

NORMA Group SE – Annual General Meeting on 13 May 2025

Declaration by the General and Nomination Committee in respect of agenda item 6 – election of Kerstin Müller-Kirchhofs to the Supervisory Board and appointment as Chair of the Supervisory Board

In respect of agenda item 6, the Supervisory Board – based on a corresponding proposal by the General and Nomination Committee – proposes to the Annual General Meeting to elect the previously court-appointed Supervisory Board member Kerstin Müller-Kirchhofs as a member of the Supervisory Board for the period until the end of the general meeting that resolves on the ratification of the actions of the Supervisory Board for the 2028 fiscal year.

Kerstin Müller-Kirchhofs is the Chair of the Audit Committee of the Supervisory Board of the Company. With effect as of 18 February 2025, the Supervisory Board – in deviation from recommendation D.3, sentence 5 of the German Corporate Governance Code (“Code”) – also elected Kerstin Müller-Kirchhofs as Chair of the Supervisory Board on a transitional basis. Should she be elected to the Supervisory Board by the Annual General Meeting, the Supervisory Board intends to elect Kerstin Müller-Kirchhofs again, on a transitional basis, as Chair of the Supervisory Board.

The reason for this is that, after the previous Chair of the Management Board of the Company left, the previous Chair of the Supervisory Board, Mark Wilhelms, was appointed, with effect as of 18 February 2025, as a member and Chair of the Management Board of NORMA Group SE on a transitional basis for a maximum of one year. Mr Wilhelms’ term of office as a member of the Supervisory Board will be suspended for the duration of his activities on the Management Board. It is planned that Mr Wilhelms’ positions on the Management Board will end as soon as the Supervisory Board has found and appointed a new Chair of the Management Board. Mr Wilhelms shall then resume his activities on the Supervisory Board and once again take over as Chair of the Supervisory Board. As a result, NORMA Group SE will again be in compliance with recommendation D.3, sentence 5 of the Code.

From the point of view of the Supervisory Board and the General and Nomination Committee, despite the temporary deviation from recommendation D.3, sentence 5 of the Code, the best solution for the Company is for Kerstin Müller-Kirchhofs, on a transitional basis, to hold the offices of both Chair of the Supervisory Board and Chair of the Audit Committee. This is based on the following reasons in particular:

- Kerstin Müller-Kirchhofs will only hold both the offices of Chair of the Supervisory Board and Chair of the Audit Committee during a clearly limited transition phase. As soon as the Supervisory Board has appointed a new Chair of the Management Board, however by the end of 17 February 2026 at the latest, Mark Wilhelms shall resume his activities on the Supervisory Board and Kerstin Müller-Kirchhofs shall no longer be Chair of the Supervisory Board.
- The Supervisory Board and the General and Nomination Committee are of the opinion that, due to her expertise, knowledge and experience, Kerstin Müller-Kirchhofs is optimally suited to serve

as interim Chair of the Supervisory Board. This is also supported by the fact that she has ample time to dedicate to the position – also compared to the other members of the Supervisory Board.

- Due in particular to her many years as an auditor in an international industrial environment and as a CFO in international production and distribution companies, Kerstin Müller-Kirchhofs has extensive knowledge, experience and expertise in both auditing and accounting. From the point of view of the Supervisory Board and the General and Nomination Committee, she is therefore the optimal and only sensible candidate to serve as Chair of the Audit Committee.
- The desire for the greatest possible continuity in the composition of the Audit Committee is also a good argument for Kerstin Müller-Kirchhofs continuing as Chair of the Audit Committee. This is because the office of the previous Chair of the Supervisory Board and member of the Audit Committee, Mark Wilhelms, as a member of the Supervisory Board is currently suspended and Erika Schulte, who is the Deputy Chair of the Supervisory Board and a member of the Audit Committee, will leave the Supervisory Board and thus also the Audit Committee upon the end of the Annual General Meeting on 13 May 2025.