



Convocation
of the Annual General Meeting
of NORMA Group SE
on 1 July 2026

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 Wednesday, 1 July 2026,**

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 2025 fiscal year**

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

<https://www.normagroup.com/global/en/investor-relations/agm/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 Act¹. In accordance with the statutory provisions, no resolution is therefore necessary on this agenda item.

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

- 2. Resolution on the appropriation of the balance sheet profit for the 2025 fiscal year**

The Management Board and the Supervisory Board propose that the balance sheet profit for the 2025 fiscal year in the amount of EUR 10,023,558.43 be appropriated as follows:

Payment of a dividend of EUR 0.14 per no-par value share carrying dividend rights	EUR 4,014,770.06
Transfer to revenue reserves	EUR 0.00
Profit carried forward	EUR 6,008,788.37
Balance sheet profit	EUR 10,023,558.43

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 2025 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 0.14 per no-par value share carrying dividend rights for the completed 2025 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 2025 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 2025 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 2025 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 2025 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 2026 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 2026 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 2026 fiscal year.

The auditor of the sustainability report is appointed by the Annual General Meeting as a precaution against the backdrop of the draft legislation of 3 September 2025 for the transposition 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, as amended by Directive (EU) 2025/794, which is to be transposed into national law.

6. Resolution on the approval of the remuneration report for the 2025 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.

Against this background, the Management Board and the Supervisory Board propose to the Annual General Meeting to approve the remuneration report for the 2025 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>.

7. Resolution on the amendment of the Articles of Association – granting of a veto right to the Chair of the Management Board and editorial amendments

The Company's Articles of Association already provide in article 9(2), last sentence, for a casting vote of the Chair of the Management Board in the event of a tied vote on the full Management Board. In a Management Board comprising three members, however, a tied vote does not occur in practice, and the scope of application of the casting vote is therefore correspondingly limited. For this reason, the Chair of the Management Board is to be granted a veto right.

The proposed veto right serves as a useful complement for effective and balanced corporate governance. It does not enable the Chair of the Management Board to push through a decision

against the majority but only allows her to block a resolution of the full Management Board if, from the perspective of the Chair, this is in the interest of the Company.

Article 11(3) of the Articles of Association contains provisions on the members of the first Supervisory Board of NORMA Group SE and their term of office. All of the individuals named there have since stepped down from the Supervisory Board. In the interest of a clear and well-structured set of Articles of Association, this provision is to be removed from the Articles of Association. The deletion has no effect on the current composition or the rights and duties of the Supervisory Board. The list of members of the first Supervisory Board can be viewed free of charge in the commercial register.

Against this background, the Management Board and the Supervisory Board propose to the Annual General Meeting:

- a) to add the following sentences at the end of article 9(2) of the Articles of Association:

“If a Chair of the Management Board has been appointed, he or she shall be entitled to object to a resolution of the full Management Board (veto right). If the Chair exercises his or her veto right, the resolution shall be deemed not to have been adopted.”

The remainder of article 9 remains unchanged.

- b) to delete article 11 (3) of the Articles of Association without replacement

The remainder of article 11 remains unchanged.

8. Resolution on the amendment of article 11(1) of the Articles of Association to reduce the size of the Supervisory Board

The Supervisory Board of NORMA Group SE currently comprises six members pursuant to article 11(1) of the Company’s Articles of Association.

The Management Board and the Supervisory Board are of the opinion that, following the divestiture of the Company’s water management business, a Supervisory Board comprising five members can also appropriately ensure the oversight and advice of the Management Board and achieve the targets determined by the Supervisory Board for its composition and the fulfilment of the profile of required skills and expertise. At the same time, a smaller Supervisory Board can act even more efficiently. Therefore, the number of Supervisory Board members is to be reduced to five members in the future.

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

Article 11(1) of the Company’s Articles of Association shall be reworded as follows:

“(1) The Supervisory Board shall consist of five members.”

9. Resolution on the election of a Supervisory Board member

Two members of the Supervisory Board, Kerstin Müller-Kirchhofs and Dr Erek Speckert, have resigned their Supervisory Board mandates with effect as of the end of the Annual General Meeting that resolves on the ratification of the actions of the members of the Supervisory Board for the 2025 fiscal year.

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

Under agenda item 8, the Management Board and the Supervisory Board propose to reduce the number of Supervisory Board members to five by way of a corresponding amendment to the Articles of Association. Therefore, after the two Supervisory Board members who have resigned their mandates leave office, only one member of the Supervisory Board is to be newly elected.

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

Mr Benjamin Peter Schmid, residing in Siebnen, Switzerland, an investment manager serving as Investment Partner at Teleios Capital Partners LLC, be elected to the Supervisory Board with effect from the end of the Annual General Meeting on 1 July 2026 for a term of office pursuant to article 11(4), sentence 4 of the Articles of Association 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 three years.

Mr Schmid meets the requirements of section 100(5), first half-sentence, German Stock Corporation Act, which requires at least one supervisory board member to have expertise in the field of accounting.

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.

The Supervisory Board has satisfied itself that Mr Schmid has sufficient time available to perform his duties as member of the Supervisory Board of NORMA Group SE.

In the opinion of the Supervisory Board, Mr Schmid is to be regarded as independent within the meaning of the German Corporate Governance Code (as amended on 28 April 2022).

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 (as amended on 28 April 2022):

Mr Schmid holds the following positions on statutory supervisory boards and comparable domestic or foreign supervisory bodies:

Member of the Board of Directors (non-executive director) of YourBarMate AG, Zurich, Switzerland (not publicly listed)

Mr Schmid is employed by Teleios Capital Partners LLC, Zug, Switzerland, which provides investment management services for the Company's shareholder Teleios Global Opportunities Master Fund Ltd. Teleios Global Opportunities Master Fund Ltd. holds more than 10% of the voting shares in the Company. To this extent, a business relationship exists between Mr Schmid and a shareholder holding a material interest in NORMA Group SE. Beyond this business relationship, Mr Schmid has no personal or business relationships with the Company, the governing bodies of the Company or a shareholder with a significant interest in the Company, the disclosure of which is recommended by recommendation C.13 of the German Corporate Governance Code (as amended on 28 April 2022).

A CV of Mr Schmid is published on the internet at

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

10. Resolution on the reduction of the share capital by cancellation of shares in the simplified procedure following acquisition by NORMA Group SE

The Management Board and the Supervisory Board propose that the following resolution be adopted:

a) Capital reduction through cancellation of shares to be acquired

- aa) The Company's share capital of EUR 31,862,400.00, divided into 31,862,400 no-par value shares (Stückaktien), is to be decreased by up to EUR 12,000,000.00 to up to EUR 19,862,400.00 through the cancellation (Einziehung) of fully paid-in shares of the Company to be acquired by way of a public buy-back offer pursuant to Section 71 para. 1 No. 6 of the German Stock Corporation Act (AktG) by way of the simplified procedure set forth in Section 237 para. 3 No. 2, para. 4 and para. 5 AktG. The acquired shares will be cancelled immediately. The acquisition and cancellation must be completed by the end of 28 February 2027.

The capital decrease by cancellation of shares to be acquired for this purpose is carried out for the purpose of repaying capital to shareholders as a result of the sale of the "Water Management" business segment.

In accordance with Section 71 para. 1 No. 6 AktG, the shares to be cancelled (einzuziehen) will be acquired by means of a public buy-back offer addressed to all shareholders at a total purchase price (excluding incidental acquisition costs (ohne Erwerbsnebenkosten)) of up to EUR 208 million. The Management Board will determine the purchase price per share when the buy-back offer is carried out in accordance with the requirements set out in Section b) of this resolution. The

abovementioned total purchase price (excluding incidental acquisition costs) of up to EUR 208 million is to be utilised as fully as possible.

The exact amount of the reduction corresponds to the proportionate amount of the share capital attributable to those shares that are acquired and cancelled by the Company by way of the public buy-back offer pursuant to Section 71 para. 1 No. 6 AktG (see also Section b)).

- bb) The acquisition of the shares will be carried out in accordance with the provisions referred to in Section b) of this resolution on the basis of Section 71 para. 1 No. 6 AktG. The acquired shares are to be cancelled immediately after acquisition. The cancellation shall be charged to an available balance sheet profit (Bilanzgewinn) within the meaning of Section 237 para. 3 No. 2 AktG, which the Annual General Meeting has not yet allocated for other purposes, or to freely disposable reserves (frei verfügbare Rücklagen) within the meaning of Section 237 para. 3 No. 2 AktG. In this case, the cancellation is initially carried out at the expense of freely disposable reserves within the meaning of Section 237 para. 3 No. 2 AktG and, to the extent that this is exhausted, then at the expense of an available balance sheet profit within the meaning of Section 237 para. 3 No. 2 AktG. The amount equal to the proportionate amount of the share capital attributable to the cancelled shares is to be transferred to the capital reserve (Kapitalrücklage) in accordance with Section 237 para. 5 AktG.
- cc) The Management Board shall determine the further details.

b) Acquisition of treasury shares pursuant to Section 71 para. 1 No. 6 AktG

- aa) In accordance with Section 71 para. 1 No. 6 AktG, the shares to be cancelled will be acquired outside the stock exchange by means of a public buy-back offer addressed to all shareholders in compliance with the principle of equal treatment (Section 53a AktG).

Details of the buy-back offer are to be determined by the Management Board in an offer document, taking into account the requirements of this resolution of the Annual General Meeting. The offer document will be published on the Company's website.

- bb) The Management Board determines the buy-back price per share in compliance with the following requirements.

The buy-back price for all shares to be acquired (excluding incidental acquisition costs) amounts to a maximum of EUR 208 million in total.

The following requirements apply to the determination of the buy-back price per share:

1. The buy-back price per share shall not exceed the Reference Stock Price (as defined below) by more than 30% and shall not exceed it by less than 10% (the buy-back price determined in accordance with this provision shall be the "**Buy-back Price**"). Subject to the following Section bb) 2., however, the Buy-back Price may not exceed the value of one share of the Company determined by the Management Board in accordance with IDW S1 on the date of the last trading day prior to the resolution of the Management Board on the Buy-back Price.
2. If the Reference Stock Price is less than 5% below, equal to or exceeds the value of a share of the Company as determined in accordance with IDW S1 above, the Buy-back Price may exceed the Reference Stock Price by up to 10%.

The "**Reference Stock Price**" is the average (Mittelwert) of the closing prices for shares of NORMA Group SE in Xetra trading on the Frankfurt Stock Exchange (or in a comparable successor system) in the last three months prior to the Management Board's resolution on the determination of the details of the buy-back offer.

When determining the Buy-back Price, the Management Board will take into account, as far as possible, the goal of the smoothest possible tender ratio (möglichst glatten Andienungsverhältnisses) in the interest of shareholders with small quantities in particular.

- cc) As part of the buy-back offer, each NORMA Group SE share not held by NORMA Group SE itself conveys a tender right (Andienungsrecht).

To the extent technically possible with reasonable effort, tender rights trading (Andienungsrechtehandel) is to be established.

The shareholders' declarations of acceptance are taken into account according to shareholdings by tendering the tender rights attributable to the shareholding as well as any additional tender rights acquired from other shareholders.

- dd) The further details of the buy-back offer are otherwise determined by the Management Board.

c) **Authorisation of the Supervisory Board to amend the version of the Articles of Association; Implementation deadline**

The Supervisory Board is authorised to amend the wording of Article 4 para. 1 and para. 2 of the Articles of Association (Amount and Division of Registered Share Capital) in accordance with the extent of the implementation of the capital reduction.

The resolutions pursuant to this agenda item 10 shall become invalid if the resolutions and the reduction of the share capital have not been implemented by the end of 28 February 2027 at the latest.

11. 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 13 May 2025 under agenda item 12, is limited until the expiry of 12 May 2030 (“**Authorisation 2025**“). By carrying out the public share buyback offer to the shareholders of the Company and the acquisition of 3,185,471 own shares in March 2026, the Company has almost entirely utilised the Authorisation 2025. In order to be able to acquire own shares in the future as well, the Company shall continue to be authorised to acquire and use 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 13 May 2025 under agenda item 12 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 30 June 2031 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 voluntary report on the resolution proposed under agenda item 10 on the reduction of the share capital by way of cancellation of shares under the simplified procedure after acquisition by NORMA Group SE and the Management Board's report on agenda item 11 pursuant to section 71(1), no. 8 in conjunction with section 186(4), sentence 2 German Stock Corporation Act have been made available on the Company's website at

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

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 holds 3,185,471 own shares from which the Company has no voting rights.

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 24 June 2026** 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: CMDHDEMXXX; 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 2 June 2026.

According to the statutory requirements, shareholders who are not listed in the share register until the beginning of 10 June 2026 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) 25 June 2026 through (and including) the day of the Annual General Meeting on 1 July 2026, 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 **24 June 2026, 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: CMDHDEMMXXX; 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 30 June 2026** 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 30 June 2026**. 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 30 June 2026**, 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 30 June 2026 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) e-mail, (iii) 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 30 June 2026 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 30 June 2026**. 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 30 June 2026** (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 30 June 2026 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) e-mail, (iii) 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 30 June 2026 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 30 June 2026 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.

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 31 May 2026**.

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 16 June 2026**,

- to the following address

NORMA Group SE
Investor Relations
Edisonstr. 4
63477 Maintal
Germany

or

- via the e-mail address

ir@normagroup.com

or

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

Counter-motions addressed in any other way and/or counter-motions received after the date specified do not have to be made available.

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

Shareholders' counter-motions that are to be made available will be made available together with the shareholders' names and, if applicable, the grounds for the counter-motions as well as any statements by the Management Board and the Supervisory Board in this regard on the Company's website at

<https://www.normagroup.com/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, May 2026

NORMA Group SE
The Management Board