

**[Note: This English language version is a convenience translation only]**

**The Management Board and Supervisory Board of Nordex SE have updated their compliance declaration for 2017 dated 24 November 2017 and hereby declare as follows:**

Since the last declaration of compliance dated 24 November 2017, the Management Board and the Supervisory Board of Nordex SE (the “**Company**”) have complied with the recommendations of the Government Commission on the German Corporate Governance Code (*Deutscher Corporate Governance Kodex* - “**DCGK**”) published in the official part of the Federal Law Gazette (*Bundesanzeiger*) in the version as of 7 February 2017, save for the deviations described hereinafter. It is the management’s stated intention to continue to do so going forward, save for and to extent not otherwise set out below.

### **3.8 D&O Insurance**

Since 2009, Section 93 (2) Sentence 3 of the German Stock Corporation Act stipulates a mandatory minimum deductible for members of the Management Board for contracting D&O insurance cover. The Management Board of Nordex SE has complied with this statutory obligation when taking out and/or renewing any existing D&O policy since 1 July 2010. However, with respect to the members of the Supervisory Board the Management Board of Nordex SE has not followed the recommendation of the DCGK to also determine deductibles for members of the Supervisory Board.

The Management Board and the Supervisory Board of the Company are convinced that the members of the Supervisory Board are doing everything to avert potential harm to the Company. Responsibility towards the Company and a sense of motivation are not encouraged by imposing a deductible under the D&O cover maintained by the Company. Moreover, providing for a reasonable deductible would not have any effect on the insurance premium.

#### **4.1.3 Whistleblower System**

During the period under review the Company did not yet have available a digital safe channel affording employees the opportunity to report anonymously suspected breaches of the law within the Company. However, the installation of a whistleblower system in line with the DCGK’s recommendation is currently being prepared and will be completed by yearend 2018.

#### **4.1.5 Appointments to Management Positions - Diversity**

The Management Board does not comply with the recommendation in Article 4.1.5 because appointments to management positions in the Company are made regardless of gender and are exclusively guided by the qualifications of the individuals available. For this reason, the target share of women at management level 1 and 2 to the Management Board determined by the Management Board of Nordex SE does currently and until further notice only amount to percentage below the 30 %-threshold desired by the law.

### **5.1.2 and 5.4.1 Profile of Skill and Expertise, Maximum Term and Fixed Age Limits**

The Supervisory Board of Nordex SE has not determined fixed age limits for the membership of the Management Board and the Supervisory Board. Irrespective of the target share of female members of the Management Board determined by the Supervisory Board, the Supervisory Board will consider the underrepresented gender in any of its appointments in case of equal qualification.

The Supervisory Board has neither prepared a profile of skills and expertise for entire Board nor has a maximum time limit for membership in the Supervisory Board been defined. Neither age nor the term of membership in the Management Board or the Supervisory Board are in themselves decisive for the capabilities, suitability and independence of a current or potential member of the Company's corporate bodies. Therefore, the Supervisory Board of Nordex SE does not consider rigid restrictions on age, term or skill and expertise profiles to be a sensible measure given that these would also limit the Company's flexibility in making personnel decisions and the number of possible candidates.

Hamburg, 23 November 2018

Nordex SE

Management Board

Supervisory Board