Nordex SE
Factbook for Investors re Capital Increase and Capital Authorizations
Extraordinary General Meeting of Nordex SE in Hamburg on 27 March 2023

Disclaimer:
This is a non-binding overview of the authorizations that are part of the agenda of the Extraordinary General Meeting of Nordex SE in 2023. This overview is provided to shareholders for information purposes only. No liability is assumed for the completeness or correctness of this summary. Only the German-language version of the invitation to the 2023 Annual General Meeting of Nordex SE is legally binding.
Agenda items of the Extraordinary General Meeting 2023

Resolution on the debt-to-equity swap of Acciona shareholder loans

- Increase of the Company’s share capital against contributions in kind excluding the shareholders’ statutory subscription rights as described in the report of the management board published with the agenda; the notional subscription price to be paid by Acciona by contributing the loan receivables corresponds to the average stock market price of the Company in the period prior to the Annual General Meeting (16 February to 24 March 2023)

  - **Proposal to EGM 2023:**
    - **Volume** up to **13.8% of current share capital**
    - to settle shareholder loans of €347m (including interest up to 26 March 2023)

Resolution on the creation of a new Authorized Capital I

- The existing authorization was fully exercised to implement the cash capital increase carried out by means of a private placement as of 26 June 2022

  - **Proposal to AGM2022:**
    - “refill” **volume** to **21m** shares (10% of total shares (211.9m))
    - term: **3 years**
    - **reset overall cap** at 40% of current share capital (40% of 211.9m shares: **85m** shares)
    - **renew** authorization for exclusion of shareholders’ subscription rights
Explanation Capital Increase and Capital Authorizations

Agenda items of the Extraordinary General Meeting 2023

**Agenda item [3]** Resolution on the creation of a new Authorized Capital II

- The existing authorization was fully exercised to implement the cash capital increase with subscription rights as of 10 July 2023
- **Proposal to AGM 2022:**
  - "refill" volume to 42m shares (20% of total shares (211.9m))
  - term: 3 years
  - reset overall cap at 40% of current share capital (40% of 211.9m shares: 85m shares)
  - no authorization for exclusion of shareholders’ subscription rights

**Agenda item [4]** Resolution on the renewal of Authorized Capital III

- The existing authorization was almost fully exercised to implement the cash capital increase with subscription rights as of 10 July 2023 – 0,08m shares remaining
- **Proposal to AGM 2023:**
  - "refill" volume to 6m shares (3% of current share capital; previously: 2.5% at AGM 2022 = 4m shares)
  - term: 3 years
  - allocate 3m shares to employee shares
  - allocate 3m shares for issue in lieu of cash payment of salary and remuneration claims of senior management and MB members (salary shares)
  - reset overall cap at 40% of current share capital (40% of 211.9m shares: 85m shares)
Resolution on the adaption of the overall cap ("ceiling") regarding existing contingent capital I

- Existing authorization for 18m shares from EGM2020
- **Proposal to EGM2023:**
  - **renew volume** to **21m** shares (10% of total 211.9m)
  - **term:** **3 years**
  - **reset overall cap** at 40% of current share capital (40% of 211.9m shares: **85m** shares)
  - **renew** authorization for exclusion of shareholders’ subscription rights
Overall limit for capital authorizations: Authorized Capital and Contingent Capital

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<thead>
<tr>
<th>All authorizations post AGM2022:</th>
<th>Authorized Capital I, II &amp; Contingent Capital I</th>
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<tbody>
<tr>
<td>Auth. Cap. I: 10% of share capital</td>
<td>Auth. Cap II: 20% of share capital</td>
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<tr>
<td>Cont. Cap I: 10% of share capital</td>
<td>Total: 40% of share capital</td>
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<tr>
<th>Authorized Capital III &amp; Contingent Capital II</th>
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<td>&lt; 4.7% of share capital</td>
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**Status Quo**

Overall cap (from AGM 2022) of 64m shares (= 40% of share capital) for aggregated Authorized Capital and Contingent Capital*

**after capital increases in June/July 2022:**

12m shares left within cap

**New:** (Proposal to EGM 2023)

Reset overall cap at 85m shares (= 40% of current share capital) for aggregated Authorized Capital and Contingent Capital*

**Overall maximum**

of 10% for the issue of new shares with exclusion of subscription rights*

*excluding stock options for employees
Thank you for exercising your vote!

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