

Dear Shareholders,

We hereby invite you to our

**Annual General Meeting**

to you. The Annual General Meeting will be held on

**Tuesday, June 6, 2023, at 10 a.m. (CEST),**

and will be held in the form of a virtual Annual General Meeting in accordance with section 118a (1) sentence 1 of the German Stock Corporation Act (AktG<sup>1</sup>) in conjunction with section 19 (4) of the Articles of Association of the Company. § 19 (4) of the Articles of Association of the Company without the physical presence of the shareholders or their proxies (with the exception of the proxies of the Company) at the location of the Annual General Meeting. The virtual Annual General Meeting will be broadcast live in picture and sound on the Company's website at <https://ir.nordex-online.com/websites/Nordex/German/7000/hauptversammlung.html> and on the Investor Portal. Shareholders and their proxies can exercise their rights - as described in detail in section IV of this invitation - via the Investor Portal, which is available on the Company's website at <https://ir.nordex-online.com/websites/Nordex/German/7000/hauptversammlung.html>. The Investor Portal is also accessible via the Internet.

Neither the electronic connection to the Annual General Meeting nor following the Annual General Meeting live in video and audio enable participation in the Annual General Meeting within the meaning of section 118 (1) sentence 2 AktG or the exercise of voting rights via electronic participation within the meaning of section 118a (1) sentence 2 no. 2 AktG.

The location of the Annual General Meeting within the meaning of the Stock Corporation Act is the Company's head office in Hamburg: Langenhorner Chaussee 600, 22419 Hamburg.

---

<sup>1</sup> The provisions of the Stock Corporation Act shall apply to the Company pursuant to Article 9 (1) lit. c) (ii) of Council Regulation (EC) No. 2157/2001 of October 8, 2001 on the Statute for a European company (SE) (SE Regulation), unless otherwise specified in specific provisions of the SE Regulation.

**Disclosures pursuant to Section 125 of the German Stock Corporation Act (AktG) in conjunction with the Implementing Regulation (EU) 2018/1212 ("EU-DVO")**

**A.**

**Message content**

Unique identifier of the event: 10641f54d6dded118145005056888925  
Type of message: Convening of the Annual General Meeting

**B.**

**Issuer information**

ISIN: DE000A0D6554  
Issuer name: Nordex SE

**C.**

**Information on the Annual General Meeting**

Date of the general meeting: 06.06.2023  
Time of the general meeting: 10:00 Uhr MESZ (8:00 UTC)  
Type of general meeting: Annual General Meeting, without physical presence of shareholders and their proxies  
Place of the general meeting: URL to the Investor Portal for participation in the virtual general meeting:  
<https://ir.nordex-online.com/websites/Nordex/German/7000/hauptversammlung.html>  
Location of the Annual General Meeting as defined by the German Stock Corporation Act: Nordex SE, Langenhorner Chaussee 600, 22419 Hamburg  
Date of record (record date): 16.05.2023, 0:00 CEST; (15.05.2022 22:00 Uhr UTC).  
Website for the general meeting: <https://ir.nordex-online.com/websites/Nordex/German/7000/hauptversammlung.html>

**I. Agenda and proposed resolutions**

**1. Presentation of the adopted annual financial statements and the approved consolidated financial statements for the fiscal year 2022, the combined management report and Group management report for the fiscal year 2022 with the report of the Supervisory Board and the explanatory report of the Management Board on the disclosures pursuant to sections 289a, 315a of the German Commercial Code (HGB)**

The Supervisory Board has approved the annual financial statements and consolidated financial statements prepared by the Management Board; the annual financial statements are thus adopted. The Annual General Meeting therefore does not need to pass a resolution on this agenda item 1.

**2. Resolution on the ratification of the acts of the Management Board**

The Management Board and Supervisory Board propose that the acts of the members of the Management Board holding office in fiscal year 2022 be ratified for this period.

**3. Resolution on the ratification of the acts of the Supervisory Board**

The Management Board and Supervisory Board propose that the acts of the members of the Supervisory Board holding office in the fiscal year 2022 be ratified for this period.

**4. Approval of the compensation report for the 2022 financial year prepared and audited in accordance with Section 162 AktG**

Pursuant to Section 162 AktG, the Management Board and Supervisory Board of listed companies must prepare an annual compensation report and submit it to the Annual General Meeting for approval. The compensation report for the 2022 financial year is reproduced below under II.1. The auditors have examined this compensation report pursuant to Art. 162 par. 3 Stock Corporation Act (AktG) to establish whether the legally required disclosures pursuant to Art. 162 par. 1 and 2 AktG have been made, and have issued a report on the audit which is attached to the report.

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

*The compensation report for the past fiscal year 2022 reproduced under item II.1 in the notice of meeting is approved.*

**5. Resolution on the creation of a new Authorized Capital I with authorization to exclude subscription rights and corresponding amendment to the Articles of Association and cancellation of the previous Authorized Capital I**

The currently existing Authorized Capital I was resolved by the Extraordinary General Meeting on March 27, 2023 and can be used in particular for capital increases excluding subscription rights with regard to the issue of new shares representing 10% of the share capital ("**maximum amount**"). Shares which are issued or are to be issued during the

## NON-BINDING CONVENIENCE TRANSLATION

term of the authorization to service bonds with conversion and/or option rights or a conversion obligation are to be included in this maximum amount, provided that the bonds are issued during the term of this authorization with exclusion of subscription rights in corresponding application of Art. 5 SE Regulation in conjunction with Sections 186 (3) sentence 4, 221 (4) AktG.

Even before the entry of Authorized Capital I in the commercial register, but after the resolution on its creation, the Management Board, with the approval of the Supervisory Board, issued convertible bonds on April 14, 2023, excluding shareholders' subscription rights, so that - at least from a prudent point of view - the new shares to be issued to serve these convertible bonds count towards the authorization to exclude subscription rights. The report of the Management Board on this use of the authorization to issue convertible bonds with exclusion of subscription rights is available on the Company's website (see III. of this invitation). As a result of this inclusion, the Authorized Capital I resolved by the Extraordinary General Meeting can now only be used to a limited extent.

In order to ensure that the Company will continue to be in a position at all times in the future to adjust its capital resources flexibly and sustainably in accordance with the requirements and opportunities that arise, it is proposed to cancel Authorized Capital I and to create new Authorized Capital I in the amount of EUR 21,194,622.00 (10% of the capital stock at the time of convening the Annual General Meeting) with a term of three years. The new Authorized Capital I provides for a renewed authorization to exclude subscription rights for cash and/or non-cash contributions totalling up to 10% of the current capital stock.

Furthermore, as already resolved at the extraordinary general meeting on March 27, 2023, only new shares representing a maximum of 40% of the Company's share capital may be issued from all Authorized Capital available to the Company, taking into account new shares issued or to be issued to service bonds with conversion and/or option rights or a conversion obligation or to service subscription rights under stock options held by executives and members of the management of Nordex Group companies. For this purpose, the share capital of EUR 211,946,227.00 existing at the time of the convening of this Annual General Meeting on June 6, 2023 shall continue to be decisive, i.e. the maximum limit shall now be 84,778,491 new shares.

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

- a) The authorization granted by the Extraordinary General Meeting of March 27, 2023 to increase the capital stock by issuing new shares from Authorized Capital I, which has not yet been utilized in the full amount of EUR 21,194,623.00, shall be cancelled with effect from the date of registration of the new Authorized Capital I to be resolved under b) and c) below.
- b) The Management Board shall be authorized until the end of June 5, 2026 to increase the capital stock of the Company, with the approval of the Supervisory Board, on one or more occasions by up to a total of EUR 21,194,622.00 against cash and/or non-cash contributions by issuing new no-par value bearer shares ("**Authorized Capital I**"). The shareholders are generally entitled to a subscription right. Pursuant to Art. 5 SE Regulation in conjunction with section 186 (5) AktG, the new shares

## NON-BINDING CONVENIENCE TRANSLATION

may also be taken up by a bank or an enterprise operating in accordance with Section 53 (1) sentence 1 or Section 53b (1) sentence 1 or (7) of the German Banking Act with the obligation to offer them to the shareholders for subscription ("**indirect subscription right**"). The Management Board is further authorized, with the approval of the Supervisory Board, to exclude shareholders' statutory subscription rights once or several times in the following cases,

- aa) for fractional amounts; or
- bb) if the total pro rata amount of capital stock represented by the new shares for which subscription rights are excluded on the basis of this authorization does not exceed 10% of the capital stock existing at the time this authorization takes effect or - if this amount is lower - at the time this authorization is exercised ("**maximum amount**"); and:
  - in the case of capital increases against cash contributions, the issue price of the new shares is not significantly lower than the stock market price of the Company's shares of the same class already listed at the time the issue price is finally fixed (Art. 5 SE Regulation in conjunction with Sec. 203 paras. 1 and 2, Sec. 186 para. 3 sentence 4 AktG); or
  - the new shares are granted against contribution in kind, in particular for the purpose of acquiring companies, parts of companies and shareholdings, receivables or other assets.

The above maximum amount shall include shares which (i) are issued or sold by the Company during the term of this authorization under exclusion of subscription rights on the basis of other authorizations in direct or analogous application of Art. 5 SE Regulation in conjunction with Sec. 186 (3) Sentence 4 AktG or (ii) are issued or are to be issued to service bonds with conversion and/or option rights or a conversion obligation. Section 186 (3) sentence 4 AktG or (ii) are issued or are to be issued to service bonds with conversion and/or option rights or a conversion obligation, provided that the bonds are issued or are to be issued during the term of this authorization with exclusion of the subscription right in corresponding application of Art. 5 SE Regulation in conjunction with Section 186 (3) sentence 4 AktG. Section 186 (3) sentence 4 AktG. Any offsetting required under the preceding sentence due to the exercise of authorizations (i) to issue new shares pursuant to Art. 5 SE Regulation in conjunction with Section 186 (3) sentence 4 AktG shall be excluded. Sec. 203 par. 1 sentence 1, par. 2 sentence 1, Art. 186 par. 3 sentence 4 AktG and/or (ii) to sell treasury shares pursuant to Art. 5 SE Regulation in conjunction with Section 71 (1) no. 8, Section 186 (3) sentence 4 AktG and/or (iii) to issue convertible bonds and/or bonds with warrants pursuant to Art. 5 SE-Reg. in conjunction with Section 221 (4) sentence 2, Section 186 (3) sentence 4 AktG, shall cease to apply with effect for the future if and to the extent that the respective authorization(s), the exercise of which resulted in the crediting, is/are granted again by the Annual General Meeting in compliance with the statutory provisions.

## NON-BINDING CONVENIENCE TRANSLATION

The issue of new shares on the basis of this authorization is only permissible as long as, taking into account new shares previously issued during the term of this authorization on the basis of other authorizations granted in accordance with Art. 5 SE Regulation in conjunction with Section 202 AktG (authorized capital), the new shares are issued in accordance with Art. 5 SE Regulation in conjunction with Section 202 AktG (authorized capital). Sec. 202 of the German Stock Corporation Act (authorized capital) as well as new shares issued or to be issued to service bonds with conversion and/or option rights or a conversion obligation or to service subscription rights from stock options held by executives and members of the management of companies of the Nordex Group, provided that the bonds are issued or are to be issued in accordance with the authorization granted in accordance with Article 5 of the SE Council Regulation in conjunction with Article 202 of the German Stock Corporation Act. issued or to be issued, provided that the bonds or subscription rights are previously issued or granted during the term of this authorization, a number of new shares of 84,778,491 (corresponding to a quota in the share capital of EUR 84,778,491.00) is not exceeded.

The Management Board is authorized, with the approval of the Supervisory Board, to determine the further details of the implementation of capital increases from this Authorized Capital I, including the further content of the respective share rights and the conditions of the share issue. To the extent legally permissible, the Management Board may, with the approval of the Supervisory Board, in particular determine the profit participation of new shares in derogation of Section 60 (2) of the German Stock Corporation Act (AktG), including for a fiscal year which has already expired. The Supervisory Board is authorized to amend the wording of § 4 of the Articles of Association after the full or partial implementation of the capital stock increase in accordance with the respective utilization of Authorized Capital I and, if Authorized Capital I has not been utilized or not fully utilized by the end of June 5, 2026, after the expiry of the authorization of the Management Board.

c) Section 4 (2) of the Articles of Association shall be reworded as follows:

*"(2) The Management Board is authorized, with the approval of the Supervisory Board, to increase the share capital of the Company on one or more occasions by up to a total of EUR 21,194,622.00 by issuing new no-par value bearer shares against cash contributions and/or contributions in kind until the end of June 5, 2026 ("**Authorized Capital I**"). The shareholders are generally entitled to a subscription right. Pursuant to Art. 5 SE Regulation in conjunction with Section 186 (5) AktG, the new shares may also be taken over by a bank or an enterprise operating in accordance with Section 53 (1) sentence 1 or Section 53b (1) sentence 1 or (7) of the German Banking Act with the obligation to offer them to the shareholders for subscription ("**indirect subscription right**").*

*The Management Board is further authorized, with the approval of the Supervisory Board, to exclude shareholders' statutory subscription rights once or several times in the following cases,*

## NON-BINDING CONVENIENCE TRANSLATION

- aa) *for fractional amounts; or*
- bb) *if the total pro rata amount of capital stock represented by the new shares for which subscription rights are excluded on the basis of this authorization does not exceed 10% of the capital stock existing at the time this authorization takes effect or - if this amount is lower - at the time this authorization is exercised ("**maximum amount**")*; and:
- *in the case of capital increases against cash contributions, the issue price of the new shares is not significantly lower than the stock market price of the Company's shares of the same class already listed at the time the issue price is finally fixed (Art. 5 SE Regulation in conjunction with Section 203 paras. 1 and 2, Section 186 para. 3 sentence 4 AktG); or*
  - *the new shares are granted against contribution in kind, in particular for the purpose of acquiring companies, parts of companies and shareholdings, receivables or other assets.*

*Shares which (i) are issued during the term of this authorization under exclusion of subscription rights on the basis of other authorizations in direct or analogous application of Art. 5 SE Regulation in conjunction with Art. 186 par. 3 sentence 4 AktG are to be counted towards the above maximum amount. Section 186 (3) sentence 4 AktG or (ii) are issued or are to be issued to service bonds with conversion and/or option rights or a conversion obligation, provided that the bonds are issued or are to be issued during the term of this authorization with exclusion of the subscription right in corresponding application of Art. 5 SE Regulation in conjunction with Section 186 (3) sentence 4 AktG. Section 186 (3) sentence 4 AktG. Any offsetting required under the preceding sentence due to the exercise of authorizations (i) to issue new shares in accordance with Art. 5 SE Regulation in conjunction with Sec. 203 par. 1 sentence 1, par. 2 sentence 1, Art. 186 par. 3 sentence 4 AktG and/or (ii) to sell treasury shares pursuant to Art. 5 SE Regulation in conjunction with Section 71 (1) no. 8, Section 186 (3) sentence 4 AktG and/or (iii) to issue convertible bonds and/or bonds with warrants pursuant to Art. 5 SE-Reg. in conjunction with Section 221 (4) sentence 2, Section 186 (3) sentence 4 AktG, shall cease to apply with effect for the future if and to the extent that the respective authorization(s), the exercise of which resulted in the crediting, is/are granted again by the Annual General Meeting in compliance with the statutory provisions.*

*The issuance of new shares on the basis of this authorization is only permissible as long as, taking into account new shares previously issued during the term of this authorization on the basis of other authorizations granted in accordance with Art. 5 SE Regulation in conjunction with Section 202 AktG, the new shares are issued in accordance with Art. 5 SE Regulation in conjunction with Section 202 of the German Stock Corporation Act (authorized capital) as well as new shares issued or to be issued to service bonds with conversion and/or option rights or a conversion obligation or to service subscription rights from stock options held by executives and members of the management of companies of the Nordex Group, provided that the bonds are issued or are to be issued in accordance with the authorization granted*

## NON-BINDING CONVENIENCE TRANSLATION

*in accordance with Article 5 of the SE Council Regulation in conjunction with Article 202 of the German Stock Corporation Act. issued or to be issued, provided that the bonds or subscription rights are previously issued or granted during the term of this authorization, a number of new shares of 84,778,491 (corresponding to a quota in the share capital of EUR 84,778,491.00) is not exceeded.*

*The Management Board is authorized, with the approval of the Supervisory Board, to determine the further details of the implementation of capital increases from this Authorized Capital I, including the further content of the respective share rights and the conditions of the share issue. To the extent legally permissible, the Management Board may, with the approval of the Supervisory Board, in particular determine the profit participation of new shares in derogation of Section 60 (2) of the German Stock Corporation Act (AktG), including for a fiscal year which has already expired. The Supervisory Board is authorized to amend the wording of § 4 of the Articles of Association after the full or partial implementation of the capital stock increase in accordance with the respective utilization of Authorized Capital I and, if Authorized Capital I has not been utilized or not fully utilized by the end of June 5, 2026, after the expiry of the authorization of the Management Board."*

### **6. Resolution on the authorization to acquire and use treasury shares pursuant to Art. 52 subpara. 2 alt. 1 SE Regulation in conjunction with Section 71 (1) no. 8 AktG and to exclude tender and subscription rights as well as the cancellation of the previous authorization.**

Pursuant to Art. 52 subpara. 2 alt. 1 SE Regulation in conjunction with Section 71 (1) no. 8 AktG, the Company requires a special authorization by the Annual General Meeting, unless expressly permitted by law. The authorization resolved by the Annual General Meeting on June 4, 2019 is limited until May 31, 2024 and shall therefore be renewed.

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

#### **a) Authorization to purchase treasury shares**

The Management Board is authorized, with the approval of the Supervisory Board, to acquire treasury shares of the Company for any permissible purpose until June 5, 2028, subject to the statutory restrictions and the following provisions. The authorization may not be exercised for the purpose of trading in treasury shares.

This authorization is limited in total to a share of 10% of the capital stock existing at the time the resolution is adopted by the Annual General Meeting or - if this value is lower - of the capital stock existing at the time the authorization is exercised.

The shares acquired, together with other treasury shares held by the Company or attributable to it in accordance with sections 71a et seq. of the German Stock Corporation Act (AktG), may at no time account for more than 10% of the capital stock.



**b) Types of acquisition**

The acquisition shall be effected in compliance with the principle of equal treatment (Section 53a AktG) at the discretion of the Management Board (i) via the stock exchange, (ii) by means of a public purchase offer addressed to all shareholders, or (iii) by means of a public invitation to all shareholders to submit offers for sale.

- (i) If the shares are purchased on the stock exchange, the consideration paid by the Company for the purchase per share (excluding incidental costs) may not be more than 10% higher or lower than the average closing price of the Company's shares on the five trading days preceding the purchase in the XETRA trading system or a comparable successor system on the Frankfurt Stock Exchange.
- (ii) If the shares are acquired by means of a public purchase offer to all shareholders of the Company, the offer price of the shares or the limits of the purchase price range offered per share (in each case excluding incidental costs) may not be more than 10% higher or lower than the average closing price of the Company's shares on the five trading days preceding the day of publication of the offer in the XETRA trading system or a comparable successor system on the Frankfurt Stock Exchange. The purchase offer may provide for further conditions.

If, after publication of a public purchase offer, there are significant price deviations from the purchase price offered or the limits of the purchase price range offered, the offer may be adjusted. In this case, the relevant amount shall be determined on the basis of the average closing price of the Company's shares on the five stock exchange trading days in the XETRA trading system or a comparable successor system on the Frankfurt Stock Exchange prior to the publication of any adjustment; the 10% limit for exceeding or falling below this amount shall apply to this amount.

The volume of the public purchase offer may be limited. If, in the case of a public purchase offer, the volume of shares offered exceeds the existing repurchase volume, the purchase may be made in proportion to the shares tendered (tender ratio) rather than in proportion to the interest held in the Company by the tendering shareholders (shareholding ratio), to the partial exclusion of any right to tender. In addition, subject to the partial exclusion of any tender rights, preferential acceptance of smaller numbers of up to 100 tendered shares per shareholder and rounding according to commercial principles may be provided for in order to avoid fractional shares.

- (iii) If the acquisition is effected by means of a public invitation to all shareholders to submit offers for sale, the Company shall determine a purchase price range per share within which offers for sale may be submitted. The purchase price per share to be paid by the Company, which is determined by the Company on the basis of the offers for sale received, may not be more than 10% higher or lower than the average closing price of the no-par value share of the Company on the five trading days preceding the day on which the offers for sale are accepted in the XETRA trading system or a comparable successor system

## NON-BINDING CONVENIENCE TRANSLATION

on the Frankfurt Stock Exchange. The public invitation to submit offers for sale may provide for further conditions.

If, after publication of a public invitation to submit offers to sell, there are significant price deviations from the purchase or selling price offered or from the limits of any purchase or selling price range, the public invitation to submit offers to sell may be adjusted until the time of acceptance. In this case, the relevant amount shall be determined on the basis of the average of the closing prices of the Company's shares on the five stock exchange trading days in the XETRA trading system or a comparable successor system on the Frankfurt Stock Exchange prior to the publication of any adjustment; the 10% limit for exceeding or falling below this amount shall apply to this amount.

The volume of acceptance may be limited. If not all of several similar offers to sell can be accepted due to the volume limit, the acquisition may be made in proportion to the tender quotas instead of in proportion to the shareholdings, to the partial exclusion of any right to tender. In addition, subject to the partial exclusion of any tender rights, preferential acceptance of smaller numbers of up to 100 tendered shares per shareholder and rounding in accordance with commercial principles may be provided for in order to avoid fractional shares.

### c) **Use of treasury shares**

The Management Board is authorized, with the approval of the Supervisory Board, to use shares in the Company acquired on the basis of this authorization for all legally permissible purposes, including in particular the following:

- (i) The shares may be sold for non-cash consideration and used in particular as (partial) consideration in connection with business combinations or for the acquisition of companies, interests in companies or parts of companies. Shareholders' subscription rights are excluded to this extent.
- (ii) The shares may be offered as employee shares to executives and employees of the Company and its affiliated companies ("**Nordex Group**") in Germany and abroad as well as to members of the management of Nordex Group companies who are not members of the Company's Management Board. The shareholders' subscription rights are excluded to this extent.
- (iii) The shares may also be used to service conversion rights and conversion obligations under convertible bonds already issued or to be issued by the Company at the time of this resolution. Shareholders' subscription rights are excluded to this extent.
- (iv) The shares may be used to service employee option rights of members of the management bodies, executives and employees of the Company and the Nordex Group. The shareholders' subscription rights are excluded to this extent.

## NON-BINDING CONVENIENCE TRANSLATION

- (v) The shares may also be sold in a manner other than via the stock exchange or by way of an offer to the shareholders with shareholders' subscription rights excluded if the shares are sold for cash at a price per share which does not fall materially (i.e. by no more than 10%) short of the average closing price of the Company's share on the five trading days preceding the sale in the XETRA trading system or a comparable successor system on the Frankfurt Stock Exchange. However, this authorization shall only apply subject to the proviso that the shares sold under exclusion of subscription rights pursuant to Art. 186 par. 3 sentence 4 AktG may not exceed a total of 10% of the Company's capital stock, either at the time this authorization becomes effective or at the time it is exercised. The shares to be counted towards this limit of 10% of the capital stock are,
- which may be issued in the future to service bonds with conversion or option rights, provided that the bonds are issued with exclusion of subscription rights on the basis of an authorization in force at the time this authorization becomes effective or replacing it in corresponding application of Section 186 (3) sentence 4 AktG;
  - which are issued from authorized capital on the basis of an authorization in force at the time this authorization becomes effective or replacing it in accordance with Sec. 186 (3) Sentence 4 AktG, excluding shareholders' subscription rights.
- (vi) The shares may be redeemed without the redemption or the implementation of the redemption requiring a further resolution of the Annual General Meeting. The redemption may also be effected in accordance with Section 237 (3) no. 3 AktG without a capital reduction in such a way that the redemption increases the proportion of the Company's capital stock represented by the remaining no-par value shares in accordance with Section 8 (3) AktG. Pursuant to Section 237 (3) no. 3, second sentence of the German Stock Corporation Act, the Management Board is authorized to adjust the number of shares in the Articles of Association accordingly. The retirement may also be combined with a capital reduction; in this case, the Management Board is authorized to reduce the capital stock by the pro rata amount of capital stock represented by the retired shares and to adjust the number of shares and the capital stock in the Articles of Association accordingly.

### **d) Exercisability of the authorization**

All of the aforementioned authorizations may be exercised by the Company in whole or in part, on one or more occasions, in pursuit of one or more purposes. The authorizations - with the exception of the authorization to redeem treasury shares - may also be exercised by dependent companies or companies in which the Company holds a majority interest, or by third parties for its or their account.

**e) Cancellation of the previous authorization**

The authorization to acquire treasury shares resolved by the Annual General Meeting on June 4, 2019 under agenda item 5 and limited until May 31, 2024 is hereby cancelled.

**7. Resolutions on amendments to the Articles of Association in connection with the virtual holding of the shareholders' meetings and the participation of supervisory board members by means of Video and Audio Transmission**

The Annual General Meeting of May 31, 2022 had already resolved an amendment to the Articles of Association to enable a virtual Annual General Meeting in view of the legal amendment pending at that time. This provision of the Articles of Association is to be slightly adjusted with regard to the time limit in view of the final wording of the provision in section 118a AktG.

Pursuant to Section 118 (3) sentence 2 AktG, the Articles of Association may determine cases in which Supervisory Board members may participate in the Annual General Meeting by means of video and audio transmission. Use is to be made of this in the case of the virtual shareholders' meetings and in other justified exceptional cases.

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

a) Art. 19 par. 4 of the Articles of Association shall be reworded as follows:

*"The Management Board is authorized to provide, for Shareholders' Meetings to be held up to the end of June 5, 2028, for the Shareholders' Meeting to be held without the physical presence of the shareholders or their proxies at the location of the Annual General Meeting in accordance with the statutory provisions (virtual Annual General Meeting)."*

b) Section 20 of the Articles of Association shall be supplemented by the following paragraph 7:

*"Members of the Supervisory Board, with the exception of the Supervisory Board member chairing the shareholders' meeting, shall be permitted, in consultation with the chairman of the supervisory board, to participate in the shareholders' meeting by means of video and audio transmission if, due to legal restrictions, their residence abroad or their necessary residence at another location in Germany, physical presence at the location of the shareholders' meeting would not be possible for them or would be possible only at considerable expense or if the shareholders' meeting is held without the physical presence of the shareholders or their proxies at the location of the Shareholders' Meeting (Virtual Shareholders' Meeting)."*

**8. Election of the auditor for the financial year 2023**

The Supervisory Board proposes - based on the recommendation of its Audit Committee - that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Hamburg, be

## NON-BINDING CONVENIENCE TRANSLATION

appointed as auditors of the annual financial statements and auditors of the consolidated financial statements for

- a. the fiscal year 2023; and
- b. the review of interim financial reports in accordance with Secs. 115 (5); 117 No. 2 of the German Securities Trading Act (WpHG) until the next Annual General Meeting in the event that the Management Board decides to review interim financial reports.

The Audit Committee's recommendation was free from undue influence by third parties; nor were any clauses imposed on the Audit Committee that limit the Annual General Meeting's choices with regard to the selection of a particular auditor or audit firm to perform the audit of the Company's financial statements to specific categories or lists of auditors or audit firms.

## II. Reports to the Annual General Meeting

### 1. **Regarding agenda item 4: remuneration report pursuant to Section 162 AktG of Nordex SE for the fiscal year 2022**

This remuneration report presents the components and effects of the remuneration logic and outlines the individual amounts of remuneration paid to the Management Board and Supervisory Board.

Detailed information concerning the remuneration systems for the Management and Supervisory Board members of Nordex SE may be found on the Company's website (<https://ir.nordex-online.com/websites/Nordex/English/6000/corporate-governance.html>).

#### **GUIDELINES AND PRINCIPLES OF THE REMUNERATION SYSTEM FOR THE MANAGEMENT BOARD OF NORDEX SE**

Nordex SE's corporate strategy is aimed at creating a competitive and global company with long-term sustainable and positive future prospects – with innovative products, decarbonization of the economy shall be promoted and a significant contribution to the fight against climate change shall be made. These strategic objectives are aimed at successfully developing Nordex SE, i. e. consolidating the Company's competitive global positioning and thus enhancing its value for its shareholders in the long term. The success of this development is measured using financial and non-financial performance criteria and is also considered accordingly in the remuneration system for the Company's Management Board members (in the following referred to as the remuneration system). Remuneration systems are corporate management tools. The Supervisory Board of Nordex SE is convinced that a suitably designed remuneration structure will provide effective incentives for the Management Board members to successfully implement the Company's corporate strategy. Therefore, the remuneration paid to Nordex SE's members of the Management Board includes variable components which reward achieving the targets set and which are reduced accordingly if the targets are not met and may even cease entirely in certain circumstances. This establishes a clear link between corporate success and remuneration.

The operational and strategic corporate planning reflects the implementation of the Company's corporate structure. This corporate planning thus documents the envisaged short- and medium-term development of the Nordex Group. For their part, the variable remuneration components depend, in particular, on the share price trend and the achievement of demanding performance criteria which are determined on the basis of the Company's corporate planning. Through this structure, the Company's remuneration system promotes its business strategy as well as its long-term development.

The following principles in particular are considered when determining the remuneration of the Management Board:

---

Promotion of the corporate strategy

Harmonization with shareholders' interests

"Pay for performance"

Long-term orientation and sustainability

Compliance and market practice

---

#### **REMUNERATION OF THE MEMBERS OF THE MANAGEMENT BOARD** **Management Board remuneration in the 2022 financial year**

The remuneration system, which was approved with a 99.37% majority at the Annual General Meeting of Nordex SE, applies for all service contracts newly concluded or extended after 05 May 2021. This is without prejudice to the service contracts concluded up to this date for all members of the Management Board, which will remain in force until such time as they are extended or revised. Dr. Ilya Hartmann's service contract was revised in the year under review with effect from 1 July 2022, applying the new remuneration system. Accordingly, the reporting for Dr. Ilya Hartmann in

this year's remuneration report reflects both the previous arrangements and the currently applicable remuneration system. The service contracts of Mr. José Luis Blanco and Mr. Patxi Landa were extended with effect from 1 January 2023 and were therefore not yet subject to the provisions of the remuneration system in financial year 2022. The remuneration report will fully reflect the remuneration system which was approved in 2021 once this system's arrangements have been fully applied to the service contracts of Mr. José Luis Blanco and Mr. Patxi Landa. Detailed information on the new remuneration system may be found on Nordex's website (<http://ir.nordex-online.com/websites/Nordex/English/6000/corporate-governance.html>).

The remuneration of the Management Board defined in the current service contracts comprises performance-unrelated (fixed) and performance-related (variable) remuneration components. The latter reflect the Company's business performance in a given year as well as its long-term business performance. The fixed, performance-unrelated remuneration comprises the annual base salary plus fringe benefits. The short-term variable remuneration (bonus) and the long-term variable remuneration (Performance Share Unit Plan, in the following also referred to as PSUP) will be granted on a performance-related and therefore variable basis. To incentivize the achievement of medium-term strategic targets, the Supervisory Board in 2021 had decided to establish a one-off Transformation Incentive Plan (in the following also referred to as TIP) for the members of the Management Board. This plan ended as of 31 December 2022. Since the applicable targets were not met, no payout was made under the TIP.

Under Section 162 (1) sentence 1 of the German Stock Corporation Act (AktG), the Management and Supervisory Boards of a listed company are obliged to prepare an annual report on the remuneration awarded and due in the previous financial year to the current or former members of the Management and Supervisory Boards. The following is a clear and easily understandable overview of the remuneration granted, i. e. all benefits paid to members of the Management and Supervisory Boards who discharged the functions serving as the basis for their remuneration throughout the 2022 financial year.

The remuneration report for financial year 2021 was approved by the Annual General Meeting on 31 May 2022 by a majority of 85.98%. Due to the high level of approval, no significant adjustments to its design and structure were necessary.

### **DETERMINATION OF THE REMUNERATION OF THE MANAGEMENT BOARD FOR THE 2022 FINANCIAL YEAR**

#### **Target remuneration and remuneration structure**

In determining the remuneration of the Management Board, the Supervisory Board is guided by the market position of Nordex SE – in particular, with regard to its sector, size (revenues, number of employees worldwide and market capitalization), country (headquarters location and reach of operations) – and the structure and amount of management remuneration at comparable companies as well as internal salary structures. The function and area of responsibility of the individual members of the Management Board are further criteria. In addition, in determining the amount of the total target remuneration the Supervisory Board has ensured that the proportion of the long-term variable remuneration exceeds that of the short-term variable remuneration. This approach fulfills the requirements of the German Stock Corporation Act and the provisions of the German Corporate Governance Code, as amended on 28 April 2022 (GCGC).

### **FIXED REMUNERATION IN THE 2022 FINANCIAL YEAR**

The fixed remuneration comprises an annual base salary paid out in equal monthly installments and fringe benefits customary in the market. These include the provision of a company car, which may also be used privately, and the payment of insurance premiums for invalidity and death coverage, and allowances for health and nursing care insurance.

The Company has also taken out a D&O insurance policy which, also covers the service of the Management Board members. In accordance with the provisions of the German Stock Corporation Act, the policy stipulates a deductible.

### **VARIABLE REMUNERATION IN THE 2022 FINANCIAL YEAR**

The variable remuneration components reflect the achievement of annual targets as well as the Company's long-term performance. The short-term variable remuneration (bonus) and the long-term variable remuneration (PSUP) incentivize the performance of the Management Board members from a variety of different perspectives, over assessment periods of varying duration and while taking various performance criteria into consideration.

## NON-BINDING CONVENIENCE TRANSLATION

The achievement of short-term operational targets is of primary significance for the selection of the performance criteria for the bonus. The PSUP focuses on the performance of Nordex SE shares (in the following also referred to as Nordex shares) by comparison with the capital market. Among other criteria, this evaluates the capital market's assessment of Nordex SE's strategic orientation and its implementation by the Management Board.

In addition, in the 2021 financial year the Supervisory Board granted a one-off TIP on the basis of phantom shares with a two-year assessment period (in the following also referred to as the TIP performance period). The TIP establishes incentives for the achievement of strategic targets, in particular in relation to the sales and earnings growth of Nordex SE. The TIP ended on 31 December 2022. Since the applicable targets were not met, no payout was made under the TIP.

The performance criteria on which the variable remuneration is based in financial year 2022 and their strategic relevance are shown in the following table:

Performance criteria	Bonus	Performance Share Unit Plan	Transformation Incentive Plan	Strategic relevance
EBITDA in EUR million	x		x	Reviewing the development of profitability of the operating business
Working capital	x			Ensuring efficient use of capital in the operating business
Relative total shareholder return		x		Long-term development of enterprise value compared with the capital market
Free cash flow			x	Generating the necessary cash to self-finance the operating business
Quality of order intake <sup>1</sup>	x			Ensuring target profitability of projects in order intake to secure future profitability
HSE performance <sup>2</sup>	x			Protecting and promoting employees by ensuring occupational safety
Quality costs and technology management costs <sup>3</sup>	x			Promoting customer satisfaction through quality assurance
Proportion of women in management positions in the Nordex Group <sup>4</sup>			x	Achieve a minimum of 25% female representation in management positions by 2025 in line with the Nordex Group's sustainability strategy

<sup>1</sup> Gross contribution margin of order intake in EUR million

<sup>2</sup> Frequency of lost-time incidents in relation to total hours worked (lost-time incident frequency)

<sup>3</sup> Cost of quality deviations and technology management measured as a percentage of total sales

<sup>4</sup> This performance criterion has been part of the long-term variable remuneration of Dr. Ilya Hartmann since 1 July 2022.



## NON-BINDING CONVENIENCE TRANSLATION

### SHORT-TERM VARIABLE REMUNERATION (BONUS)

An individual target amount is defined in the service contract of each Management Board member. The degree of target achievement is determined on the basis of financial and non-financial performance criteria.

The Supervisory Board individually determines these performance criteria on an annual basis for each Management Board member. The respective degree of target achievement is established at the end of the financial year. For financial year 2022, the Supervisory Board has defined the following performance criteria and weightings for the members of the Management Board:

#### Targets for short-term variable remuneration (bonus)

##### 0% – 200% target achievement

The performance criteria are determined by the Supervisory Board at the beginning of each financial year.

Weighting of performance criteria	José Luis Blanco	Patxi Landa	Dr. Ilya Hartmann
EBITDA in EUR million	50%	50%	50%
Working capital	20%	20%	30%
Quality of order intake <sup>1</sup>	20%	30%	20%
HSE performance <sup>2</sup>	5%	–	–
Quality costs and technology management costs <sup>3</sup>	5%	–	–

<sup>1</sup> Gross contribution margin of order intake in EUR million

<sup>2</sup> Frequency of lost-time incidents in relation to total hours worked (lost-time incident frequency)

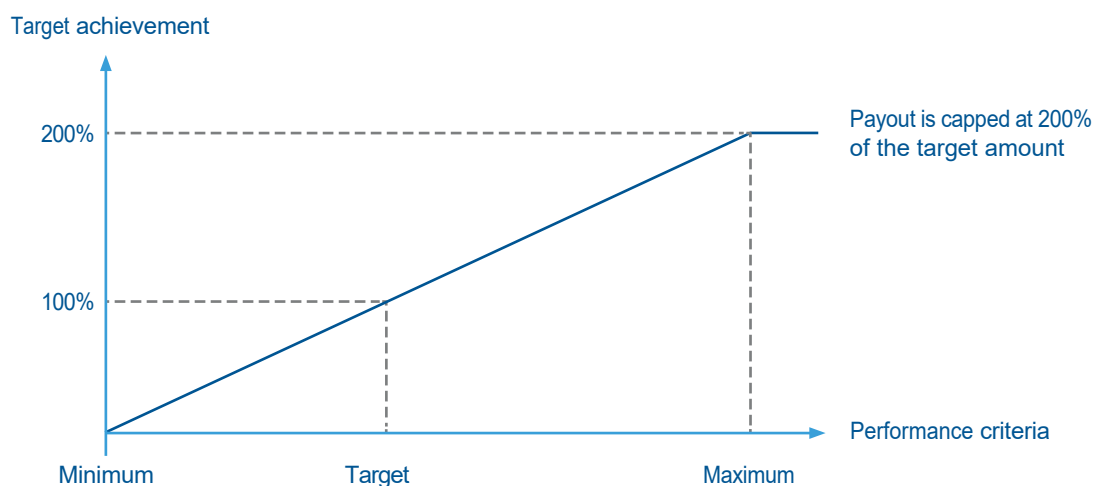
<sup>3</sup> Cost of quality deviations and technology management measured as a percentage of total sales

Targets are derived from corporate planning, thus ensuring consistency with corporate strategy.

For all of the performance criteria, the possible degrees of target achievement are between 0% and 200%. A targeted range will be defined for each performance criterion. If the target value is reached, the degree of target achievement is 100% in each case; if the value falls below the minimum value, the degree of target achievement is 0%. The degree of target achievement is limited to 200% if the maximum value is matched or exceeded. Intermediate values are subject to linear interpolation.

## NON-BINDING CONVENIENCE TRANSLATION

### Short-term variable remuneration (bonus) – target corridor



The degree of overall target achievement for a financial year is determined while taking into account each individual target achievement level and the weighting of the performance criteria. The bonus amount will be calculated on the basis of the specified target amount, with reference to the degree of overall target achievement. The payout amount is capped at 200% of the target amount. The new service contract of Dr. Ilya Hartmann stipulates that he is obliged to purchase Nordex shares to the value of his annual base salary (gross)

and hold these shares for the duration of his appointment and for a further two years after this appointment comes to an end. An annual minimum investment amount equivalent to 25% of the net payout from the short-term variable remuneration applies until the full investment volume has been reached.

The resulting individual remuneration corridor for the bonus for financial year 2022 is as follows:

EUR	Minimum amount	Target amount	Maximum amount (200% of the target amount)
José Luis Blanco	0	420,000	840,000
Patxi Landa	0	250,000	500,000
Dr. Ilya Hartmann	0	205,000 <sup>1</sup>	410,000 <sup>1</sup>

<sup>1</sup> The target amount of the bonus for Dr. Ilya Hartmann was adjusted pro rata temporis with the contract extension effective 1 July 2022. For the period from 1 January 2022 to 30 June 2022, the target amount is EUR 85,000; for the period from 1 July 2022 to 31 December 2022 it is EUR 120,000. This gives a total target amount of EUR 205,000 for 2022.

## NON-BINDING CONVENIENCE TRANSLATION

The following table shows the individual target achievement for the 2022 bonus.

Target achievement in %	José Luis Blanco	Patxi Landa	Dr. Ilya Hartmann
EBITDA in EUR million	0%	0%	0%
Working capital	200%	200%	200%
Quality of order intake	200%	200%	200%
HSE performance	200%	-	-
Quality costs and technology management costs	0%	-	-
<b>Overall target achievement</b>	<b>90%</b>	<b>100%</b>	<b>100%</b>
Performance factor (0.8–1.2)	1.0	1.0	1.0 <sup>1</sup>

<sup>1</sup> In the case of Dr. Ilya Hartmann, the level of target achievement for the period from 1 July 2022 to 31 December 2022 will not be adjusted using the performance factor.

The Supervisory Board may also adjust the bonus individually on the basis of the Company's performance and the individual performance of the Management Board members within a corridor of 0.8 to 1.2 times the overall target achievement level. For financial year 2022, the performance factor was set by the Supervisory Board at 1.0. Dr. Ilya Hartmann's new service contract no longer provides for an adjustment of the overall level of target achievement using the performance factor for periods after 30 June 2022.

## LONG-TERM VARIABLE REMUNERATION (PSUP)

The long-term variable remuneration component is a PSUP which is based on phantom shares.

### 2020–2022 tranche

The conditions of the 2020– 2022 tranche of the PSUP for Mr. José Luis Blanco and Mr. Patxi Landa are detailed below. Because Dr. Ilya Hartmann was not appointed as a member of the Management Board until 1 January 2021, he is not participating in the 2020 – 2022 tranche.

---

### Long-term variable remuneration (PSUP)

#### 50% – 200% target achievement

The number of PSUs for a tranche that is decisive for payout amount depends on a share price-based target

<b>Type</b>	Performance Share Unit Plan
<b>Performance period</b>	3 years
<b>Performance criterion</b>	Development of RTSR compared to a suitable peer group (DAX, MDAX and TecDAX)
<b>Initial number</b>	Target amount ÷ Ø closing share price of Nordex shares on the last 20 trading days prior to the start of the performance period
<b>Final number</b>	Initial number of PSUs of a tranche x target achievement in %
<b>Payout amount</b>	Final number × Ø closing share price of Nordex shares on the last 20 trading days prior to the end of the performance period

#### **Payout is capped at 300% of the target amount**

Creates incentives for the sustainable increase in enterprise value and promotes the alignment of Management Board and shareholder interests

An individual target amount has been agreed with the members of the Management Board. This amount is converted into performance share units (in the following also referred to as PSU). To do so, the target amount is divided by the average closing price of Nordex shares on the last 20 trading days prior to the start of the assessment period (in the following also referred to respectively as the initial number and the performance period).

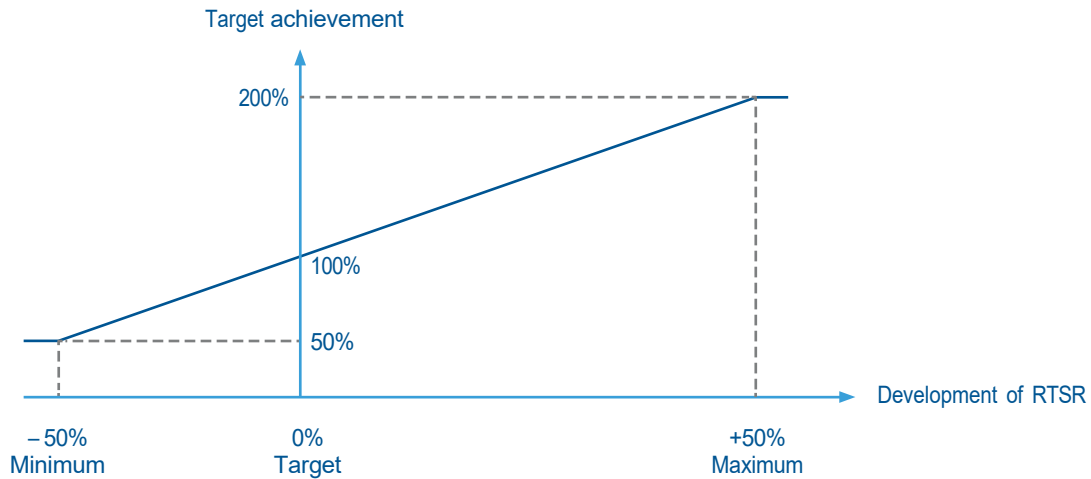
The performance criterion is a comparison of the performance of the “relative total shareholder return” (in the following also referred to as RTSR) of Nordex shares with the arithmetic mean of the performance of the DAX, MDAX and TecDAX benchmark indices. The level of target achievement for Mr. José Luis Blanco and Mr. Patxi Landa is calculated over a three-year performance period, starting on 1 January of the year of allocation in each case.

## NON-BINDING CONVENIENCE TRANSLATION

The target corridor of the 2020–2022 tranche for the RTSR trend has been established as follows:

---

### Long-term variable remuneration (PSUP) – target corridor



A minimum of – 50% and a maximum of +50% have been defined as the targeted range. An RTSR performance in line with the benchmark indices will represent a 100% target achievement level. If the benchmark indices are exceeded by 50% or more, this will represent a 200% target achievement level. If the trend for the RTSR of Nordex SE lags behind the RTSR trend for the benchmark indices by 50% or more, a 50% level of target achievement is assumed. Intermediate values are subject to linear interpolation.

The final number of PSUs is calculated by multiplying the initial number by the level of target achievement. This is multiplied by the average closing price of Nordex shares on the last 20 trading days prior to the end of the performance period to determine the payout amount. The PSUP payout amount is capped at 300% of the individual target amount. The amount will be paid out in cash as of the Management Board member's salary statement for the first month after the Annual General Meeting for the financial year following the end of the performance period.

The Management Board members participating in the 2020 – 2022 tranche are obliged to hold shares valued at no less than 33% of their payout after tax and social security contributions for a period of at least two years.

## NON-BINDING CONVENIENCE TRANSLATION

### Target achievement for the 2020–2022 tranche

The target achievement for the PSUP tranche issued in 2020 is as follows:

EUR	Target amount	Average closing share price of Nordex shares prior to the start of the performance period	Initial number of PSUs	Target achievement	Final number of PSUs	Average closing share price of Nordex shares prior to the end of the performance period
<b>Members of the Management Board in office as of 31 December 2022</b>						
José Luis Blanco	420,000	12.43	33,789	101.88%	34,424	12.43
Patxi Landa	250,000	12.43	20,113	101.88%	20,491	12.43
Dr. Ilya Hartmann	–	–	–	–	–	–
<b>Former members of the Management Board</b>						
Christoph Burkhard	250,000	12.43	20,113	101.88%	6,830 <sup>1</sup>	12.43

<sup>1</sup> Pursuant to the termination agreement, Mr. Christoph Burkhard forfeits 2/3 of the 2020 PSU tranche. As a result, only 6,830 PSUs of the 20,113 PSUs granted in 2020 will be paid out.

## NON-BINDING CONVENIENCE TRANSLATION

### 2022 tranches

#### 2022 (I) tranche

In financial year 2022, PSUs were granted to Mr. José Luis Blanco, Mr. Patxi Landa and Dr. Ilya Hartmann, the terms of which correspond to those of the 2020– 2022 tranche outlined above – except that the performance period for Dr. Ilya Hartmann is four years instead of three (2022 (I) tranche).

The conditions of the target range for the RTSR performance criterion for the 2022 (I) tranche are the same as for the 2020 – 2022 tranche detailed above.

---

### Long-term variable remuneration (PSUP)

#### 50% – 200% target achievement

The number of PSUs for a tranche that is decisive for payout amount depends on a share price-based target

<b>Type</b>	Performance Share Unit Plan
<b>Performance period</b>	3 or 4 years <sup>1</sup>
<b>Performance criterion</b>	Development of RTSR compared to a suitable peer group (DAX, MDAX and TecDAX)
<b>Initial number</b>	Target amount ÷ Ø closing share price of Nordex shares on the last 20 trading days prior to the start of the performance period
<b>Final number</b>	Initial number of PSUs of a tranche x target achievement in %
<b>Payout amount</b>	Final number × Ø closing share price of Nordex shares on the last 20 trading days prior to the end of the performance period

#### **Payout is capped at 300% of the target amount**

Creates incentives for the sustainable increase in enterprise value and promotes the alignment of Management Board and shareholder interests

---

<sup>1</sup> The performance period for the 2022 (I) tranche for Dr. Ilya Hartmann is four years.

## NON-BINDING CONVENIENCE TRANSLATION

### 2022 (II) tranche

Dr. Ilya Hartmann's service contract was revised with effect from 1 July 2022 and the conditions of the PSUP were brought into line with the new remuneration system. In connection with this adjustment, a further tranche (the 2022 (II) tranche) was issued for Dr. Ilya Hartmann in July 2022 in addition to the 2022 (I) tranche.

The conditions for the 2022 (II) tranche that applies to Dr. Ilya Hartmann are as follows:

---

### Long-term variable remuneration (PSUP) – Tranche 2022 (II)

#### 0% – 200% target achievement

Type	Performance Share Unit Plan
Performance period	4 years
Performance criteria	<ul style="list-style-type: none"><li>› Development of RTSR compared to a suitable peer group (DAX, MDAX and TecDAX): weighting of 80%</li><li>› Proportion of women in management positions in the Nordex Group: weighting of 20%</li></ul>
Initial number	Target amount ÷ Ø closing share price of Nordex shares on the last 20 trading days prior to the start of the performance period
Final number	Initial number of PSUs of a tranche x target achievement in %
Payout amount	Final number × Ø closing share price of Nordex shares on the last 20 trading days prior to the end of the performance period

**Payout is capped at 300% of the target amount**

---



## NON-BINDING CONVENIENCE TRANSLATION

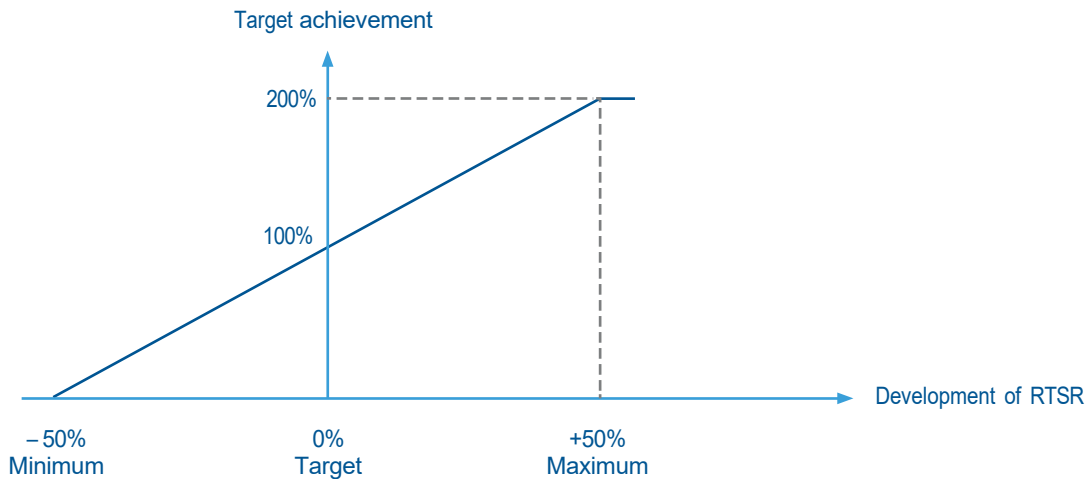
An individual target amount has been agreed with Dr. Ilya Hartmann that will be converted into PSUs. For this purpose, the target amount is divided by the average closing price of Nordex shares on the last 20 trading days prior to the start of the performance period (in the following also referred to as initial number).

Performance is determined based on two criteria. The first performance criterion (weighting: 80%) is a comparison of the performance of Nordex shares' RTSR with the arithmetic mean of the performance of the DAX, MDAX and TecDAX

benchmark indices. The level of target achievement is calculated over a four-year performance period, starting on 1 January of the year of allocation. An RTSR performance in line with the benchmark indices will represent a 100% target achievement level. If the benchmark indices are exceeded by 50% or more, this will represent a 200% target achievement level. If the trend for the RTSR of Nordex SE lags behind the RTSR trend for the benchmark indices by 50% or more, a 0% level of target achievement is assumed. Intermediate values are subject to linear interpolation.

---

### Long-term variable remuneration (PSUP) – target corridor for the RTSR trend (Tranche 2022 (II))



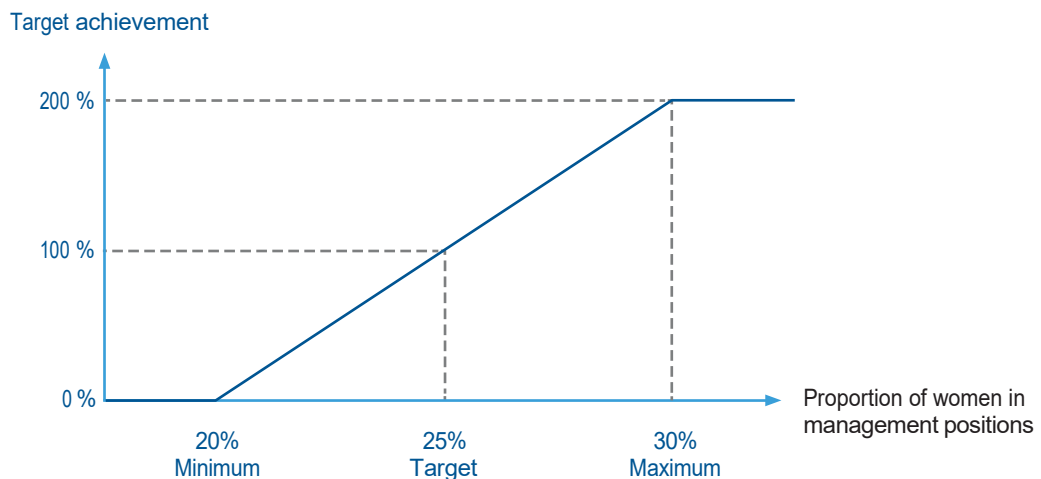
## NON-BINDING CONVENIENCE TRANSLATION

Achievement of a proportion of women in management positions of 25% by 2025, derived from the Nordex Group's 2025 sustainability strategy, has been defined as the second performance criterion (weighting: 20%). Whether the target has been achieved will be determined at the end of the 2025 performance period. A target quota for women of a minimum of 20% and a maximum of 30% has been defined as the target range. Target achievement is linearly interpolated between 0% and 200%.

The degree of overall target achievement for a financial year is determined while taking into account each individual target achievement level and the weighting of the performance criteria. The final number of PSUs is calculated by multiplying the initial number by the overall level of target achievement. This is multiplied by the average closing price of Nordex shares on the last 20 trading days prior to the end of the performance period to determine the payout amount. The PSUP payout amount is capped at 300% of the individual target amount. The amount will be paid out – at the Company's discretion either in cash or in Nordex shares – as of the Management Board member's salary statement for the first month after the Annual General Meeting for the financial year following the end of the performance period.

---

### Long-term variable remuneration (PSUP) – target corridor for the proportion of women in management positions (Tranche 2022 (II))



## NON-BINDING CONVENIENCE TRANSLATION

### Allocation of 2022 tranches

The allocation of the PSUP tranches issued in 2022 is presented below:

Allocation of the 2022 tranche in EUR	Target amount	Average closing share price of Nordex shares prior to the start of the performance period	Initial number of PSUs	Fair value per PSU at allocation
José Luis Blanco	420,000	14.50	28,966	13.62
Patxi Landa	250,000	14.50	17,241	13.62
Dr. Ilya Hartmann <sup>1</sup>	100,000 <sup>1</sup>	14.50	6,897	12.79
Dr. Ilya Hartmann <sup>1</sup>	130,000 <sup>1</sup>	14.50	8,966	7.57

<sup>1</sup> The target amount of the 2022 installment for Dr. Ilya Hartmann was adjusted pro rata temporis with the contract extension effective 1 July 2022. For the period from 01 January 2022 to 30 June 2022 (2022 (I) tranche), the target amount is EUR 100,000. For the period from 1 July 2022 to 31 December 2022 (2022 (II) tranche), the target amount is EUR 130,000. This gives a total target amount of EUR 230,000 for 2022.

The resulting individual remuneration corridor for the 2022 (I) and 2022 (II) tranches is as follows:

EUR	Minimum amount	Target amount	Maximum amount (300% of the target amount)
José Luis Blanco	210,000	420,000	1,260,000
Patxi Landa	125,000	250,000	750,000
Dr. Ilya Hartmann <sup>1</sup>	50,000	100,000	300,000
Dr. Ilya Hartmann <sup>1</sup>	0	130,000	390,000

<sup>1</sup> The target amount of the 2022 installment for Dr. Ilya Hartmann was adjusted pro rata temporis with the contract extension effective 1 July 2022. For the period from 1 January 2022 to 30 June 2022 (2022 (I) tranche), the allocation is EUR 100,000. For the period from 1 July 2022 to 31 December 2022 (2022 (II) tranche), the allocation is EUR 130,000.

## NON-BINDING CONVENIENCE TRANSLATION

### Development of the portfolio of phantom shares in connection with the PSUP in financial year 2022

The following overview shows the development of the portfolio of PSUs held by the members of the Management Board in financial year 2022.

Current and former members of the Management Board	Information on the PSUPs				Information on the 2022 financial year				
					Opening balance	During the financial year			Closing balance
	Plan	Tranche	Performance period	Allocation price	Balance at the beginning of the financial year	Newly allocated PSUs	Change	PSUs exercised	Balance at the end of the financial year
José Luis Blanco	PSUP	2022	Jan 2022 – Dec 2024	14.50	0	28,966	0	0	28,966
		2021	Jan 2021 – Dec 2023	20.16	20,833	0	0	0	20,833
		2020	Jan 2020 – Dec 2022	12.43	33,789	0	635 <sup>2</sup>	34,424	0
Patxi Landa	PSUP	2022	Jan 2022 – Dec 2024	14.50	0	17,241	0	0	17,241
		2021	Jan 2021 – Dec 2023	20.16	12,401	0	0	0	12,401
		2020	Jan 2020 – Dec 2022	12.43	20,113	0	378 <sup>2</sup>	20,491	0
Dr. Ilya Hartmann	PSUP	2022 (II)	Jan 2022 – Dec 2025	14.50	0	8,966	0	0	8,966
		2022 (I)	Jan 2022 – Dec 2025	14.50	0	13,793	-6,896	0	6,897
		2021	Jan 2021 – Dec 2024	20.16	9,921	0	0	0	9,921
Christoph Burkhard <sup>1</sup>	PSUP	2020	Jan 2020 – Dec 2022	12.43	6,704 <sup>3</sup>	0	126 <sup>2</sup>	6,830	0

<sup>1</sup> Until 28.02.2021

<sup>2</sup> Increase in PSUs of the 2020 tranche in line with target achievement of the performance criteria

<sup>3</sup> Pursuant to the termination agreement, Mr. Christoph Burkhard forfeited 2/3 of the 2020 PSU tranche.

### Transformation Incentive Plan

Within the scope of the TIP, each Management Board member will be granted an individual number of performance share units (in the following also referred to as the initial number of TIP PSUs) subject to the condition precedent of the achievement of a free cash flow threshold as of the end

of the 2022 financial year (in the following also referred to as the threshold). The EBITDA reported in the consolidated financial statements of the Nordex Group for the 2022 financial year will be applied as a performance criterion if this threshold is reached. The final number of TIP PSUs will be calculated by multiplying the initial number of TIP PSUs by

## NON-BINDING CONVENIENCE TRANSLATION

the percentage degree of target achievement. The amount paid out will be determined by multiplying the final number of TIP PSUs by the average closing price of Nordex shares on the last 20 trading days prior to the end of the two-year TIP performance period. At the Company's discretion, this amount will be paid out either in the form of Nordex shares or in cash form. In the case of a cash payment, the Management Board members will be obliged to purchase Nordex shares whose value is equivalent to the net payment amount. The Management Board members will be obliged to hold these shares for a period of at least two years, both in the event of a cash payment and the subsequent reinvestment of the net payment amount and in the event of payment in the form of Nordex shares. Since the applicable targets were not met, no payout was made under the TIP.

### Malus and clawback arrangements

The Supervisory Board did not make any use of the option to withhold or claw back variable remuneration components in the 2022 financial year.

### REMUNERATION AWARDED AND DUE OWED TO THE MEMBERS OF THE MANAGEMENT BOARD WHO HELD OFFICE IN THE 2022 FINANCIAL YEAR

The following tables show the remuneration awarded and due to the members of the Management Board who held office in the 2022 financial year. In the following, for the Management Board members holding office the remuneration granted is the remuneration for which the relevant service or performance period ended in the financial year.

Accordingly, as well as the annual base salary and the fringe benefits, the 2022 bonus and the PSUP with a 2020-2022 performance period are shown as the remuneration granted for the 2022 financial year. In addition to the remuneration amounts, pursuant to section 162 (1) sentence 2 no. 1 AktG the relative proportion of the fixed and variable remuneration components is also indicated.

	José Luis Blanco				Dr. Ilya Hartmann			
	2022	2022	2021	2021	2022	2022	2021	2021
Remuneration awarded and due	EUR	%	EUR	%	EUR	%	EUR	%
Annual base salary	610,000	43	610,000	43	375,000	62	350,000	95
Fringe benefits <sup>1</sup>	6,801	0	7,030	0	20,892	3	16,528	5
<b>Fixed remuneration</b>	<b>616,801</b>	<b>43</b>	<b>617,030</b>	<b>44</b>	<b>395,892</b>	<b>66</b>	<b>366,528</b>	<b>100</b>
<b>Short-term variable remuneration (bonus)</b>	<b>378,000</b>	<b>27</b>	<b>0</b>	<b>0</b>	<b>205,000</b>	<b>34</b>	<b>0</b>	<b>0</b>
2020 – 2022 Performance Share Unit Plan	427,890	30	–	–	–	–	–	–
2019 – 2021 Performance Share Unit Plan	–	–	794,673	56	–	–	–	–
Transformation Incentive Plan	0	0	–	–	0	0	–	–
<b>Long-term variable remuneration (Performance Share Unit Plan)</b>	<b>427,890</b>	<b>30</b>	<b>794,673</b>	<b>56</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total remuneration</b>	<b>1,422,691</b>	<b>100</b>	<b>1,411,702</b>	<b>100</b>	<b>600,892</b>	<b>100</b>	<b>366,528</b>	<b>100</b>

<sup>1</sup> Health and nursing care insurance are included in the fringe benefits for 2022 and retroactively for 2021. As a consequence, the figures presented here for 2021 differ from those presented in the 2021 remuneration report.

## NON-BINDING CONVENIENCE TRANSLATION

	Patxi Landa			
	2022	2022	2021	2021
Remuneration awarded and due	EUR	%	EUR	%
Annual base salary	400,000	44	400,000	47
Fringe benefits <sup>1</sup>	7,255	1	606	0
<b>Fixed remuneration</b>	<b>407,255</b>	<b>45</b>	<b>400,606</b>	<b>47</b>
<b>Short-term variable remuneration (bonus)</b>	<b>250,000</b>	<b>27</b>	<b>0</b>	<b>0</b>
2020–2022 Performance Share Unit Plan	254,703	28	–	–
2019–2021 Performance Share Unit Plan	–	–	454,097	53
Transformation Incentive Plan	0	0	–	–
<b>Long-term variable remuneration (Performance Share Unit Plan)</b>	<b>254,703</b>	<b>28</b>	<b>454,097</b>	<b>53</b>
<b>Total remuneration</b>	<b>911,958</b>	<b>100</b>	<b>854,703</b>	<b>100</b>

Percentages are rounded to full percentage points.

<sup>1</sup> Health and nursing care insurance are included in the fringe benefits for 2022 and retroactively for 2021. As a consequence, the figures presented here for 2021 differ from those presented in the 2021 remuneration report.

### Maximum remuneration

Dr. Ilya Hartmann's employment contract that has been applicable since 1 July 2022 provides for maximum remuneration of EUR 3.5 million. A final assessment as to whether the defined maximum remuneration has been complied with can only be made once the amounts paid out from the 2022 (I) and 2022 (II) tranches of the PSUP have been determined and can therefore be reported in the remuneration report for financial year 2025.

### BENEFITS TO FORMER MEMBERS OF THE MANAGEMENT BOARD

The remuneration awarded and due to Mr. Christoph Burkhard, who stepped down from the Management Board in 2021, amounted to EUR 84,901 and is equal to the payment from the PSUP (2020–2022 tranche).

Pension payments to former members of the Management Board amounted to EUR 20,390 in financial year 2022, (net) provisions at the end of the financial year amounted to EUR 322,861, and interest expense in accordance with IAS 19 amounted to EUR 5,051.

## BENEFITS UPON TERMINATION OF EMPLOYMENT

### Benefits in the event of premature termination

If, in the event of revocation of an appointment, the Company terminates a service contract without good cause or if a severance agreement is signed in this case, Mr. José Luis Blanco and Mr. Patxi Landa will have a contractual entitlement to receive a severance payment. The amount of this severance payment is calculated on the basis of the target remuneration to be paid for the remaining term of the service contract. It is limited to two years' total target remuneration. In the event of the Company's revocation of their appointment, the Company may moreover release Mr. José Luis Blanco and Mr. Patxi Landa from their work duties subject to continued payment of their remuneration. Mr. José Luis Blanco and Mr. Patxi Landa will not be entitled to receive any severance payment if the premature termination of their service contracts is attributable to them.

In the event of the Company's revocation of his appointment and termination of his service contract without good cause, the Company may release Dr. Ilya Hartmann from his work duties subject to continued payment of his remuneration. Based on the severance payments in force since 1 July 2022, the severance payment is limited to the remuneration of the remaining term of the service contract or to a maximum of two years of remuneration.

If the service contract or the appointment to the Management Board is terminated early in certain, more closely defined "bad leaver" cases (in particular if it is terminated by Nordex SE for good cause pursuant to Section 626 (1) of the German Civil Code (BGB) or if the member of the Management Board resigns before the end of the financial year without the Company being at fault), they shall forfeit their entitlement to the bonus and the PSUs under the active Management Board members' service contracts without replacement.

### Benefits in the event of regular termination

If the service relationship ends prior to the end of the financial year or performance period as a result of the regular expiry of a contractual term or due to retirement, invalidity or death, the Management Board members will hold bonus and PSUP entitlements on a pro rata temporis basis. In addition, in the event of death, the spouse, partner and children of the Management Board member are jointly granted six months' basic remuneration as a transitional payment.

## REMUNERATION OF THE MEMBERS OF THE SUPERVISORY BOARD

Under Article 18 (1) to (4) of the Articles of Incorporation, each Supervisory Board member is entitled to fixed remuneration of EUR 30,000 (2021: EUR 30,000) in consideration of the performance of their duties for each full financial year in which they are members of the Supervisory Board. The chairman of the Supervisory Board receives twice and his deputy one-and-a-half times the fixed remuneration received by a regular member of the Supervisory Board.

Each Supervisory Board member also receives fixed remuneration for membership of Supervisory Board committees. This amounts to EUR 3,000 (2021: EUR 3,000) for each full financial year in which the Supervisory Board member belonged to the committee. The chairman of a committee receives twice this amount.

The following table shows the Supervisory Board members' memberships and chairmanships on the various committees.

Supervisory Board member	Committee
Dr.-Ing. Wolfgang Ziebart (Chairman of the Supervisory Board)	Chairman of the Executive Committee and member of the Strategy and Technology Committee
Juan Muro-Lara (Deputy Chairman of the Supervisory Board)	Member of the Executive Committee and Audit Committee
Jan Klatten	Member of the Executive Committee and chairman of the Strategy and Technology Committee
Connie Hedegaard <sup>1</sup>	Member of the Audit Committee
María Isabel Blanco <sup>2</sup>	Member of the Audit Committee
Martin Rey	Chairman of the Audit Committee
María Cerdón	Member of the Strategy and Technology Committee

<sup>1</sup> Until 31.05.2022

<sup>2</sup> Since 31.05.2022

## NON-BINDING CONVENIENCE TRANSLATION

Supervisory Board members who have only belonged to the Supervisory Board or one of its committees for part of a given financial year will, for each commenced month of their service, receive one twelfth of the remuneration amount they are entitled to due to their membership.

According to Article 18 (5) of the Articles of Incorporation, Supervisory Board members receive reimbursement for expenses arising during the exercise of their duties. They are also reimbursed for any VAT incurred. The Company also pays the premiums for D&O liability insurance, which also includes the members of the Supervisory Board.

The remuneration of the Supervisory Board comprises the following:

Remuneration granted / owed to the Supervisory Board	2022					2021				
	Fixed remuneration		Remuneration for committee work		Total remuneration	Fixed remuneration		Remuneration for committee work		Total remuneration
	EUR	%	EUR	%	EUR	EUR	%	EUR	%	EUR
Dr.-Ing. Wolfgang Ziebart	60,000	87	9,000	13	69,000	60,000	87	9,000	13	69,000
Juan Muro-Lara	45,000	88	6,000	12	51,000	45,000	88	6,000	12	51,000
Jan Klatten	30,000	77	9,000	23	39,000	30,000	77	9,000	23	39,000
Connie Hedegaard <sup>1</sup>	12,500	91	1,250	9	13,750	30,000	91	3,000	9	33,000
Maria Isabel Blanco <sup>2</sup>	20,000	91	2,000	9	22,000	–	–	–	–	–
Rafael Mateo	–	–	–	–	–	15,000	91	1,500	9	16,500
Martin Rey	30,000	83	6,000	17	36,000	30,000	83	6,000	17	36,000
María Cordon <sup>2</sup>	30,000	91	3,000	9	33,000	10,000	91	1,000	9	11,000

<sup>1</sup> Until 31.05.2022

<sup>2</sup> Since 31.05.2022

### DETAILS OF THE RELATIVE DEVELOPMENT OF THE MANAGEMENT BOARD'S REMUNERATION, THE REMUNERATION OF THE REST OF THE WORKFORCE AND THE COMPANY'S EARNINGS

The following table shows the development of the remuneration of the Management Board by comparison with the earnings trend of Nordex SE and the average remuneration received by all of the company's employees on a full-time equivalent basis at the Nordex Group's German companies – Nordex SE, Nordex Energy SE & Co. KG and Nordex Germany GmbH – over the past five financial years. This excludes trainees, interns, working students and students preparing their diploma theses and employees on extended sick leave or parental leave.

The earnings trend is presented on the basis of the net income for the year of the Company as well as the Nordex Group.



## NON-BINDING CONVENIENCE TRANSLATION

### Development of remuneration compared to the development of earnings and the remuneration of employees in %

Members of the Management Board	Change 2022 vs. 2021	Change 2021 vs. 2020	Change 2020 vs. 2019	Change 2019 vs. 2018
José Luis Blanco	0.8%	-28.6%	114.3%	-31.8%
Patxi Landa	6.7%	-28.0%	121.5%	-33.1%
Dr. Ilya Hartmann (since 01.01.2021) <sup>1</sup>	63.9%	-	-	-
Christoph Burkhard (until 28.02.2021)	-92.8%	-2.0%	112.5%	-40.2%
<b>Members of the Supervisory Board</b>				
Dr.-Ing. Wolfgang Ziebart	0.0%	0.0%	0.0%	0.0%
Juan Muro-Lara	0.0%	0.0%	0.0%	0.0%
Jan Klatten	0.0%	0.0%	0.0%	0.0%
Connie Hedegaard (until 31.05.2022)	-58.3%	0.0%	0.0%	0.0%
Maria Isabel Blanco (since 31.05.2022)	-	-	-	-
Martin Rey	0.0%	0.0%	0.0%	0.0%
Rafael Mateo (until 25.06.2021)	-	-50.0%	0.0%	0.0%
María Cordon (since 02.09.2021) <sup>2</sup>	200%	-	-	-
<b>Remuneration of employees</b>				
Employees in Germany	17.1%	-5.6%	0.7%	-3.8%

<sup>1</sup> Figures for Dr. Ilya Hartmann corresponding to his Management Board membership since 1 January 2021

<sup>2</sup> No figure provided for Ms. Maria Isabel Blanco, as she has only been a member of the Supervisory Board since 31 May 2022

Earnings	2022	Change in % 2022 vs. 2021	2021	Change in % 2021 vs. 2020	2020	Change in % 2020 vs. 2019	2019	Change in % 2019 vs. 2018	2018
Net income of Nordex SE in EUR thsd.	-247,731	-55.9%	-158,860 <sup>1</sup>	n/a	68,051.0	n/a	-114,122.7	-46.6%	-77,850.4
Net income of the Nordex Group in EUR thsd.	-497,761	-116.3%	-230,156 <sup>1</sup>	-77.4%	-129,705.0	-78.7%	-72,570.0	13.5%	-83,853.0

<sup>1</sup> Due to an editorial error, the figures for financial year 2021 were not correctly stated in the previous year's remuneration report. As a result, the figures presented here for financial year 2021 differ from those presented for financial year 2021 in the remuneration report.

## REPORT OF THE INDEPENDENT AUDITOR ON THE FORMAL AUDIT OF THE REMUNERATION REPORT PURSUANT TO §162 ABS. 3 AKTG

To Nordex SE, Rostock

### Opinion

We have formally audited the remuneration report of the Nordex SE, Rostock, for the financial year from 1 January to 31 December 2022 to determine whether the disclosures pursuant to § [Article] 162 Abs. [paragraphs] 1 and 2 AktG [Aktiengesetz: German Stock Corporation Act] have been made in the remuneration report. In accordance with § 162 Abs. 3 AktG, we have not audited the content of the remuneration report.

In our opinion, the information required by §162 Abs. 1 and 2 AktG has been disclosed in all material respects in the accompanying remuneration report. Our opinion does not cover the content of the remuneration report.

### Basis for the opinion

We conducted our formal audit of the remuneration report in accordance with § 162 Abs. 3 AktG and IDW [Institut der Wirtschaftsprüfer: Institute of Public Auditors in Germany] Auditing Standard: The formal audit of the remuneration report in accordance with § 162 Abs. 3 AktG (IDW AuS 870). Our responsibility under that provision and that standard is further described in the "Auditor's Responsibilities" section of our auditor's report. As an audit firm, we have complied with the requirements of the IDW Quality Assurance Standard: Requirements to quality control for audit firms [IDW Qualitätssicherungsstandard – IDW QS 1]. We have complied with the professional duties pursuant to the the Professional Code for German Public Auditors and German Chartered

Auditors [Berufssatzung für Wirtschaftsprüfer und vereidigte Buchprüfer – BS WP/ vBP], including the requirements for independence.

### Responsibility of the Management Board and the Supervisory Board

The management board and the supervisory board are responsible for the preparation of the remuneration report, including the related disclosures, that complies with the requirements of § 162 AktG. They are also responsible for such internal control as they determine is necessary to enable the preparation of a remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud or error.

### Auditor's Responsibilities

Our objective is to obtain reasonable assurance about whether the information required by §162 Abs. 1 and 2 AktG has been disclosed in all material respects in the remuneration report and to express an opinion thereon in an auditor's report.

We planned and performed our audit to determine, through comparison of the disclosures made in the remuneration report with the disclosures required by § 162 Abs. 1 and 2 AktG, the formal completeness of the remuneration report. In accordance with § 162 Abs 3 AktG, we have not audited the accuracy of the disclosures, the completeness of the content of the individual disclosures, or the appropriate presentation of the remuneration report.

**Hamburg, 28 March 2023**

PricewaterhouseCoopers GmbH  
Wirtschaftsprüfungsgesellschaft

Dr. Thomas Ull	ppa. Harald van Voorst
Wirtschaftsprüfer	Wirtschaftsprüfer
[German Public Auditor]	[German Public Auditor]

**2. With regard to agenda item 5: Report of the Management Board pursuant to Art. 52 subpara. 2 alt. 1 SE Regulation in conjunction with sections 203 (2) sentence 2; 186 (4) sentence 2 AktG on the exclusion of subscription rights when using Authorized Capital I for agenda item 5**

Pursuant to Art. 52 subpara. 2 alt. 1 SE Regulation in conjunction with Section 203 (2) sentence 2 in conjunction with Sec. 186 (4) sentence 2 AktG. Section 186 (4) sentence 2 AktG, the Management Board has submitted a written report to the Annual General Meeting on the reasons for the authorization to exclude the subscription right for the proposed Authorized Capital I. The main content of the report is as follows The report, together with its main content, is announced as follows:

*"Authorized Capital I comprises an authorization of the Management Board, with the approval of the Supervisory Board, to decide on the exclusion of subscription rights in certain cases. The requested authorization of the Management Board to exclude shareholders' subscription rights with the approval of the Supervisory Board is intended to enable the Company to respond flexibly and promptly to requirements arising in the market.*

- a) *The exclusion of subscription rights for fractional amounts under Authorized Capital I is necessary in order to be able to represent a technically feasible subscription ratio. The shares excluded from shareholders' subscription rights as fractional shares will be realized either by sale on the stock exchange or in some other way in the best possible way for the Company. The possible dilution effect is low due to the restriction to fractional amounts. For these reasons, the Management Board and Supervisory Board consider the exclusion of subscription rights to be objectively justified and reasonable vis-à-vis the shareholders.*
- b) *It shall be possible to exclude subscription rights when using Authorized Capital I if the requirements for an exclusion of subscription rights pursuant to Section 186 (3) sentence 4 AktG in connection with Art. 5 SE Regulation are met. Art. 5 SE Regulation are fulfilled. This possibility of excluding subscription rights is intended to enable the Management Board, with the approval of the Supervisory Board, to take advantage of favorable stock market situations at short notice and, by setting the price close to the market price, to achieve the highest possible issue price and thus the greatest possible strengthening of equity. Experience shows that such a capital increase leads to a higher inflow of funds than a comparable capital increase with subscription rights for shareholders and saves transaction costs. It is therefore in the well-understood interests of the Company and the shareholders. A dilution of the value of existing shareholders is avoided by setting the issue price close to the stock market price. Although use of this authorization may result in a reduction in*

## NON-BINDING CONVENIENCE TRANSLATION

*the relative shareholding and relative voting rights of existing shareholders, this is limited in amount by the 10% threshold. This 10% threshold applies uniformly to all authorizations to exclude subscription rights granted under Authorized Capital I. It therefore applies both to cash capital and to the capital increase. It therefore applies only once to both cash capital increases and capital increases against contributions in kind, in each case excluding subscription rights. Shareholders wishing to maintain their relative shareholding and relative voting rights have the option of acquiring the required number of shares via the stock exchange.*

*To further protect shareholders against loss of influence and dilution of value, the authorization for an exclusion of subscription rights is limited in that other capital measures which have the same effect as a cash capital increase without subscription rights are counted towards the maximum amount of 10% of the capital stock up to which a cash capital increase with exclusion of subscription rights pursuant to Art. 5 SE Regulation in conjunction with Art. 186 par. 3 sentence 4 AktG is permitted. Section 186 (3) sentence 4 AktG may be carried out. Thus, the authorization provides that new or previously acquired treasury shares which are issued during the term of the authorization under exclusion of the subscription right pursuant to or in accordance with Art. 5 SE Regulation in conjunction with Section 186 (3) sentence 4 AktG may be used for a cash capital increase under exclusion of the subscription right. Section 186 (3) sentence 4 AktG, reduce the maximum amount in the same way as a future issue of bonds with warrants and/or convertible bonds against cash contributions, insofar as the subscription right of shareholders is excluded in accordance with Art. 5 SE Regulation in conjunction with Section 186 (3) sentence 4 AktG. Section 186 (3) sentence 4 AktG is excluded.*

*By way of restriction, the proposed resolution under agenda item 5 provides that a set-off which would be required under the above provision due to the exercise of authorizations (i) to issue new shares in accordance with Art. 5 SE Regulation in conjunction with section 203 (1) sentence 1, section 186 (3) sentence 4 AktG is excluded. Section 203 (1) sentence 1, (2) sentence 1, Section 186 (3) sentence 4 AktG and/or (ii) to sell treasury shares pursuant to Art. 5 SE Regulation in conjunction with Section 71 (1) no. 8 AktG. Section 71 (1) no. 8, Section 186 (3) sentence 4 AktG and/or (iii) to issue convertible bonds and/or bonds with warrants in accordance with Art. 5 SE Regulation in conjunction with Section 221 (4) sentence 2, Section 186 (3) sentence 4 AktG, shall cease to apply again with effect for the future if and to the extent that the respective authorization(s), the exercise of which resulted in the crediting, is/are granted again by the General Meeting in compliance with the statutory provisions. In this case or in these cases, the Annual General Meeting has again decided on the possibility of a simplified exclusion of subscription rights, so that the reason for the imputation no longer applies. Insofar as (i) new shares can again be issued with simplified exclusion of subscription rights in accordance with another authorized capital under the Articles of Association, (ii) convertible bonds and/or bonds with warrants can again be issued with simplified exclusion of subscription rights or (iii) treasury shares can again be sold with simplified exclusion of subscription rights, this option shall also again exist for Authorized Capital I. With the entry into force of the new authorization for the simplified exclusion of subscription rights, the blocking with regard to Authorized Capital I created by the utilization of the authorization to issue new shares or to issue*

## NON-BINDING CONVENIENCE TRANSLATION

*convertible bonds and/or bonds with warrants or by the sale of treasury shares will cease to apply. The majority requirements for such a resolution are identical to those for a resolution on the creation of Authorized Capital I with the possibility of simplified exclusion of subscription rights. Therefore, insofar as the statutory requirements are complied with, the resolution of the Annual General Meeting on the creation of (i) a new authorization to issue new shares in accordance with Art. 5 SE Regulation in conjunction with Section 203 (1) sentence 1, (2) sentence 1, Section 186 (3) sentence 4 AktG (i.e. new authorized capital), (ii) a new authorization to issue convertible bonds and/or bonds with warrants pursuant to Art. 5 SE Regulation in conjunction with Section 221 (4) sentence 2 AktG. Section 221 (4) sentence 2, Section 186 (3) sentence 4 AktG or (iii) a new authorization to sell treasury shares pursuant to Art. 5 SE Regulation in conjunction with Section 71 (1) no. 8 AktG. Section 71 (1) no. 8, Section 186 (3) sentence 4 AktG at the same time also a confirmation with regard to the authorization resolution on the issue of new shares from Authorized Capital I pursuant to Art. 5 SE Regulation in conjunction with Section 203 para. 2, Section 186 para. 3 sentence 4 AktG. In the event of a renewed exercise of an authorization to exclude subscription rights in direct or analogous application of Art. 5 SE Regulation in conjunction with Section 186 para. (3) sentence 4 AktG, the deduction shall be made again.*

- c) *The Management Board is to be authorized, with the approval of the Supervisory Board, to exclude subscription rights in the case of capital increases against contributions in kind for the purpose of granting shares for the acquisition of companies, parts of companies and shareholdings, receivables or other assets. This authorization to exclude subscription rights is intended to serve the purpose of enabling the acquisition of companies, parts of companies and shareholdings or other assets (including receivables) in return for the granting of shares in the Company. In the face of global competition, the Company must be in a position to quickly and flexibly acquire companies, parts of companies and shareholdings or other assets to improve its competitive position. The optimum way of implementing this option in the interests of the shareholders and the Company is in individual cases to carry out the acquisition of a company, part of a company and shareholding or other asset by granting shares in the acquiring company. This is a common form of acquisition financing. Practice shows that the owners of attractive acquisition targets or potential strategic partners frequently demand the provision of voting shares in the company as consideration for a sale or strategic investment. In order to be able to acquire such companies, parts of companies and shareholdings or other assets, the Company must have the option of granting treasury shares as consideration and increasing its capital stock, possibly at very short notice, against contributions in kind, excluding shareholders' subscription rights. In addition, this will enable the Company to acquire such assets without having to make excessive use of its own liquidity. The proposed authorization to exclude subscription rights is intended to give the Company the necessary flexibility to take advantage quickly and flexibly of opportunities which arise to acquire companies, parts of companies and equity interests or other assets. It is true that the exclusion of subscription rights results in a reduction in the relative shareholding and relative voting rights of existing shareholders. However, if subscription rights were granted, it would not be possible to acquire companies, parts of companies and shareholdings or other assets in return for shares and the associated advantages for the Company and the shareholders*

## NON-BINDING CONVENIENCE TRANSLATION

*would not be achievable. There are currently no concrete acquisition plans for which this option is to be used. If the possibility of acquiring companies, parts of companies and shareholdings or other assets becomes concrete, the Management Board will carefully examine whether it should make use of Authorized Capital I for the purpose of acquiring companies, parts of companies and shareholdings in return for the issue of new shares. It will only do so if the acquisition of companies, parts of companies and shareholdings or other assets is in the well-understood interests of the Company. Only if this condition is met will the Supervisory Board also give its necessary approval. To avoid excessive share dilution, the maximum amount of 10% of the capital stock is also applied, taking into account the offsetting obligations described under b).*

*The Management Board will report on the details of the respective use of Authorized Capital I at the Annual General Meeting following any issue of shares in the Company from Authorized Capital I. The Management Board will also report on the use of Authorized Capital I at the Annual General Meeting following any issue of shares in the Company from Authorized Capital I.*

*On the basis of the foregoing, the authorization to exclude subscription rights in the cases described above under a) to c) is necessary within the limits described and is in the interest of the Company."*

### **3. With regard to agenda item 6: Report of the Management Board pursuant to Art. 52 subpara. 2 alt. 1 SE-Reg. in connection with sections 71 (1) no. 8 sentence 5, 186 (3), (4) sentence 2 AktG on agenda item 6**

Pursuant to Art. 52 subpara. 2 alt. 1 SE-Reg. in conjunction with Sections 71 (1) no. 8 sentence 5; 186 (3), (4) sentence 2 AktG, the Management Board has submitted a written report to the Annual General Meeting on the reasons for the proposed authorizations to exclude shareholders' subscription rights when selling the acquired treasury shares. The report is published with its main content as follows:

*"It is proposed to the Annual General Meeting under agenda item 6 to authorize the Management Board of the Company pursuant to Art. 52 subpara. 2 alt. 1 SE Regulation in conjunction with. Section 71 (1) sentence 1 no. 8 AktG to acquire shares representing up to 10% of the share capital of the Company existing at the time of the resolution of the Annual General Meeting within certain price thresholds.*

*When acquiring treasury shares, the principle of equal treatment of shareholders pursuant to Section 53a AktG must be observed. This principle is taken into account by acquiring the shares, at the discretion of the Management Board, by purchase on the stock exchange, by public purchase offer or by public invitation to shareholders to submit offers for sale. Under these variants, any shareholder of the Company willing to sell can decide how many shares and, if a price range is set, at what price he wishes to offer them. If the quantity offered at the fixed price exceeds the number of shares demanded by the Company, acceptance of the offers to sell must be allocated. If not all of several similar offers for sale can be accepted due to the volume limit, the shares may be purchased in proportion to the tender quotas instead of in proportion to the shareholdings, to the partial exclusion of any right to tender. It shall also be possible to provide for preferential*

## NON-BINDING CONVENIENCE TRANSLATION

*acceptance of small offers or small parts of offers up to a maximum of 100 no-par value shares as well as rounding according to commercial principles. These possibilities serve to avoid fractional amounts when determining the quotas to be acquired and small residual amounts and to simplify the technical processing of the acquisition procedure. They are therefore in the interests of the Company and its shareholders.*

*Due to legal requirements, the treasury shares acquired by the Company can be sold on the stock exchange or by means of a public offer to all shareholders. With these options for the sale, the shareholders' right to equal treatment (Section 53a AktG) is safeguarded when the shares are reissued.*

*In addition, for the specific purpose of the use of acquired treasury shares by the Company, the proposed resolution also provides that*

- a) *the Management Board can issue a sale of treasury shares acquired on the basis of the authorization of the Annual General Meeting as consideration or partial consideration for the acquisition of companies or shareholdings in other companies or parts of companies or as part of business combinations. International competition is increasingly demanding this form of acquisition financing. Against this background, it is of great importance for the further development of the Company that it is given the opportunity, as part of its investment strategy, to acquire suitable investments not only by way of a cash purchase price payment but also by way of non-cash consideration through the transfer of shares in the Company. This authorization is intended to give the Company the necessary leeway to be able to take advantage of acquisition opportunities as they arise quickly and flexibly without increasing its capital and while preserving its liquidity. As such use of the acquired shares usually has to be made at short notice in competition with other potential purchasers and with due regard for confidentiality, the authorization to sell the acquired treasury shares in a way other than via the stock exchange or by offer to all shareholders is necessary. The proposed exclusion of subscription rights takes this into account.*

*The Management Board will carefully examine on a case-by-case basis whether to make use of this authorization as soon as opportunities to acquire a shareholding become concrete. It will only exclude shareholders' subscription rights if the acquisition is in line with the Company's investment strategy and if the acquisition in return for shares in the Company is in the best interests of the Company.*

*When determining the valuation ratios, the Management Board will ensure that the interests of the shareholders are adequately safeguarded and that the authorization is therefore only used to the extent that the value of the shareholding to be acquired is in reasonable proportion to the value of the shares in the Company to be added.*

- b) *the Management Board issues treasury shares acquired on the basis of the authorization granted by the Annual General Meeting as employee shares to executives and employees of the Company and its affiliated companies in Germany and abroad and to members of the management of Nordex Group companies who are not members of the Company's Management Board.*

*This is because the issue of employee shares promotes the identification of*

## NON-BINDING CONVENIENCE TRANSLATION

*employees with the Company and the assumption of joint responsibility and is therefore in the interests of the Company and its shareholders. The issue of employee shares therefore fulfills both an incentive and a retention function. The variable compensation component also awarded to the employee shares can be fulfilled in a liquidity-preserving manner for the Company without having to spend further cash.*

*Employee shares could also be offered in accordance with Section 71 (1) No. 2 AktG without a separate resolution by the Annual General Meeting. However, the Company would also like to be able to offer shares as part of innovative shareholding models, e.g. only on achievement of specific targets which may increase the Company's earnings.*

*The Company has not yet drawn up a plan for the issue of employee shares.*

*The Management Board will carefully examine in each individual case whether to make use of this authorization as soon as plans to issue employee shares become more concrete. It will only exclude shareholders' subscription rights if the issue of employee shares is in the well-understood interests of the Company.*

- c) *the shares may also be used to service conversion rights and conversion obligations under convertible bonds issued by the Company in the future.*

*The proposed resolution does not create a new authorization to grant further convertible bonds. It merely serves the purpose of giving the management the option of servicing convertible bonds which have been or will be issued on the basis of other authorizations with treasury shares instead of using conditional capital, if this is in the interests of the Company in individual cases.*

- d) *the shares can be used to service employee option rights held by members of the management bodies, executives and employees of the Company and the Nordex Group.*

*As a result of the proposed resolution, shares can be used as a compensation component for members of the management bodies, executives and employees of the Company and the Nordex Group, the participation of these beneficiaries in the Company's share capital can be promoted and the identification of the beneficiaries can thus be strengthened in the interest of the Company and its shareholders.*

- e) *the Management Board may also redeem treasury shares acquired on the basis of the authorization granted by the annual general meeting without a renewed resolution by the annual general meeting.*

*The retirement of these treasury shares, which is provided for in the authorization in addition to the use of treasury shares acquired by the Company, enables the Company to adjust its equity to the respective requirements of the capital market.*

*The Management Board may determine that the retirement shall result in a capital reduction or that the capital stock shall remain unchanged upon retirement and instead the proportion of the capital stock represented by the remaining shares*



## NON-BINDING CONVENIENCE TRANSLATION

*shall increase as a result of the retirement. In this case, the Management Board is therefore also to be authorized to make the necessary amendment to the Articles of Association with regard to the number of no-par value shares that changes as a result of a retirement.*

- f) *the Management Board may also sell treasury shares acquired on the basis of the authorization of the Annual General Meeting in a way other than via the stock exchange or by offer to all shareholders, excluding shareholders' subscription rights, if the shares are sold for cash at a price which is not significantly (i.e. by no more than 10%) lower than the average closing price of the Company's share on the five trading days preceding the acquisition in the XETRA trading system or a comparable successor system on the Frankfurt Stock Exchange.*

*In the interest of the Company, this is intended in particular to create the possibility of offering shares in the Company to institutional or other investors and/or to expand the shareholder base of the Company. It is also intended to enable the Company to respond quickly and flexibly to favorable stock market situations. The interests of the shareholders are taken into account by the fact that the shares may only be sold at a price which is not significantly lower than the stock market price of the shares of the Company at the time of the sale. The determination of an average price for the relevant stock market price is intended to ensure that the interests of the Company's shareholders are not impaired by random price movements.*

*This authorization to sell treasury shares for cash is limited to a maximum of 10% of the Company's capital stock existing at the time this authorization becomes effective and at the time it is exercised. This limit of 10% of the capital stock shall include those shares which are to be used*

- which may possibly be issued in the future to service bonds with conversion or option rights, insofar as the bonds are issued with exclusion of subscription rights on the basis of an authorization in force at the time this authorization becomes effective or replacing it in corresponding application of Section 186 para. 3 sentence 4 of the German Stock Corporation Act (AktG);*
- issued from authorized capital on the basis of an authorization in force at the time this authorization becomes effective or replacing it in accordance with Section 186 (3) sentence 4 AktG, excluding shareholders' subscription rights.*

*The imputations ensure that acquired treasury shares are not sold with simplified exclusion of subscription rights in accordance with Art. 186 par. 3 sentence 4 AktG if this would result in subscription rights of shareholders being excluded for a total of more than ten percent of the capital stock in direct or indirect application of Art. 186 par. 3 sentence 4 AktG. This restriction is in the interest of shareholders who wish to maintain their shareholding quota as far as possible.*

*The proposed authorization is to be granted for a period of just under five years. On the one hand, this longer-term authorization avoids the Annual General Meeting having to deal with this resolution item every year, particularly if the authorization has not been utilized or has only been utilized to a limited extent, and on the other hand it gives the*

## NON-BINDING CONVENIENCE TRANSLATION

*Management Board greater flexibility. The authorization remains within the legal limits of Art. 71 par. 2 AktG and is to be exercised within these limits.*

*The Management Board is convinced that the interests of the Company's shareholders in terms of both assets and voting rights will be adequately safeguarded by the proposed use of treasury shares by the Company, even if shareholders are excluded from subscription or purchase rights.*

*The Management Board will report on any use of the authorization granted at the respective subsequent Annual General Meetings."*

### **III. Documents issued**

As of the date on which the annual general meeting is convened, the following documents are available for inspection by the shareholders free of charge on the Company's website at <https://ir.nordex-online.com/websites/Nordex/German/7000/hauptversammlungung.html>:

- the adopted annual financial statements and the approved consolidated financial statements of Nordex SE for fiscal year 2022; the management report and Group management report for fiscal year 2022 combined in one report together with the report of the Supervisory Board and the explanatory report of the Management Board on the disclosures pursuant to Sections 289a and 315a of the German Commercial Code;
- the compensation report for the financial year 2022 prepared and audited in accordance with section 162 of the German Stock Corporation Act (AktG);
- Report of the Management Board pursuant to Art. 52 subpara. 2 alt. 1 SE Regulation in conjunction with. Sections 203 (2) sentence 2; 186 (4) sentence 2 AktG on the exclusion of subscription rights when using Authorized Capital I under agenda item 5;
- the report of the Management Board pursuant to Art. 52 subpara. 2 alt. 1 SE Regulation in conjunction with. Sections 71 (1) no. 8 sentence 5, 186 (3), (4) sentence 2 AktG on agenda item 6;
- the report of the Management Board concerning the utilization of the authorization to issue bonds resolved by the Extraordinary General Meeting of March 27, 2023 under agenda item 5 by resolutions of the Management Board and Supervisory Board of April 4, 2023 to issue convertible bonds excluding shareholders' subscription rights.

These documents will also be available for inspection at the Annual General Meeting. In addition, the information to be published in accordance with section 124a of the German Stock Corporation Act (AktG) and further explanations of shareholders' rights in accordance with sections 122 (2), 126 (1), 127, 131 (1) of the German Stock Corporation Act (AktG) will be available at <https://ir.nordex-online.com/websites/Nordex/German/7000/hauptversammlungung.html> from the time the meeting is convened. After the Annual General Meeting, the voting results will be published at the same internet address.

#### **IV. Further information and notes on convening, participation and exercising voting rights**

##### **1. Information on the implementation of the virtual general meeting**

The Management Board has resolved, with the approval of the Supervisory Board, to hold the Annual General Meeting in accordance with Section 118a AktG in conjunction with Section 26n (1) Introductory Act to the Stock Corporation (EGAktG) and § 19 (4) of the Articles of Association as a virtual Annual General Meeting. Physical attendance by shareholders and their proxies (with the exception of the Company's proxies) at the venue of the Annual General Meeting is excluded.

For the purpose of participating in the virtual General Shareholders' Meeting and exercising Shareholder rights, the Company will make available on its website at

<https://ir.nordex-online.com/websites/Nordex/German/7000/hauptversammlung.html>

for the purpose of attending the virtual General Shareholders' Meeting and exercising Shareholder rights. The entire Annual General Meeting will be broadcast in full in video and audio form via the Investor Portal from 10:00 a.m. CEST on June 6, 2023.

After registering for the Annual General Meeting in due time (see section IV.2.), registered shareholders will receive a registration confirmation by mail containing the access data for the Investor Portal. With this access data, shareholders (or their proxies) can log on to the Investor Portal and exercise their shareholder rights in connection with the virtual Annual General Meeting in accordance with the following. All functions of the Investor Portal can only be used with the aid of the access data printed on the registration confirmation. The Investor Portal is expected to be activated from May 16, 2023.

Shareholders or their proxies may exercise their voting rights by means of electronic communication (electronic postal vote) or by issuing a power of attorney and instructions to the proxies appointed by the Company.

Prior to the meeting, duly registered shareholders may also submit comments by electronic communication. During the meeting, shareholders who are electronically connected to the meeting are granted the right to speak at the meeting by means of video communication. As part of their right to speak at the meeting via video communication, they are also entitled to submit motions and election proposals and to request information from the Management Board, as well as to declare objections to resolutions of the Annual General Meeting for recording in the minutes via electronic communication. In view of the special features of the virtual Annual General Meeting, we ask you to pay particular attention to the following information on registration, exercising voting rights and other shareholder rights. In view of the new legal framework, there are significant changes compared with the last virtual Annual General Meeting in 2022.

##### **2. Participation in the general meeting**

Only those shareholders are entitled to participate in the Annual General Meeting and to exercise their voting rights who have registered in text form (Section 126b of the German Civil Code) in German or English at the latest by the end of the seventh day prior to the

## NON-BINDING CONVENIENCE TRANSLATION

Annual General Meeting, i.e. by the end of May 30, 2023, 24:00 hours (CEST), (last registration day) with the Company at the following address, providing evidence of their shareholding:

**Nordex SE**

c/o Computershare Operations Center

80249 Munich

E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

The proof of share ownership must refer to the beginning of the twenty-first day prior to the Annual General Meeting, thus to the beginning of Tuesday, May 16, 2023, 0:00 a.m. (CEST), (record date) and must be received by the Company together with the registration no later than Tuesday, May 30, 2023 (24:00 a.m. (CEST)). A proof of shareholding issued in text form (Section 126b BGB) by the ultimate intermediary pursuant to Section 67c (3) AktG shall be sufficient. The proof shall be provided in German or English.

The record date is the relevant date for exercising the right to attend and vote at the Annual General Meeting. In relation to the Company, only those persons who have provided proof of share ownership as of the record date shall be deemed to be shareholders for the purpose of attending the Annual General Meeting or exercising voting rights. The record date is not associated with any block on the saleability of the shareholding. Even in the event of a full or partial sale of the shareholding after the record date, only the shareholding of the shareholder on the record date is relevant for participation and the scope of voting rights; i.e. sales of shares after the record date have no effect on the entitlement to participate and the scope of voting rights. The same applies to the acquisition of additional shares after the record date. Persons who do not yet hold any shares on the record date and only become shareholders thereafter are not entitled to participate and/or vote.

### **3. Procedures for voting by means of electronic absentee ballot or by proxy**

#### **a) Voting by electronic postal vote**

Shareholders and their proxies may cast their votes by electronic postal vote in the run-up to the Annual General Meeting and during the Annual General Meeting. Only those shareholders who have duly registered and provided evidence of their shareholding are entitled to exercise their voting rights - in person or by proxy (see section IV.2. above). Votes may be cast electronically via the Company's Investor Portal on the Company's website at <https://ir.nordex-online.com/web-sites/Nordex/German/7000/hauptversammlung.html> in accordance with the procedure provided for this purpose. Voting via the Investor Portal is possible from the time it is activated until the time the voting is closed by the chairman of the meeting at the Annual General Meeting on June 6, 2023. Votes already cast can also be changed or revoked at any time up to the closing of voting.

If an individual vote is held on an agenda item without this having been communicated in advance of the virtual General Shareholders' Meeting, a vote cast on this agenda item as a whole shall also be deemed to be a corresponding vote for each item of the individual vote.

## NON-BINDING CONVENIENCE TRANSLATION

If electronic absentee votes and proxies/instructions (proxy voting) are received for one and the same shareholding, absentee votes shall always be deemed to have priority, irrespective of the chronological order of receipt of absentee votes and proxies/instructions by the Company. In this respect, the proxy appointed by the Company will not make use of a power of attorney granted to him and will not represent the shares concerned.

### **b) In the case of authorization by a third party**

Shareholders may also have their voting rights exercised by a proxy, for example an intermediary, a shareholders' association, a voting rights advisor or another person of their choice.

In this case, too, care must be taken to ensure that the shareholder registers in good time as described in Item IV.2. above. The granting of the proxy, its revocation and the proof of authorization vis-à-vis the Company must be in text form (Section 126b of the German Civil Code) if neither a bank nor a shareholders' association nor any other intermediary covered by Section 135 of the German Stock Corporation Act nor any other person or institution equivalent to these pursuant to Section 135 (8) of the German Stock Corporation Act is authorized to exercise voting rights. The proxy may be granted via the Investor Portal from the time the Investor Portal is activated and also during the virtual shareholders' meeting until the time determined by the chairman of the meeting in the context of the voting, using the data of the registration confirmation. In the case of authorization of credit institutions, shareholders' associations, other intermediaries covered by Section 135 AktG or other persons or institutions equivalent to these pursuant to Section 135 (8) AktG, special features must be observed, which are to be enquired about with the respective person to be authorized. Please note that authorized third parties cannot physically participate in the virtual shareholders' meeting either and that they require the access data to the Investor Portal in order to exercise the rights assigned to them.

Proxies using the proxy form that are not transmitted via the Investor Portal must be submitted to the Company, received no later than the end of June 5, 2023 (24:00 CEST), to the following address or sent to the e-mail address specified below (e.g. as a scanned file in pdf format):

#### ***Nordex SE***

Annual General Meeting 2023  
c/o Computershare Operations Center  
80249 Munich  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

If the authorization is not submitted in due time via the proxy form as described above, the following shall apply with regard to an authorization granted to the proxy: By using the Investor Portal, the proxy declares that he has been duly authorized.

**c) In the case of authorization of proxies nominated by the Company**

In addition, shareholders who have registered in good time (see section IV.2.) are offered the opportunity to be represented at the voting by proxies nominated by the Company and to issue instructions. The proxies are obliged to vote in accordance with instructions; they cannot exercise voting rights at their own discretion. Powers of attorney and instructions to the proxies appointed by the Company may also be issued via the Company's Investor Portal. The granting of powers of attorney and instructions to the proxies nominated by the Company must be in text form (section 126b of the German Civil Code (BGB)) and can be made via the Company's Investor Portal from the time the Investor Portal is activated until the time specified by the chairman of the meeting in connection with the voting. Authorizations and instructions already issued may also be amended or revoked at any time up to this point in time.

If the proxy is not authorized via the Investor Portal, the authorization must be submitted using the Company's proxy form, received no later than the end of June 5, 2023 (24:00 CEST), to the following address or sent to the e-mail address specified below (e.g. as a scanned file in pdf format):

***Nordex SE***

Annual General Meeting 2023  
c/o Computershare Operations Center  
80249 Munich  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

**4. Supplementary motions to the agenda at the request of a minority pursuant to Section 122 (2) AktG in conjunction with Art. 56 SE Regulation, Section 50 para. 2 SEAG**

Shareholders whose shares together amount to the proportionate amount of EUR 500,000 of the share capital - which corresponds to at least 500,000 no-par value shares - may request in writing (Section 126 of the German Civil Code) that items be added to the agenda and published. Each new item must be accompanied by a statement of reasons or a draft resolution. The written request must be addressed to the Management Board and must be received by the Company by the end of May 6, 2023 (Saturday) (24:00 CEST). Shareholders are requested to use the following postal address:

***Nordex SE***

- Management Board -  
Langenhorner Chaussee 600  
22419 Hamburg

Additions to the agenda requiring publication will be published in the Federal Gazette without undue delay after receipt of the request by the Company and forwarded for publication to such media as can be expected to disseminate the information throughout the European Union. They will also be made available on the internet at <https://ir.nordex-online.com/websites/Nordex/German/7000/hauptversammlung.html>.

**5. Counterproposals and election proposals by shareholders pursuant to Arts. 126, 127, 130a par. 5 sentence 3, 118a par. 1 sentence 2 no. 3 Stock Corporation Act (AktG)**

Any shareholder may submit to the Company countermotions to proposals by the Management Board and/or Supervisory Board on specific agenda items as well as election proposals. Counter motions to be made accessible, election proposals and other inquiries from shareholders regarding the Annual General Meeting are to be addressed exclusively to:

***Nordex SE***

- Legal Department -

Langenhorner Chaussee 600

22419 Hamburg

E-mail: [hv2023@nordex-online.com](mailto:hv2023@nordex-online.com)

Counter motions and election proposals received at this address by no later than the end of May 22, 2023 (Monday) and to be made available will be published without undue delay on the Internet at <https://ir.nordex-online.com/websites/Nordex/German/7000/hauptversammlung.html>, including the name of the shareholder and - in the case of counter motions - reasons to be made available. Any comments by the management will also be published at the above Internet address. Shareholder counter motions and election proposals made available by the Company are deemed to have been made at the time of publication in accordance with section 126 (4) AktG. The Company is not obliged to make a counter motion and its grounds available under certain conditions set out in sections 127 sentence 1 and 126 (2) AktG.

Shareholders who have duly registered for the Annual General Meeting may exercise their voting rights in respect of these motions. If the shareholder making the motion or submitting the election proposal is not properly registered for the Annual General Meeting, the counter-motion or election proposal does not have to be dealt with at the Annual General Meeting.

Counter motions and election proposals as well as other motions may also be submitted during the Annual General Meeting by means of video communication, i.e. within the framework of the right to speak (see section IV.7.).

The above statements apply mutatis mutandis to the proposal of a shareholder for the election of Supervisory Board members or auditors, with the proviso that the election proposal does not have to be substantiated (Section 127 AktG). Pursuant to Section 127 AktG, an election proposal also does not need to be made accessible if the election proposal does not contain the name, practiced profession and place of residence of the auditor or Supervisory Board member proposed for election and, in the case of a proposal for the election of Supervisory Board members, does not additionally contain information on memberships of other supervisory boards to be formed by law.

**6. Right to submit comments pursuant to Section 130a (1) to (4), (6) Stock Corporation Act (AktG)**

Shareholders duly registered for the Annual General Meeting or their proxies have the

## NON-BINDING CONVENIENCE TRANSLATION

right to submit comments on the items on the agenda no later than five days before the meeting, not counting the day of receipt and the day of the Annual General Meeting, i.e. by May 31, 2023, 24:00 hours (CEST). They must be submitted in text form in German or English via the Investor Portal. Comments may not exceed 10,000 characters (including spaces). The Company will make the comments accessible via the Company's website at <https://ir.nordex-online.com/websites/Nordex/German/7000/hauptversammlung.html> no later than four days before the meeting, i.e. by June 1, 2023, 24:00 hours (CEST), stating the name of the submitting shareholder.

Statements will not be made available if they exceed 10,000 characters (including spaces), contain insulting, criminally relevant, obviously false or misleading content, or if the shareholder indicates that he will not attend the Annual General Meeting and will not be represented (section 130a (3) sentence 4 in conjunction with section 126 (2) sentence 1 no. 1, no. 3 or no. 6 AktG). Motions and election proposals, questions and objections to resolutions of the General Shareholders' Meeting in the context of comments submitted in text form will not be considered at the General Shareholders' Meeting; the submission of motions and election proposals (see section IV.5.), the exercise of the right to information (see section IV.8.) and the lodging of objections to resolutions of the General Shareholders' Meeting (see section IV.9.) are only possible via the channels described separately in this invitation.

### **7. Right to speak pursuant to sections 118a (1) sentence 2 no. 7, 130a (5) and (6) AktG**

Shareholders or their proxies who are connected electronically to the Annual General Meeting have a right to speak at the meeting, which is exercised by means of video communication. From the start of the Annual General Meeting, shareholders or their proxies can register to speak in the Investor Portal. Motions and election proposals pursuant to Section 118a (1) sentence 2 no. 3 AktG and follow-up questions pursuant to Section 131 (1d) AktG may form part of the speech. Pursuant to Art. 21 par. 4 of the Articles of Association of the Company, the chairman of the meeting may impose reasonable time limits on the shareholder's right to ask questions and speak. In particular, he is entitled at the beginning or during the Annual General Meeting to set an appropriate time limit for the entire course of the Annual General Meeting, for the individual agenda item and for the speaker.

In order to exercise their right to speak, shareholders or their proxies require an Internet-capable terminal device (PC, laptop, tablet or smartphone) equipped with a camera and microphone, each of which can be accessed from the browser. The Company reserves the right to check the functionality of the video communication between the shareholder or proxy and the Company at the meeting and prior to the speech and to reject it if the functionality is not ensured.

### **8. Shareholder's rights to information pursuant to sections 118a (1) sentence 2 no. 4, 131 (1) AktG**

Upon request, each shareholder shall be provided with information by the Management Board at the Annual General Meeting on the Company's affairs, including its legal and business relations with affiliated companies, to the extent that such information is necessary for a proper evaluation of the item on the agenda and there is no right to refuse



to provide information. The Management Board's duty to provide information also extends to the Company's legal and business relations with its affiliated companies. Furthermore, the duty to provide information also relates to the situation of the Group and the companies included in the consolidated financial statements. It is intended that the chairman of the meeting will determine that the aforementioned right to information pursuant to Art. 131 par. 1 AktG can be exercised in the Annual General Meeting exclusively by way of video communication, i.e. as part of the exercise of the right to speak (see section IV.7).

Section 131 (4) sentence 1 AktG stipulates that if a shareholder has been provided with information outside the Annual General Meeting due to his capacity as a shareholder, this information must be provided to any other shareholder or his proxy at his request in the Annual General Meeting, even if it is not necessary for the proper assessment of the item on the agenda. The virtual shareholders' meeting ensures that shareholders or their proxies who are connected electronically to the shareholders' meeting can submit their requests in accordance with section 131 (4) sentence 1 AktG by means of electronic communication via the Investor Portal during the shareholders' meeting. Shareholders have the right to ask questions on all answers given by the Management Board at the meeting in accordance with section 131 (1d) AktG.

### **9. Declaration of objections to resolutions of the Annual General Meeting**

Shareholders and their proxies who participate electronically in the Annual General Meeting have the right to declare their objection to resolutions of the Annual General Meeting by means of electronic communication. Objections can be declared via the Investor Portal throughout the Annual General Meeting until the end of the Annual General Meeting. The proxies nominated by the Company may not declare any objections to resolutions of the Annual General Meeting on the record of the notary public certifying the Annual General Meeting.

### **10. Total number of shares and voting rights**

At the time of convening the Annual General Meeting, the share capital of the Company amounts to EUR 211,946,227.00 and is divided into 211,946,227 shares, each granting one vote. The Company does not hold any treasury shares at this time.

Rostock, April 2023

***Nordex SE***  
***The Management Board***

## **Information on data privacy for shareholders and shareholder representatives**

### Responsible

Nordex SE (Langenhorner Chaussee 600, 22419 Hamburg, e-mail: info@nordex-online.com, telephone: +49 (40) 300 30 - 1000), as the data controller within the meaning of data protection law, processes personal data of its shareholders and shareholder representatives in connection with the organization and handling of the Annual General Meeting.

### Categories of data processed

Nordex SE processes the following personal data of shareholders and, if applicable, shareholder representatives:

- Shareholders' personal data (e.g. name, title if applicable, address, registered office/place of residence, any e-mail address and other contact details (e.g. mailing address));
- Shareholder data and information on your shareholding (number of shares, type of shareholding and admission ticket number, settling bank);
- Type, date and form of your vote or that of the shareholder representative, granting and revocation of any voting proxies, and information on motions, questions, election proposals, objections and other requests from shareholders or shareholder representatives submitted in relation to the Annual General Meeting;
- if applicable, the name, address and e-mail address of the respective shareholder representative.

If you contact Nordex SE, Nordex SE will additionally process those personal data which are necessary for the processing of the respective request, such as the e-mail address or the telephone number. To the extent necessary in connection with the organization and handling of the Annual General Meeting, Nordex SE may also process additional personal data in individual cases.

### Purposes and legal basis of processing

Nordex SE processes your personal data for the purpose of organizing and handling the Annual General Meeting as well as for the purpose of fulfilling its legal obligations (e.g. obligations under stock corporation law with respect to the Annual General Meeting, regulatory requirements as well as obligations under stock corporation law, commercial law and tax law to retain records), in particular (i) to enable shareholders and shareholder representatives to participate in the Annual General Meeting and to exercise their rights (e.g. by sending out admission tickets, checking entitlement to attend, processing motions and other requests from shareholders and shareholder representatives), (ii) to ensure compliance with voting prohibitions and the proper adoption of resolutions and valuation of votes at the Annual General Meeting, and (iii) to fulfill other legal obligations, in particular towards shareholders, shareholder representatives and authorities (e.g. by creating and making accessible e.g. by compiling and making available the list of attendees pursuant to Section 129 (1) sentence 2 and (4) of the German Stock Corporation Act (AktG), storing your declaration of proxy for three years in the case of authorization of a Company proxy pursuant to Section 134 (3) sentence 5 AktG or processing

## NON-BINDING CONVENIENCE TRANSLATION

voting rights notifications pursuant to the German Securities Trading Act). This data processing is absolutely necessary for the proper conduct of the Annual General Meeting and participation therein. The legal basis for this processing is Article 6 (1) sentence 1 lit. c of the General Data Protection Regulation (GDPR) in conjunction with Article 9 (1) lit. c ii) of the SE Regulation, Section 67e (1) of the German Stock Corporation Act (AktG) and our obligations under stock corporation law pursuant to Article 53 of the SE Regulation in conjunction with Sections 118 et seq. AktG.

In addition, Nordex SE may also process your data to protect its legitimate interests or the legitimate interests of a third party pursuant to Art. 6 para. 1 sentence 1 lit. f) DSGVO. This is the case, for example, if Nordex SE prepares analyses and statistics (e.g. for the presentation of the shareholder structure and development, trading volumes, for possible voting behavior of shareholders or an overview of the largest shareholders). In this respect, Nordex SE has a legitimate interest in being able to identify the composition of the Company's shareholder structure. A legitimate interest also exists if Nordex SE processes data in individual cases in order to prevent or detect illegal activities, fraud or similar threats and thereby protect itself from damage. In addition, Nordex SE may also transfer your data to its legal advisors, tax advisors or auditors in connection with the organization and handling of the Annual General Meeting as it has a legitimate interest in organizing the Annual General Meeting in accordance with the relevant legal provisions and in obtaining external advice in this regard.

### Storage period

The data will be deleted as soon as the respective purpose for processing no longer applies and the deletion does not conflict with any statutory obligations to provide evidence or to retain data (e.g. under the German Stock Corporation Act, the German Commercial Code, the German Fiscal Code or other legal provisions). Data may be retained for a longer period if required by law or if the Company has a legitimate interest in retaining it (e.g. in the event of disputes in or out of court on the occasion of the Annual General Meeting).

### Recipients of your data

Nordex SE uses external service providers (e.g. AGM agencies, banks, notaries, lawyers) for the organization of the AGM and will also make personal data of shareholders and shareholder representatives available to them to the extent necessary for the performance of their activities. If required by law, a commission processing agreement pursuant to Article 28 DSGVO will be concluded with these service providers. In this case, the service providers may process the personal data exclusively on behalf of Nordex SE and not for their own purposes and must treat the data confidentially. No data will be transferred to third countries or international organizations.

If you attend the annual general meeting, Nordex SE is obliged under Section 129 (1) Sentence 2 AktG to enter your name, place of residence, number of shares and type of ownership in the list of participants. This data may be inspected by other participants in the Annual General Meeting during the meeting and by shareholders for up to two years thereafter (Section 129 (4) AktG).

If a shareholder requests that items be placed on the agenda, Nordex SE will announce such items, stating the name of the shareholder if the requirements under stock corporation law are met. Nordex SE will also make counter motions and election proposals by shareholders available

## NON-BINDING CONVENIENCE TRANSLATION

on the Company's website in accordance with the provisions of the German Stock Corporation Act, stating the name of the shareholder if the requirements are met.

Finally, Nordex SE may be subject to the obligation to transmit your personal data to further recipients, such as in the case of the publication of notifications of voting rights in accordance with the provisions of the German Securities Trading Act, or to authorities for the purpose of fulfilling statutory notification obligations (e.g. to financial or law enforcement authorities).

### Data sources

To the extent that the personal data is not collected directly from you as a shareholder or shareholder representative in the course of the registration or participation in the Annual General Meeting, the custodian bank, the shareholder granting the proxy or a third party involved in the registration process will transmit the personal data of the shareholders or shareholder representatives to Nordex SE.

### Your data subject rights

If the respective legal requirements are met, you, the shareholders of Nordex SE and, if applicable, their shareholder representatives, have the right of access pursuant to Article 15 of the GDPR, the right of rectification pursuant to Article 16 of the GDPR, the right of erasure pursuant to Article 17 of the GDPR, the right of restriction of processing pursuant to Article 18 of the GDPR, the right of objection pursuant to Article 21 of the GDPR and the right of data portability pursuant to Article 20 of the GDPR against Nordex SE as the data controller. In addition, you have the right to lodge a complaint with a competent data protection supervisory authority pursuant to Article 77 DSGVO.

### Contact details of the data protection officers of Nordex SE

The external company data protection officer has been appointed:

**Jennifer Jähn - Nguyen**  
datenschutz nord GmbH  
Konsul-Smidt-Strasse 88  
28217 Bremen  
office@datenschutz-nord.de