

Convenience Translation



**Invitation
to the Annual General Meeting
of NORMA Group SE
on 23 May 2017**

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NORMA Group SE

Maintal

Dear Shareholders,

We are pleased to invite you to the

Annual General Meeting of NORMA Group SE

to be held at

10:00 hrs (CEST) on Tuesday, 23 May 2017

in the

Deutsche Nationalbibliothek,
Adickesallee 1,
60322 Frankfurt am Main
Germany

Agenda

- 1. Presentation of the adopted annual financial statements and the management report of NORMA Group SE as well as the approved consolidated financial statements, the group management report, the explanatory report on the information required pursuant to sections 289(4), 315(4) German Commercial Code and the report of the Supervisory Board for the 2016 financial year**

The said documents have been published on the Company's website at <http://investors.normagroup.com/hv>. They will also be available at the General Meeting and will be explained by the Management Board and – as regards the report of the Supervisory Board – by the chairman of the Supervisory Board.

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

¹ The provisions of the German Stock Corporation Act apply to the Company pursuant to Art. 9 para. (1) lit. c) (ii) of the Regulation (EC) no. 2157/2001 of the Council of 8 October 2011 about the statute for the European Company (SE) (the "SE Regulation").

2. Resolution on the appropriation of the balance sheet profit for the 2016 financial year

The Management Board and the Supervisory Board propose that the balance sheet profit for the 2016 financial year in the amount of EUR 64,838,440.39 be appropriated as follows:

Payment of a dividend of EUR 0.95 per no-par value share carrying dividend rights	EUR 30,269,280.00
Transfer to revenue reserves	EUR 0.00
Profit carried forward	EUR 34,569,160.39
Balance sheet profit	EUR 64,838,440.39

The proposal regarding the appropriation of profits is based on the number of no-par value shares carrying dividend rights for the completed 2016 financial year on the date on which the annual financial statements were prepared by the Management Board. Should the number of these no-par value shares carrying dividend rights change before the Annual General Meeting, a suitably amended resolution proposal which contains an unchanged dividend of EUR 0.95 per no-par value share carrying dividend rights for the completed 2016 financial year will be put to the vote at the Annual General Meeting. In such a case, the amount attributable to no-par value shares not carrying dividend rights will be carried forward.

Section 58(4) German Stock Corporation Act was amended with effect as of 1 January 2017. We point out that pursuant to Article 5 SE Regulation in conjunction with section 58(4) sentence 2 German Stock Corporation Act in the version applicable from 1 January 2017 the claim to a dividend resolved by the Annual General Meeting does not become due until the third business day following the Annual General Meeting, thus on 29 May 2017. 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 2016 financial year

The Management Board and the Supervisory Board propose that the actions of the members of the Management Board of NORMA Group SE in office in the 2016 financial year be ratified for this period.

4. Resolution on the ratification of the actions of the Supervisory Board of NORMA Group SE for the 2016 financial year

The Management Board and the Supervisory Board propose that the actions of the members of the Supervisory Board of NORMA Group SE in office in the 2016 financial year be ratified for this period.

5. Resolution on the appointment of the auditor of the annual financial statements and the auditor of the consolidated financial statements for the 2017 financial year

The Supervisory Board proposes, based on the recommendation of its Audit Committee, that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt/Main, be appointed

as auditor of the annual financial statements and as auditor of the consolidated financial statements for the 2017 financial year.

6. Resolution on the amendment of Article 9(3) of the Articles of Association (transactions subject to consent)

Since NORMA Group AG was transformed into a European company (Societas Europaea – SE) in 2013 Article 9(3) of NORMA Group SE’s Articles of Association lists transactions for which the Management Board requires the consent of the Supervisory Board. Article 9(3)(c), for example, states that the Supervisory Board’s consent is required for “*the conclusion or amendment of an agreement for or relating to borrowing, lending, underwriting guarantees or surety ships or assuming similar liabilities of an amount exceeding EUR 1,000,000 in each case*”.

Given NORMA Group SE’s economic development over recent years, the Management Board shall be able to carry out the aforementioned transactions to a greater extent without having to obtain the Supervisory Board’s consent. The threshold above which the transactions require the Supervisory Board’s consent is therefore to be increased. In future the Management Board shall be able to carry out the above transactions up to an amount of EUR 3 million without the Supervisory Board’s consent.

The Management Board and the Supervisory Board therefore propose that Article 9(3) of the Articles of Association be amended as follows:

“The management board requires the consent of the supervisory board for the following transactions:

- (a) any material change to the business strategy of the company or the group;*
- (b) (i) the purchase or sale of real estate,*
 - (ii) the purchase or sale of shares in legal entities, or*
 - (iii) the purchase, sale, creation, extension, reduction or termination of business activities, including tangible or intangible assets and Joint Ventures,**if the relevant price or value, in each case, exceeds EUR 1,000,000; or*
- (c) the conclusion or amendment of an agreement for or relating to borrowing, lending, underwriting guarantees or surety ships or assuming similar liabilities of an amount exceeding EUR 3,000,000 in each case.*

The consent requirements pursuant to lit. (b) and (c) above shall not apply if all parties to the respective transaction are the Company itself and/or companies in which the Company directly or indirectly holds more than 50% of the shares.

The supervisory board shall pass rules of procedure for the management board, that may, in particular, set forth further transactions which require the consent of the supervisory board.”

Further information and notes

I. Total number of shares and voting rights

As at the date of the invitation to the Annual General Meeting, the share capital of the Company amounts to EUR 31,862,400.00 and is divided into 31,862,400 registered no-par value shares, each of which grants one vote.

II. Requirements 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 meeting and are entered in the share register on the date of the Annual General Meeting are entitled to attend the Annual General Meeting – either in person or by proxy – and to exercise their voting rights.

Registration of the shares must be made in text form, in German or English, and must reach the Company by **24:00 hrs (CEST) hrs on 16 May 2017** at the latest

- at the following address:

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

- by fax to fax number
+49 (0) 89 30903 74675 or
- under the e-mail address
anmeldestelle@computershare.de

2. Registration stop

- a) Only persons who are registered as shareholders in the share register are deemed shareholders of the Company. Accordingly, whether shareholders are entitled to attend the Annual General Meeting 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) 17 May 2017 through (and including) the day of the Annual General Meeting on 23 May 2017, 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 **16 May 2017, 24:00 hrs (CEST)** (known as the "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 their votes at the Annual General Meeting in person, shareholders may also vote by proxy, which can, for example, be a credit institution or a shareholders' association willing to do so. 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" (III.1.).

4. Notes on postal votes

Shareholders may also exercise their voting rights by postal vote without attending the Annual General Meeting in person or through an authorised representative. In this case 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 post" (III.3.).

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, by a person appointed by the Company (Company proxy) or by post.

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 a credit institution nor another person or institution (such as a shareholders' association) treated as equivalent to a credit institution pursuant to section 135(8) or (10) German Stock Corporation Act has been authorised, the proxy authorisation must be issued in text form either
 - aa) to the Company, using one of the addresses listed below for submitting evidence of the proxy authorisation or revocation thereof or
 - bb) directly to the proxy (in such a case, evidence of the proxy authorisation must be submitted to the Company in text form).

The same applies to revocation of the proxy authorisation.

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

- at the following address:

NORMA Group SE
c/o Computershare Operations Center

80249 Munich
Germany or

- by fax to fax number
+49 (0) 89 30903 74675 or
- under the e-mail address
normagroup-hv2017@computershare.de

Such evidence may also be submitted on the day of the Annual General Meeting at the entrance/exit desks.

- b) The statutory provisions, in particular section 135 German Stock Corporation Act, apply to proxy authorisations granted to credit institutions or other persons or institutions (such as shareholders' associations) treated as equivalent to a credit institution pursuant to section 135(8) or (10) 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.

Credit institutions and other persons or institutions that are equivalent pursuant to section 135(8) and (10) German Stock Corporation Act (such as shareholders' 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.

- c) If a shareholder authorises more than one person, the Company is entitled to reject one or more of them pursuant to section 134(3), sentence 2 German Stock Corporation Act.

2. Procedure for voting by Company proxy

Shareholders may also be represented at the Annual General Meeting by persons 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) SEAG², sections 124(1), 122(2), sentence 2 German Stock Corporation Act have been published in this invitation or subsequently or have been made available pursuant to sections 126, 127 German Stock Corporation Act.
- c) Proxy authorisations and instructions to Company proxies may be issued, amended or revoked vis-à-vis the Company in text form, using one of the addresses listed above (under

² Act on the implementation of the SE Regulation (German SE Implementation Act – the “SEAG”) of 22 December 2004.

III.1.a) for submitting evidence of the proxy authorisation or revocation thereof by **24:00 hrs on 21 May 2017** (CEST). In all of these cases, the time/date of receipt of the power of proxy or instruction, of the amendment or of the revocation by the Company will be decisive. 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) Instructions to Company proxies in respect of agenda item 2 in this invitation will also apply should the proposed resolution on the appropriation of the profit be amended on account of a change in the number of shares carrying dividend rights.
- e) 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 post

When exercising voting rights by post, the following should be noted:

- a) Postal votes may be cast up to **24:00 hrs on 21 May 2017** (CEST) either in writing or by way of electronic communication, using one of the addresses listed above (under III.1.a) for submitting evidence of the proxy authorisation or revocation thereof. In all of these cases, the time/date of receipt of the postal vote by the Company will be decisive.
- b) 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 invitation or subsequently or have been made available pursuant to sections 126, 127 German Stock Corporation Act.
- c) Credit institutions or other persons or institutions (such as shareholders' associations) treated as equivalent to a credit institution pursuant to section 135(8) or (10) German Stock Corporation Act with proxy authorisations may also avail themselves of postal votes.
- d) Postal votes that have been cast in good time may be amended or revoked up to **24:00 hrs on 21 May 2017** (CEST) either in writing or by way of electronic communication, using one of the addresses listed above (under III.1.a) for submitting evidence of the proxy authorisation or revocation thereof. In all of these cases, the time/date of receipt of the amendment or revocation by the Company will be decisive.
- e) Voting by post does not exclude personal attendance at the Annual General Meeting. Should a shareholder or his proxy attend the Annual General Meeting in person, any postal votes cast beforehand will be deemed to have been revoked.
- f) Postal votes cast in respect of agenda item 2 in this invitation will also apply should the proposed resolution on the appropriation of the profit be amended on account of a change in the number of shares carrying dividend rights.

- g) 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, proxy authorisations and postal votes

Shareholders may use the form that they receive together with the registration documents/admission ticket to register, issue proxy authorisations or cast postal votes, or they may use any method described above in sections II.1, III.1, III.2 and III.3 that meets the formal requirements. Proxy authorisation forms and postal vote forms are available on the Company's website at <http://investors.normagroup.com/hv>. Proxy authorisations may also be issued during the General Meeting using the proxy authorisation cards provided with the voting card or by other means in due form.

If you wish to authorise a credit institution or another person or institution (such as a shareholders' association) treated as equivalent to a credit institution pursuant to section 135(8) or (10) German Stock Corporation Act, please discuss the form in which the proxy authorisation is to be issued with such institution or person.

IV. Shareholders' rights

The shareholders will be entitled to the following rights, among others, before and during the Annual General Meeting. Further details are to be found on the Company's website at <http://investors.normagroup.com/hv>.

1. Additions to the agenda

Shareholders whose shares in the aggregate reach the proportional amount of EUR 500,000.00 of the share capital (which corresponds to 500,000 shares) may demand pursuant to Article 56 SE Regulation, section 50(2) SEAG that items be put on the agenda and published. The content of section 50(2) SEAG is equivalent to section 122(2), sentence 1 German Stock Corporation Act. Each new agenda item must be accompanied by a statement of grounds or by a proposed resolution. The request must be made in writing and sent to the following address:

NORMA Group SE
Vorstand
Edisonstr. 4
63477 Maintal
Germany

It must be received by the Company at least 30 days prior to the meeting, i.e. by no later than **24:00 hrs on 22 April 2017 (CEST)**.

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

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 furnished with grounds and submitted at least 14 days prior to the general meeting, i.e. by no later than **24:00 hrs on 8 May 2017** (CEST), using

- the following address:

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

- the following fax number:

+49 (0) 6181 61027 641, or

- the following e-mail address:

ir@normagroup.com

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

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

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

These provisions apply analogously, pursuant to section 127 German Stock Corporation Act, to a shareholder's nomination for the election of a member of the Supervisory Board or the auditors of the annual financial statements. No grounds need be furnished for such nominations, however. 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 information

Pursuant to section 131(1) German Stock Corporation Act, each shareholder is to be provided on request with information on the Company's affairs at the Annual General Meeting by the

Management Board, provided that such information is needed by a shareholder to properly assess a specific agenda item and provided that the Management Board is not entitled to refuse to provide such information. The Management Board's duty to provide information also extends to the Company's legal and business relationships with its affiliates. The duty to provide information also covers the situation of the NORMA Group and enterprises included in the consolidated financial statements of the NORMA Group.

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

This invitation to the general meeting, the documents to be made available to the 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 pursuant to Article 56 SE Regulation, section 50(2) SEAG, section 122(2), section 126(1), section 127 and section 131(1) German Stock Corporation Act will be available on the Company's website at <http://investors.normagroup.com/hv> from the day on which the 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.

Maintal, April 2017

NORMA Group SE
The Management Board