aa) Nominal amount, duration of the authorisation, number of shares

The Management Board is authorised, with the Supervisory Board's consent, to issue once or repeatedly, up to and including 12 May 2030, bearer or registered convertible bonds and/or bonds with warrants (or a combination of these instruments) in the total nominal amount of up to EUR 200,000,000 with or without a limited maturity term (hereinafter referred to collectively as "Bonds") and to grant to or impose on the creditors of Bonds conversion/option rights and/or conversion/option obligations to subscribe to a total of up to 3,186,240 new registered no-par value shares of the Company with a pro rata amount of the share capital of a total of up to EUR 3,186,240 in accordance with the respective terms and conditions of the Bonds (hereinafter together "Bond Conditions"). The Bond Conditions may also provide for a mandatory conversion at the end of maturity or at other times, including an obligation to exercise the conversion or option right. The Bonds may have a variable interest rate, in terms of which the interest rate may be wholly or partially dependent on the amount of the net profit for the year, the balance sheet profit, or the Company's dividend.

The Bonds may be issued not only in euros but also in the legal currency of an OECD country, as long as the corresponding EUR-equivalent is not exceeded. The Bonds may also be issued by domestic or foreign companies in which the Company holds directly or indirectly the majority of the votes and capital; in this case, the Management Board shall be authorised, with the Supervisory Board's consent, to provide a guarantee for the Bonds on behalf of the Company and to grant the creditors of such Bonds conversion/option rights on shares of the Company or to fulfil conversion or

option obligations related to shares of the Company, as well as to make additional declarations and carry out additional acts as are necessary for a successful issue. When Bonds are issued, they can or will generally be divided into partial debentures carrying equal rights.

Bonds may be issued only for cash consideration.

bb) Granting of subscription rights, exclusion of subscription rights

Shareholders are to be basically granted a right to subscribe to the Bonds. If the Bonds are issued by domestic or foreign companies in which the Company holds directly or indirectly the majority of the votes and capital, the Company must guarantee that the statutory subscription right is actually granted to the shareholders. The Management Board is however authorised, with the Supervisory Board's consent, to exclude the shareholders' subscription rights to the Bonds wholly or in part, once or repeatedly,

- to exclude the shareholders' subscription rights for fractional amounts;
- to the extent that this is necessary to grant bearers or creditors of conversion or option rights, or creditors of Bonds carrying conversion or option obligations, which were or will be issued by the Company or by domestic or foreign companies in which the Company holds directly or indirectly the majority of the votes and capital, a subscription right to the extent they would be entitled to after the exercise of the conversion or option rights or after the fulfilment of conversion or option obligations;
- if the Management Board takes the view, after duly reviewing the matter, that the issue price of the Bonds issued for cash consideration is not substantially lower than the theoretical market value of the Bonds determined by applying recognised methods, especially financial calculation ones. However, this authorisation to exclude subscription rights shall apply only to Bonds carrying rights to shares or obligations to subscribe to shares, to which a proportional amount of the share capital of not more than 10% of the share capital in total is attributable, either at the time this authorisation takes effect or at the time this authorisation is exercised. This restriction shall also apply to own shares, if they are sold by the Company during the term of this authorisation under exclusion of the subscription right in accordance with section 71(1), no. 8 sentence 5, phrase 2, and section 186(3), sentence 4 German Stock Corporation Act. Moreover, this restriction shall also apply to such shares that are issued or sold during the term of this authorisation from authorised capital, under exclusion of the subscription right in accordance with section 203(2), sentence 2 and section 186(3), sentence 4 German Stock Corporation Act, or based on other authorisations to issue or sell shares of the Company under

exclusion of the shareholders' subscription right in direct or indirect application of section 186(3), sentence 4 German Stock Corporation Act.

The sum of shares that are to be issued based on Bonds which are issued on the basis of said authorisation under exclusion of the shareholders' subscription right must not exceed a proportional amount of 10% of the share capital either at the time said authorisation takes effect or at the time said authorisation is utilised, taking into account other shares of the Company that are issued or sold under exclusion of the subscription right as from 13 May 2025.

Where the subscription right is not excluded under the above provisions, it may also be granted to the shareholders in the form of an indirect subscription right pursuant to section 186(5) German Stock Corporation Act or also partially, in the form of a direct subscription right, and otherwise in the form of an indirect subscription right pursuant to section 186(5) German Stock Corporation Act, if so determined by the Management Board with the consent of the Supervisory Board. The Bonds may also be acquired, in whole or in part, by one or more credit institution(s) or one or more enterprises pursuing activities pursuant to section 53(1), sentence 1 or section 53b(1), sentence 1 or (7) Banking Act (*Gesetz über das Kreditwesen*) with the obligation to offer them indirectly to the shareholders for subscription within the meaning of section 186(5) German Stock Corporation Act.

cc) Conversion right, conversion obligation

In the case of the issue of Bonds carrying a conversion right, the bearers or creditors may convert their Bonds into shares of the Company in accordance with the Bond Conditions. The proportional amount of the share capital of the shares to be issued at the time of conversion must not exceed the nominal amount of the Bond or an issue price of the Bond that is lower than the nominal amount, unless the difference is compensated by means of an additional payment to be made in cash. The exchange ratio is determined by dividing the nominal amount, or an issue price of a Bond which is lower than the nominal amount, by the fixed conversion price for a share of the Company. The exchange ratio may be rounded up or down to a whole number (or to a number of decimal places to be stipulated); moreover, an additional payment to be made in cash may also be determined. The Bond Conditions may also provide for a variable exchange ratio. Should conversion rights arise in respect of fractions of shares, provision can also be made for these to be compensated in cash or to be combined so that conversion rights to subscribe to whole shares arise – as the case may be, subject to an additional payment.

The Bond Conditions may also lay down a conversion obligation upon maturity or at another time, which may also be determined by a future event that is still uncertain at the time when the Bonds are issued. In the case of a conversion obligation, the Company may be authorised in the Bond Conditions to settle in cash, in whole or in

part, at the time of the mandatory conversion any difference between the nominal amount of the Bonds and the product of the exchange ratio and a stock exchange price of the shares that is to be defined in the Bond Conditions. The stock exchange price to be applied for purposes of the calculation according to the above sentence is at least 80% of the share's market price that is relevant for the lower limit of the conversion price pursuant to lit. ee).

dd) Option right, option obligation

In the case of the issue of Bonds carrying an option right, one or more warrants (*Optionsschein*) entitling the bearer or creditor to subscribe to shares in the Company in accordance with the Bond Conditions will be added to each Bond. The Bond Conditions may also lay down an obligation to exercise the option upon maturity or at another time, which may also be determined by a future event that is still uncertain at the time at which the Bonds are issued. It may be stipulated that the option price is variable.

The Bond Conditions may also provide that the option price can be paid by transferring Bonds and, as the case may be, making an additional payment in cash. The proportional amount of the share capital of the shares to be subscribed must in this case not exceed the nominal amount of the Bond or an issue price of the Bond that is lower than the nominal amount, unless the difference is compensated by means of an additional payment to be made in cash. The subscription ratio is determined by dividing the nominal amount, or an issue price of a Bond which is lower than the nominal amount, by the fixed option price for a share of the Company. It may be stipulated that the subscription ratio is variable. The subscription ratio may be rounded up or down to a whole number (or a number of decimal places to be stipulated); moreover, an additional payment to be made in cash may also be determined. Should subscription rights arise in respect of fractions of shares, provision can also be made for these to be compensated in cash or to be combined so that subscription rights to subscribe to whole shares arise – as the case may be, subject to an additional payment.

The term of the option right may not exceed the term of the Bond.

ee) Conversion price/option price, anti-dilution

The conversion or option price to be determined for a share must amount – also in case of a variable conversion or option price – to no less than 80% of the average price of the share of NORMA Group SE in Xetra trading (or a comparable successor system) during the respective period of time specified below:

- If the Bonds are not offered to the shareholders for subscription, the average price during the last three trading days at the Frankfurt Stock Exchange before the day when the Management Board adopted the resolution to issue the Bond

(date of the final decision to submit an offer for the subscription of Bonds or to declare the acceptance after a request for the submission of subscription offers was made) will be decisive.

- If the Bonds are offered to the shareholders for subscription, the average price during the last three trading days at the Frankfurt Stock Exchange prior to the date of announcement of the subscription period pursuant to section 186(2), sentence 1 German Stock Corporation Act or, if the final terms and conditions for the issue of the Bonds pursuant to section 186(2), sentence 2 German Stock Corporation Act are only announced during the subscription period, instead during the trading days at the Frankfurt Stock Exchange from the commencement of the subscription period until the day before the last trading day prior to the announcement of the final terms and conditions will be decisive.

The average price must be calculated in each case as the arithmetic mean of the closing auction prices of shares of the Company in Xetra trading (or a comparable successor system) on the relevant trading days. If no closing auction takes place, the closing auction price shall be replaced by the price which is determined in the last auction on each trading day, and in the absence of an auction by the last price determined on each trading day (in each case in Xetra trading or a comparable successor system).

By way of derogation from this, the following shall apply: In the cases of a conversion or option obligation or a right to sell shares within the meaning of lit. ff), a conversion or option price for a share may also be stipulated in accordance with the Bond Conditions which is not lower than 80% of the volume-weighted average price of the share of NORMA Group SE in Xetra trading (or a comparable successor system) during the last ten trading days at the Frankfurt Stock Exchange prior to or after the date of final maturity or prior to or after the date of the obligatory conversion or of the exercise of the option obligation or the right to sell, also if such average price is below the minimum price resulting pursuant to the preceding paragraphs of this lit. ee).

Notwithstanding section 9(1) German Stock Corporation Act, the Bond Conditions may provide for anti-dilution clauses in the event that the Company, during the conversion or option period, increases its share capital by granting its shareholders a subscription right, or issues further Bonds carrying a conversion or option right and/or conversion or option obligation, or grants or guarantees other option rights, and the bearers of conversion or option rights or obligors of a conversion or option obligation are not granted a subscription right to an extent to which they would be entitled after their exercise of the conversion or option rights or after the fulfilment of a conversion obligation. An adjustment of the conversion or option price may also be brought about by means of a payment in cash upon exercising the conversion or

option right or fulfilling the conversion or option obligation or by means of a reduction in any additional payment. The Bond Conditions may also provide for a value-preserving adjustment of the conversion and/or option price with regard to other measures of the Company that may result in a dilution of the value of the conversion and/or option rights. Moreover, in the case of an acquisition of control by third parties, a customary adjustment of the option and conversion price as well as a reduction of the term of the Bonds can be stipulated.

In any event, the proportional amount of the share capital of the shares to be subscribed per partial debenture must not exceed the nominal amount of the respective partial debenture or an issue price of the partial debenture that is lower than the nominal amount, unless the difference is compensated by means of an additional payment to be made in cash.

ff) Further structuring options

The Bond Conditions may provide for a right of the Company to grant the Bond creditors shares in the Company or in another listed company in whole or in part, instead of paying the amount of money due, when the Bonds mature (this also includes maturity due to termination) (right to sell).

The Bond Conditions may determine that in the case of conversion or exercise of an option, the Company may also grant own shares, shares from authorised capital of the Company, or other consideration. The Bond Conditions may also provide for the Company to not grant Company shares to those entitled or obliged to effect a conversion or exercise an option, but instead to pay the equivalent in cash. Moreover, the Bond Conditions may also provide that the number of shares to be subscribed in case of an exercise of the option or conversion rights or after the fulfilment of the conversion obligations or the pertinent conversion right may be variable and/or that the option or conversion price may be changed during the term within a range to be determined by the Management Board, depending on the development of the share price or as a result of anti-dilution provisions.

gg) Authorisation to determine the further Bond Conditions

Subject to compliance with the above provisions, the Management Board is authorised to determine the further details as regards the issuing and structuring of the Bonds, in particular the interest rate, issue price, maturity and denomination, conversion/option price and conversion/option period, or to determine these details in consultation with the company bodies of the companies issuing the Bonds in which the Company holds directly or indirectly the majority of the votes and capital.

c) Cancellation of Conditional Capital 2020

The Conditional Capital 2020 in the amount of EUR 3,186,240, which was resolved by the Annual General Meeting on 30 June 2020 in respect of agenda item 7 pursuant to article 6 of the Articles of Association, is hereby cancelled.

d) Creation of a new Conditional Capital 2025

The share capital of the Company is conditionally increased by up to EUR 3,186,240 through an issuance of up to 3,186,240 new registered shares (Conditional Capital 2025).

The purpose of the Conditional Capital 2025 is to issue shares to the creditors of convertible and/or warrant bonds (or a combination of such instruments), which will be issued based on the authorisation granted by the Annual General Meeting of the Company on 13 May 2025 under agenda item 11 by NORMA Group SE or domestic or foreign companies in which NORMA Group SE holds directly or indirectly the majority of the votes and the capital.

New shares shall be issued at the conversion or option price to be determined in each case in accordance with the authorisation of the Annual General Meeting of the Company on 13 May 2025 under agenda item 11. The conditional increase in capital will be performed only insofar as the bearers of conversion or option rights based on the aforementioned Bonds exercise their conversion or option rights or conversion or option obligations that are based on such Bonds are fulfilled, and insofar as the conversion or option rights and/or conversion or option obligations are not satisfied through own shares, shares from authorised capital or other consideration.

The new shares will participate in the profit as of the beginning of the fiscal year in which they are issued; notwithstanding the above, the Management Board may, if permitted by law, resolve with the consent of the Supervisory Board that the new shares will be able to participate in the profit as of the beginning of an earlier fiscal year for which, at the time of their issue, the general meeting has not yet resolved on the appropriation of the net retained profit.

The Management Board is authorised to determine the further details of the performance of the conditional increase in capital.

e) Amendment of the Articles of Association

Article 6(1) and (2) of the Articles of Association shall be reworded as set out below:

**“§ 6 Conditional Capital**

- (1) *The share capital of the Company is conditionally increased by up to EUR 3,186,240 through an issuance of up to 3,186,240 new registered shares (Conditional Capital 2025).*

- (2) *The conditional increase in capital will be performed only insofar as the bearers of conversion or option rights based on bonds carrying a conversion/option right and/or conversion/option obligation (or a combination of such instruments), which were issued by NORMA Group SE or by domestic or foreign companies in which NORMA Group SE holds directly or indirectly the majority of the votes and capital, based on the Annual General Meeting's authorisation resolution dated 13 May 2025 under agenda item 11, exercise their conversion or option rights or conversion or option obligations that are based on such bonds are fulfilled, and insofar as the conversion or option rights and/or conversion or option obligations are not satisfied through own shares, shares from authorised capital or other consideration. The new shares shall be issued at the respective conversion or option price to be determined in accordance with the authorisation of the Annual General Meeting of 13 May 2025 under agenda item 11.*

Article 6(3) and (4) of the Articles of Association will remain unchanged.

- f) Authorisation to amend the Articles of Association

The Supervisory Board is authorised to amend the wording of articles 4 and 6 of the Articles of Association to reflect the issue of new shares from the Conditional Capital 2025. The same will apply insofar as the authorisation to issue convertible bonds and/or bonds with warrants in accordance with the resolution of the Annual General Meeting on 13 May 2025 is not exercised during the term of the authorisation or the corresponding option or conversion rights or option or conversion obligations have lapsed because the exercise periods have expired or for another reason.

The Management Board's report in respect of agenda item 11 pursuant to section 221(4) in conjunction with section 186(4), sentence 2 German Stock Corporation Act has been made available on the Company's website at

<https://www.normagroup.com/global/en/investor-relations/agm/annual-general-meeting>.

## **12. Resolution on the authorisation to acquire and use own shares, including the authorisation to exclude rights to sell and to acquire shares**

The authorisation to acquire own shares, that was granted to the Company by resolution of the Annual General Meeting on 30 June 2020 under agenda item 9, is limited until the expiry of 29 June 2025. In order to be able to acquire own shares in the future as well, the Company shall continue to be authorised to acquire own shares pursuant to section 71(1), no. 8 German Stock Corporation Act.

The Management Board and the Supervisory Board therefore propose to adopt the following resolutions:

- a) The authorisation to acquire and use own shares that was resolved by the Annual General Meeting on 30 June 2020 under agenda item 9 will be cancelled upon the effectiveness of the following authorisation.
- b) The Company is authorised to acquire shares of the Company up to and including 12 May 2030 for any permissible purpose up to a total of 10% of the share capital of NORMA Group SE at the time of the adoption of the resolution or – if this value is lower – at the time at which the authorisation is exercised. However, the shares acquired on the basis of this authorisation, combined with other shares in the Company which the Company has already acquired and still possesses or which are attributable to it pursuant to sections 71a et seq. German Stock Corporation Act, may not at any time be attributable to more than 10% of the respective share capital. The authorisation may not be used for the purpose of trading in own shares.
- c) The authorisation may be exercised by NORMA Group SE in whole or in partial amounts, once or repeatedly, in pursuit of one or more purposes, but also be carried out by companies that are dependent on NORMA Group SE or in which NORMA Group SE holds a majority of the shares, or on its or their account.
- d) In each individual case, the acquisition will be performed, at the Management Board's option (i) over the stock exchange or (ii) by way of a public purchase offer. Offers pursuant to (ii) above may also be made by way of a call to submit offers.
- If the shares are acquired on the stock exchange, the equivalent value per share that is paid (without ancillary acquisition costs) may not exceed the price for Company shares in the Xetra trading system (or in a comparable successor system) on the Frankfurt Stock Exchange, as determined on the trading day by the opening auction, by more than 10% and not fall below it by more than 10%.
  - If the acquisition is made via a public purchase offer, the offered purchase price or the limits of the purchase price range (without ancillary acquisition costs) may not exceed the mean value of the closing prices for Company shares in the Xetra trading system (or in a comparable successor system) on the last three trading days of the Frankfurt Stock Exchange prior to the day of the Management Board's resolution on the offer by more than 10% and not fall below it by more than 10%. Should, after the publication of a purchase offer, the relevant price deviate to a not insignificant extent from the offered purchase price or from the limits of the purchase price range, the offer may be adjusted. In this case, the offered purchase price or the limits of the offered purchase price range per share (without ancillary acquisition costs) may not exceed the closing price for Company shares in the Xetra trading system (or in a comparable successor system) on the last trading day of the Frankfurt Stock Exchange prior to the Management Board's decision on the adjustment by more than 10% and not fall below it by more than 10%.

- In the case of a public call to submit offers, the purchase price per share paid by the Company (without ancillary acquisition costs) may not exceed the mean value of the closing prices for Company shares in the Xetra trading system (or in a comparable successor system) on the last three trading days of the Frankfurt Stock Exchange prior to the day of the acceptance of the offers by more than 10% and not fall below it by more than 10%.

The Management Board will determine the details of the structuring of the respective acquisition. Should the number of shares offered for sale exceed the total volume the Company intends to acquire, the shareholders' right to sell shares may be excluded to the extent to which the acquisition is performed according to the proportion of the offered shares per shareholder. Moreover, offers for low numbers of shares (up to 100 shares per shareholder) may be given preferential treatment, and the number of shares may be rounded according to commercial principles in order to avoid fractional shares. Any right of the shareholders to sell their shares beyond that is excluded to this extent.

- e) The Management Board is authorised to use shares in the Company which are acquired on the basis of this authorisation for any permissible purpose, including in particular the following:
  - (1) The acquired own shares can be redeemed without the redemption or its performance requiring a further resolution of the general meeting. The redemption will generally lead to a decrease in the share capital. In derogation of the above, the Management Board may determine that the share capital will remain unchanged by the redemption and instead, due to the redemption, the share of the remaining shares in the share capital will be increased pursuant to section 8(3) German Stock Corporation Act. In that case, the Management Board and the Supervisory Board will be authorised to adjust the stated number of shares in the Articles of Association.
  - (2) The acquired own shares can also be sold in a different manner than over the stock exchange or by means of an offer to all shareholders if the shares are sold for cash at a price that does not fall significantly below the stock exchange price of Company shares of the same class and the same type at the time of the sale. However, this authorisation only applies subject to the provision that the shares sold under exclusion of the acquisition right pursuant to section 186(3), sentence 4 German Stock Corporation Act may not, in the aggregate, exceed a proportional amount of 10% of the share capital either at the time this authorisation takes effect or at the time it is exercised. This restriction shall also apply to shares that were issued during the term of this authorisation from authorised capital under exclusion of the subscription right pursuant to section 203(2), sentence 2 and section 186(3), sentence 4 German Stock Corporation Act. Moreover, any shares that are to be issued in order to service bonds carrying conversion or option rights or a conversion or option obligation will be counted towards this limit, to the extent that the bonds are issued under exclusion of

the subscription right during the term of this authorisation in corresponding application of section 186(3), sentence 4 German Stock Corporation Act.

- (3) The acquired own shares may be sold for non-cash consideration, in particular for the purpose of acquiring enterprises, parts of enterprises or interests in enterprises or other assets, including claims against the Company or its Group companies.
  - (4) The acquired own shares may be used to fulfil conversion or option rights which are granted by the Company or a domestic or foreign company in which the Company holds directly or indirectly the majority of the votes and capital, through the issuance of bonds, or to fulfil conversion or option obligations arising from bonds that are issued by the Company or a domestic or foreign company in which the Company holds directly or indirectly the majority of the votes and capital.
  - (5) The acquired own shares may be used in connection with share-based remuneration or employee share schemes of the Company, or of companies that are dependent on the Company or in which the Company holds a majority of the shares, and issued to persons who are in an employment relationship with the Company or a company that is dependent on the Company or in which the Company holds a majority of the shares. They may in particular be offered for acquisition for a consideration or free of charge, committed and transferred to the aforementioned persons, whereby the employment relationship must be in force at the time of the offer, the commitment or the transfer. When combined with the own shares used pursuant to lit. f), the sum of the own shares used for these purposes must not exceed a proportional amount of 5% of the share capital either at the time the authorisation takes effect or at the time the authorisation is utilised.
- f) The Supervisory Board is authorised to issue the own shares acquired on the basis of this authorisation to members of the Management Board of NORMA Group SE as part of the remuneration of the Management Board. In particular, they may be offered for acquisition, committed and transferred to the members of the Management Board of NORMA Group SE. The details of the remuneration for the members of the Management Board are determined by the Supervisory Board. When combined with the own shares used pursuant to lit. e) (5), the sum of the own shares used for these purposes must not exceed a proportional amount of 5% of the share capital either at the time the authorisation takes effect or at the time the authorisation is utilised.
- g) The authorisations set out in lit. e) and lit. f) also cover the use of shares in the Company which were acquired on the basis of previous authorisation resolutions pursuant to section 71(1), no. 8 German Stock Corporation Act or on a different legal basis, and of those shares which were acquired pursuant to section 71d, sentence 5 German Stock Corporation Act or from companies that are dependent on the Company or in which the Company holds a majority of the shares.

- h) The authorisations set out in lit. e) and lit. f) may be used once or repeatedly, in whole or in part, individually or jointly and may also be utilised by companies that are dependent on it or in which NORMA Group SE holds a majority of the shares or by third parties acting on their account or on the account of the Company.
- i) The shareholders' right to acquire these own shares will be excluded to the extent they are used pursuant to the aforementioned authorisation set out in lit. e) (2) to (4) and lit. f). When offering own shares to the shareholders, the Management Board will further be authorised to grant the creditors of the bonds with conversion or option rights and/or a conversion or option obligation which were issued by the Company, or a domestic or foreign company in which the Company holds directly or indirectly the majority of the votes and capital, a subscription right to shares to the extent they would be entitled to after the exercise of the conversion or option right or after the fulfilment of a conversion or option obligation; to this extent, the shareholders' right to acquire these own shares will be excluded.

The Management Board's report in respect of agenda item 12 pursuant to section 71(1), no. 8 in conjunction with section 186(4), sentence 2 German Stock Corporation Act has been made available on the Company's website at

<https://www.normagroup.com/global/en/investor-relations/agm/annual-general-meeting>.

### **13. Resolution on the authorisation to use Derivatives in the course of acquiring own shares**

In addition to the authorisation to acquire own shares pursuant to section 71(1), no. 8 German Stock Corporation Act as proposed in agenda item 12, the Company is to be authorised to acquire own shares with the use of Derivatives as well and enter into the corresponding derivatives transactions. This is not intended to increase the total volume of shares that may be acquired; it is merely intended to provide further options for acquiring own shares. This authorisation is not to limit the Company's use of Derivatives in any way, to the extent this is legally permissible without the authorisation of the general meeting.

The Management Board and the Supervisory Board propose to adopt the following resolutions:

- a) Supplementing the authorisation to acquire own shares pursuant to section 71(1), no. 8 German Stock Corporation Act as proposed in agenda item 12, in addition to the methods described therein, the acquisition of own shares under that authorisation may also be performed by (1) the sale of options which, when exercised, oblige the Company to acquire shares in NORMA Group SE ("Put Options"), (2) the acquisition of options which, when exercised, entitle the Company to acquire shares in NORMA Group SE ("Call Options"), (3) the conclusion of purchase agreements under which more than two trading days will elapse between the conclusion of the purchase agreement for shares in NORMA Group SE and the fulfilment by delivery of shares in NORMA Group SE ("Forward Purchases") or (4) the use of a combination of Put and Call options and Forward Purchases (hereinafter collectively "Derivatives"). The acquisition of shares with the use of Derivatives must be

carried out through a credit institution or another company meeting the requirements set out in section 186(5), sentence 1 German Stock Corporation Act.

- b) This authorisation may be utilised in whole or in part, once or in multiple various transactions or transactions which are entered into in connection with transactions that do not fall under this authorisation but are otherwise permissible by the Company, companies dependent on it or in which the Company holds a majority of the shares, or by third parties acting on its or their account.
- c) The acquisition of shares with the use of Derivatives under this authorisation is, in addition to the limits relating to the share capital as set out in lit. b) of the authorisation proposed in agenda point 12, limited to a number of shares which does not exceed a proportionate amount of 5% of the share capital existing at the time of the adoption of the resolution. The term of each of the individual Derivatives may not exceed 18 months, must end by 12 May 2030 at the latest and be selected such that the acquisition of the shares in NORMA Group SE in the course of exercising or fulfilling the Derivatives cannot be carried out after 12 May 2030.
- d) It must be contractually agreed in the terms of the Derivatives that the shares which are to be delivered to the Company upon exercising or fulfilling the Derivatives must previously be acquired on the stock exchange in accordance with the equal treatment principle at the current price at the time of the acquisition of the share in NORMA Group SE in the Xetra trading system (or a comparable successor system).
- e) The price agreed upon in the respective Derivative (without ancillary acquisition costs) for the acquisition of a share upon exercising or fulfilling Forward Purchases may not exceed the price of the share in NORMA Group SE in the Xetra trading system (or a comparable successor system) on the Frankfurt Stock Exchange, as determined on the day of the conclusion of the Derivative transaction by the opening auction, by more than 10% and not fall below it by more than 10%. The acquisition price paid by the Company for options may not substantially exceed, and the sale price collected by the Company may not fall substantially under, the theoretical market value of the respective options as determined according to recognised methods, especially financial calculation ones, whereby among other things, the agreed exercise price must be taken into account. The forward price agreed by the Company for Forward Purchases may not substantially exceed the theoretical forward price determined according to recognised methods, especially financial calculation ones, whereby among other things, the current exchange price and the term of the Forward Purchase must be taken into account.
- f) If own shares are acquired with the use of Derivatives in compliance with the above rules, any right of the shareholders to conclude such Derivatives transactions with the Company will be excluded in corresponding application of section 186(3), sentence 4 German Stock Corporation Act. Shareholders have a right to offer their shares in the Company for sale

only to the extent the Company is obliged toward them to purchase the shares under the Derivatives transactions. Any right to sell shares beyond that is excluded.

- g) For the use of own shares which are acquired with the use of Derivatives, the provisions set out in agenda point 12 lit. e) to i) apply *mutatis mutandis*.

The Management Board's report in respect of agenda item 13 has been made available on the Company's website at

<https://www.normagroup.com/global/en/investor-relations/agm/annual-general-meeting>.

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## **Further information about the candidates nominated for election as members of the Supervisory Board in agenda item 6**

### **Kerstin Müller-Kirchhofs**

#### Personal data:

Year of birth: 1966

Nationality: German

#### Current professional activity:

Consultant

#### Career history:

2019 - 2022	CFO of GESCO SE, Wuppertal, Germany
2015 - 2018	Managing Director Finance & Administration/CFO of OTTO KRAHN (GmbH & Co.) KG and ALBIS PLASTIC GmbH, Hamburg, Germany, including one year as temporary Spokeswoman of the Management Board/CEO
2008 - 2015	Director Finance & Administration/CFO of AIR LIQUIDE Deutschland GmbH, Düsseldorf, Germany
1993 - 2008	Auditor at Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Düsseldorf, Germany

#### Studies/professional education:

Auditor exam / tax advisor exam

Degree in economics, Diplom-Ökonom, University of Duisburg Gesamthochschule, Germany

Dual study program, Diplom-Betriebswirtin (BA), Robert Bosch GmbH & Berufsakademie Stuttgart, Germany

#### Relevant knowledge, skills and professional experience:

Many years of experience as an auditor in an international industrial environment. CFO activities in international manufacturing and distribution companies, including a listed industrial holding company, with a strong focus on strategy and business development.

- Accounting and auditing including taxes
- Corporate governance, compliance, internal control system, risk management, CSR/ESG
- Controlling
- Treasury, capital market, investor relations
- Mergers & acquisitions including divestment
- HR

#### Other mandates in supervisory boards and comparable bodies:

No further mandates

Other material activities:

Member of the Executive Board/Treasurer of Street Child Deutschland e.V. (non-profit organisation, honorary)

## **Dr. Erek Speckert**

### Personal data:

Year of birth: 1973

Nationality: German

### Current professional activity:

CEO of KERN LIEBERS GmbH & Co. KG, Schramberg, Germany (since 2021)

### Career history:

- 2004 - 2020      Various leadership positions at Freudenberg SE, Weinheim, Germany, among others:
- CEO of the Global O-Ring Division, Freudenberg FST GmbH, Weinheim, Germany
  - Global Vice President Operations, Freudenberg FT GmbH, Weinheim, Germany
  - CEO of NOK-Freudenberg Group China, Shanghai, China
  - Managing Director of Freudenberg Process Consulting GmbH, Weinheim, Germany
  - Senior Manager at NOK Corporation, Tokyo, Japan
- 2002 - 2003      International Trainee at Volkswagen AG, Wolfsburg, Germany

### Studies/professional education:

Ph.D. in Materials Science/Electrochemistry from the University of Cambridge, United Kingdom

Studied Mechanical Engineering, Dipl. Ing. (FH) at the University of Applied Sciences Dortmund, Germany

### Relevant knowledge, skills and professional experience:

Extensive international experience in leading, transforming, and realigning global companies and business units in an industrial environment. Focus on low-cost component portfolio with critical functions (seals, springs, stamped parts)

- Strategy Development and Implementation, Portfolio Management
- Market development of industrial segments in the non-automotive sector
- Restructuring of complex, operational units in North America, Asia, and Europe
- Strategic pricing in the automotive and non-automotive sectors
- Rebranding and consolidation of companies with multiple brands
- Lean Management Practices

Other mandates in supervisory boards and comparable bodies:

Member of the Supervisory Board of GKD Gebr. Kufferath AG, Düren, Germany (not listed)

Member of the Advisory Board of Odenwald Faserplattenwerk GmbH, Amorbach, Germany (not listed)

Other material activities:

None

## Further information and notes

### I. Total number of shares and voting rights

As at the date of the convocation of 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 convocation, the Company does not hold any own shares.

### II. Prerequisites for attending the Annual General Meeting and exercising voting rights

#### 1. Eligibility to attend

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 attend the Annual General Meeting and exercise their voting rights – either in person or by proxies.

Registration of the shareholder must be received by the Company, in German or English, by **24:00 hrs (CEST) on 6 May 2025** either in text form

- to the following address:

NORMA Group SE  
c/o Computershare Operations Center  
80249 München  
Germany

or

- via the e-mail address

anmeldestelle@computershare.de

or

- electronically in the internet via the investor portal of the Company (“**Investor Portal**”) at

<https://www.normagroup.com/global/en/investor-relations/agm/shareholder-service>

or by transmission through intermediaries subject to the requirements set out in section 67c German Stock Corporation Act via one of the above addresses or via the following SWIFT address:

SWIFT: CMDHDEMMXXX; instructions in accordance with ISO 20022; authorisation via SWIFT Relationship Management Application (RMA) required.

The access data (shareholder number and password) required to use the Investor Portal will be sent to the shareholders listed in the share register together with the invitation letter to the Annual General Meeting. Shareholders who created their own password when registering for the invitation to the Annual General Meeting to be sent electronically will use their self-created password instead of the assigned password. The log-in function for the Annual General Meeting and the other Investor Portal functions relating to the Annual General Meeting are expected to be available as of 14 April 2025.

According to the statutory requirements, shareholders who are not listed in the share register until the beginning of 22 April 2025 will not – unless they make a request – receive an invitation letter to the Annual General Meeting and thus will not receive any access data to the Investor Portal either. They can, however, request the invitation letter with access data to the Investor Portal at one of the above addresses for registration by e-mail or post.

## **2. Notes on registration stop**

- a) Only persons who are registered as shareholders in the share register are deemed shareholders of the Company. Their entitlement to attend and 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) 7 May 2025 through (and including) the day of the Annual General Meeting on 13 May 2025, 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 **6 May 2025, 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 casting votes by proxy**

In addition to casting votes in the Annual General Meeting 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 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” and “Procedure for voting by Company proxy”.

## **4. Notes on voting by postal vote**

Shareholders may also vote by postal vote without attending the Annual General Meeting in person or being represented by a proxy at the meeting. In these cases too, 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 details of casting postal votes, please refer to the section headed “Procedure for voting by postal vote”.

### **III. Procedure for the casting of votes**

Once shareholders have duly and properly registered, they may attend the Annual General Meeting in person and exercise their voting rights themselves. They may however also cast their votes by proxy, for example, by Company proxies appointed by the Company or by postal vote.

#### **1. Procedure for voting by proxy**

Shareholders who do not wish to exercise their voting rights at the Annual General Meeting in person, 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 below for evidence of the proxy authorisation or revocation thereof 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).

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, the proxy will receive his own access data for the Investor Portal of the Company on the internet.

Shareholders and their proxies may submit evidence of the authorisation or revocation thereof in text form

- to the following address:

NORMA Group SE  
c/o Computershare Operations Center  
80249 München  
Germany

or

- via the e-mail address  
anmeldestelle@computershare.de

or subject to the requirements set out in section 67c German Stock Corporation Act through intermediaries to the Company via one of the above addresses or via the following SWIFT address:

SWIFT: CMDHDEMXXX; instructions in accordance with ISO 20022; authorisation via SWIFT Relationship Management Application (RMA) required.

Such evidence may also be submitted on the day of the Annual General Meeting at the entrance/exit desks. Proxy authorisations to third parties may also be issued or revoked there on the day of the Annual General Meeting.

- b) Proxy authorisations can also be issued or revoked **in the Investor Portal** via the internet at

<https://www.normagroup.com/global/en/investor-relations/agm/shareholder-service>

by **18:00 hrs (CEST) on 12 May 2025** pursuant to the procedure determined by the Company. The possibility to revoke proxy authorisations in the Investor Portal also applies to proxy authorisations issued or evidenced by e-mail, post or, subject to the requirements set out in section 67c German Stock Corporation Act, by way of transmission through intermediaries. Proxy authorisations that are issued via the Investor Portal may also be revoked, subject to the requirements set out in lit. a), by e-mail, post or 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) Please refer your proxies to the information on data protection which is set out in section VII. below.

## 2. Procedure for voting by Company proxy

Shareholders may also cast votes by Company proxies appointed by the Company. The following should be noted in this regard:

- 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 convocation or subsequently or have been made available pursuant to sections 126, 127 German Stock Corporation Act or on which the Management Board and/or Supervisory Board issues an opinion before or during the Annual General Meeting.
- c) Proxy authorisations and instructions to Company proxies may be issued, amended or revoked in text form by **e-mail or post** or, subject to the requirements set out in section 67c German Stock Corporation Act, by way of transmission through intermediaries, using one of the addresses listed above (under III.1.a) for evidence of the proxy authorisation or revocation thereof by **18:00 hrs (CEST) on 12 May 2025**. In all these cases, the time at which the authorisation or instruction, the amendment or the revocation is received by the Company will be decisive. On the day of the Annual General Meeting, proxy authorisations and instructions to Company proxies may also be issued, amended or revoked in text form at one of the entrance/exit desks.
- d) Up to **18:00 hrs (CEST) on 12 May 2025**, proxy authorisations and instructions to Company proxies can be issued via the Investor Portal on the internet pursuant to the procedure determined by the Company, and proxy authorisations and instructions to Company proxies that were already issued can be amended or revoked. The Investor Portal can be accessed via the website

<https://www.normagroup.com/global/en/investor-relations/agm/shareholder-service>.

The possibility to amend and revoke also exists for proxy authorisations and instructions to Company proxies issued on time by e-mail, post or, subject to the requirements of section 67c German Stock Corporation Act, by way of transmission through intermediaries. Proxy authorisations and instructions to Company proxies that are issued via the Investor Portal may also be revoked, subject to the requirements set out in lit. c), by e-mail, post or by way of transmission through intermediaries.

- e) Should declarations issuing or amending proxy authorisations and instructions to the Company proxies be received by 18:00 hrs (CEST) on 12 May 2025 via more than one of the routes of communication permissible up to that point and not be revoked, the declarations will be taken into account, regardless of the time at which they are received, in the following order of the routes of communication: (i) Investor Portal, (ii) declarations received through intermediaries via SWIFT, (iii) e-mail, (iv) post. If several proxy authorisations and instructions to Company proxies which contradict each other, but are not revoked, are received by 18:00 hrs (CEST) on 12 May 2025 via the same route of communication, the last declaration received will be binding. A later declaration on the issuance or amendment of proxy authorisations and instructions to the Company proxies will therefore not be deemed, on its own, to comprise a revocation of an earlier declaration.
- f) The issuance of a proxy authorisation and instructions to a Company proxy appointed by the Company will not prevent the shareholder or an authorised third party from attending the Annual General Meeting in person. The personal attendance of a shareholder or an authorised third party, and the issuance of proxy authorisations and instructions to a Company proxy appointed by the Company at the entrance/exit desks to the Annual General Meeting, will in each case be deemed to be a revocation of previously issued proxy authorisations and instructions to the Company proxies.
- 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.
- h) Instructions to Company proxies in respect of agenda item 2 in this convocation 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 instruction given in respect of this agenda item will apply analogously to each point of the separate vote.

### 3. Procedure for voting by postal vote

Postal votes can only be cast (i) via the Investor Portal of the Company in the internet or (ii) by way of transmission through intermediaries, subject to the requirements set out in section 67c German Stock Corporation Act.

- a) Postal votes can be issued, amended or revoked in the **Investor Portal** of the Company via the internet pursuant to the procedure determined by the Company by **18:00 hrs (CEST) on 12 May 2025**. The Investor Portal can be accessed via the website

<https://www.normagroup.com/global/en/investor-relations/aggm/shareholder-service>.

The possibility to amend and revoke also exists for postal votes cast on time, subject to the requirements of section 67c German Stock Corporation Act, by way of transmission through intermediaries. Postal votes cast via the Investor Portal may also be revoked, subject to the requirements set out in lit. b), by way of transmission through intermediaries.

- b) 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 12 May 2025** (SWIFT: CMDHDEMMXXX; instructions in accordance with ISO 20022; authorisation via SWIFT Relationship Management Application (RMA) required). The time at which the postal votes are received by the Company will be decisive. This also applies to any amendment to or revocation of postal votes by way of transmission through intermediaries.
- c) Please note that postal votes may only be cast with regard to 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 convocation or subsequently or have been made available pursuant to sections 126, 127 German Stock Corporation Act or on which the Management Board and/or Supervisory Board issue a statement before or during the Annual General Meeting.
- d) Should declarations casting or amending postal votes or issuing or amending proxy authorisations and instructions to the Company proxies appointed by the Company be received by 18:00 hrs (CEST) on 12 May 2025 via more than one of the routes of communication permissible up to that point and not be revoked, these declarations will be taken into account, regardless of the time at which they are received, in the following order of the routes of communication: (i) Investor Portal, (ii) declarations received through intermediaries via SWIFT, (iii) e-mail, (iv) post. E-mail and post are permissible routes of communication only for proxy authorisations and instructions to the Company proxies, but not for postal votes. If postal votes, as well as proxy authorisations and instructions to the Company proxies, that are not revoked are received by 18:00 hrs (CEST) on 12 May 2025 by the same route of communication – each of which is permissible –, the postal votes will be taken into account primarily. If several postal votes which contradict each other, but are not revoked, are received by 18:00 hrs (CEST) on 12 May 2025 via the same route of communication, the last declaration received will be binding. A later casting or amendment of postal votes or declaration on the issuance or amendment of proxy authorisations and instructions to the Company proxies will therefore not be deemed, on its own, to comprise a revocation of an earlier vote cast or declaration.
- e) Postal votes do not prevent the shareholder or an authorised third party from attending the Annual General Meeting in person. The personal attendance of a shareholder or an authorised third party, and the issuance of proxy authorisations and instructions to a Company

proxy appointed by the Company at the entrance/exit desks to the Annual General Meeting, will in each case be deemed to be a revocation of previously cast postal votes.

- f) 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.
- g) Postal votes cast in respect of agenda item 2 in this convocation 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.
- h) 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.

#### **4. Forms for registration and proxy authorisations**

Shareholders may use any method described above in sections II.1., III.1. and III.2. that meets the formal requirements to register or issue proxy authorisations. A proxy authorisation form is available on the Company's website at

<https://www.normagroup.com/global/en/investor-relations/agm/annual-general-meeting>.

Proxy authorisations may also be issued during the Annual General Meeting.

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.

#### **IV. Shareholders' rights**

In the run-up to and during the Annual General Meeting the shareholders will, *inter alia*, have the following rights. Further details are to be found on the Company's website at

<https://www.normagroup.com/global/en/investor-relations/agm/annual-general-meeting>.

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

Shareholders whose shares in the aggregate reach the proportional amount of EUR 500,000 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. Please send requests of this kind to the following address:

NORMA Group SE  
Vorstand  
Edisonstr. 4  
63477 Maintal  
Germany

Subject to the requirements set out in section 126a of the German Civil Code, requests for an additional agenda item may also be transmitted to the Company in electronic form to the e-mail address [ir@normagroup.com](mailto:ir@normagroup.com).

A request for an additional agenda item 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 12 April 2025**.

Additional agenda items that require publication will be published in the Federal Gazette without undue delay on receipt of the request. They will also be made available on the Company's website at

<https://www.normagroup.com/global/en/investor-relations/agm/annual-general-meeting>

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 28 April 2025**,

– to the following address

NORMA Group SE  
Investor Relations  
Edisonstr. 4  
63477 Maintal  
Germany

or

– via the e-mail address

[ir@normagroup.com](mailto: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/global/en/investor-relations/agm/annual-general-meeting>.

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.

### **3. Right to be provided with information**

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

<https://www.normagroup.com/global/en/investor-relations/agm/annual-general-meeting>.

## **V. Information and documents on the Annual General Meeting; website**

This convocation of 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 will be available on the Company's website

<https://www.normagroup.com/global/en/investor-relations/agm/annual-general-meeting>

from the date at which the Annual General Meeting is convened. All documents that must be made available to the general meeting by law will also be available for inspection at the Annual General Meeting.

## **VI. Intended attendance of the members of the Management Board and of the Supervisory Board**

All of the members of the Management Board and the Supervisory Board of the Company intend to attend the Annual General Meeting for its entire duration.

## **VII. Information on data protection**

In connection with the 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, e-mail address if applicable, number of shares, type of share ownership and number of the admission ticket) of shareholders and their proxies on the basis of applicable data protection law in order to prepare for, conduct and document the Annual General Meeting in the form stipulated by law.

The processing of personal data is absolutely necessary for the preparation and conduct of the 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 representatives, in particular via the attendance list, in connection with the Annual General Meeting within the scope of the statutory provisions.

The Company retains the personal data in connection with the 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 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 4037308

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.normagroup.com/global/en/investor-relations/agm/annual-general-meeting>.

Maintal, March 2025

NORMA Group SE  
The Management Board