

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

Agenda item [1] 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)

Agenda item [2] 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 (211m))
 - › term: **3 years**
 - › **reset overall cap** at 40% of current share capital (40% of 211m shares: **85m** shares)
 - › **renew** authorization for exclusion of shareholders' subscription rights

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 AGM2022:**
 - › **“refill” volume** to **42m** shares (20% of total shares (211m))
 - › term: **3 years**
 - › **reset overall cap** at 40% of current share capital (40% of 211m 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 211m shares: **85m** shares)

Agenda items of the Extraordinary General Meeting 2022

Agenda item [5]

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 211m)
 - › term: **3 years**
 - › **reset overall cap** at 40% of current share capital (40% of 211m shares: **85m** shares)
 - › **renew** authorization for exclusion of shareholders’ subscription rights

Overall limit for capital authorizations: Authorized Capital and Contingent Capital

All authorizations post AGM2022:

Authorized Capital I, II & Contingent Capital I

Auth. Cap. I: **10%** of share capital
 Auth. Cap II: **20%** of share capital
 Cont. Cap I: **10%** of share capital
Total: 40% of share capital

Authorized Capital III & Contingent Capital II

< 4,7%
 of share capital

Overall maximum new share issues:

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 exclusion of subscription rights:

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!



CONTACT INVESTOR RELATIONS:

Felix Zander
Tobias Vossberg

Nordex SE
Langenhorner Chaussee 600
22419 Hamburg

Telephone: +49 (1520) 9024 029

Email: investor-relations@nordex-online.com

Web: www.nordex-online.com