



Nordex SE

Factbook for Investors on Capital Authorizations and CVs for the Supervisory Board election

Annual General Meeting of Nordex SE in Hamburg on 31 May 2022

Disclaimer:

This is a non-binding overview of the authorizations that are part of the agenda of the Annual General Meeting of Nordex SE in 2022. 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 2022 Annual General Meeting of Nordex SE is legally binding.

Explanation Capital authorizations

Slides 3 – 5

CVs for the Supervisory Board election

Slides 6 – 7

Selected agenda items of the Annual General Meeting 2022

Agenda item [6]

Resolution on the creation of a new Authorized Capital I

- › The existing authorization was exercised by way of capital increase in cash & kind in June 2021
- › **Proposal to AGM2022:**
 - › **“refill” volume** to **16m** shares (10% of total shares (160m))
 - › term: **3 years**
 - › **reset overall cap** at 40% of current share capital (40% of 160m shares: **64m** shares)
 - › **renew** authorization for exclusion of shareholders’ subscription rights

Agenda item [7]

Resolution on the creation of a new Authorized Capital II

- › The existing authorization was exercised by way of capital increase in cash in June 2021
- › **Proposal to AGM2022:**
 - › **“refill” volume** to **32m** shares (20% of total shares (160m))
 - › term: **3 years**
 - › **reset overall cap** at 40% of current share capital (40% of 160m shares: **64m** shares)
 - › **no** authorization for exclusion of shareholders’ subscription rights

Selected agenda items of the Annual General Meeting 2022

<p>Agenda item [8]</p>	<p>Resolution on the renewal of <u>Authorized Capital III</u></p>	<ul style="list-style-type: none"> › The existing authorization was almost entirely exercised by way of capital increase in cash in June 2021 – 0,3m shares remaining › Proposal to AGM2022: <ul style="list-style-type: none"> › “refill” volume to 4m shares (2.5% of current share capital; previously: <3% at AGM2021 = 3.5m shares) › term: 3 years › allocate 2m shares to <i>employee shares</i> › allocate 2m shares for issue in lieu of cash payment of salary and remuneration claims of senior management and MB members (<i>salary shares</i>) › reset overall cap at 40% of current share capital (40% of 160m shares: 64m shares)
<p>Agenda item [9]</p>	<p>Resolution on the adaption of the overall cap (“ceiling”) regarding existing Contingent Capital II</p>	<ul style="list-style-type: none"> › Reset overall cap for all capital measures (except employee stock options): ca. 64m shares (= 40% of ca. 160m shares)

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: **11.5%** of share capital
Total: 41.5% of share capital

Authorized Capital III & Contingent Capital II
<4.7%
 of share capital

Overall maximum new share issues:

Status Quo
Overall cap (from AGM2021)
 of **46m shares**
 (= **29.3%** of share capital)
 for aggregated Authorized Capital and
 Contingent Capital*
after capital increase in June 2021:
 4.3m shares left within cap

New:
(Proposal to AGM2022)
Reset overall cap
 at **64m 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

CV María Cordón Ucar

- › Born on 29 September 1982 in Spain, is a **Spanish citizen**
- › 2005, completed **studies in Business Administration** at the Universidad Pontificia de Comillas (ICADE), Spain
- › 2005 – 2008 worked in the **Investment-Banking Division** at Goldman Sachs, London
- › Since 2008, member of the **Corporate Development Team** at Acciona S.A. with involvement in many relevant transactions (i.a. Merger Acciona Windpower with Nordex SE, IPO of Acciona Energía); currently Director of Corporate Transactions
- › Since 2 September 2021 **seat on the strategy & technology committee of the Supervisory Board** of Nordex SE

CV Maria Isabel Blanco Alvarez

- › Born on 12 April 1974 in the Netherlands, **Spanish and British citizen**
- › **Study of economics** at the University of Leeds, United Kingdom and **PhD** at the Universidad de Alcalá, Spain
- › Over **20 years of leadership experience in climate change policies and green economy**, since 2014 Associate Director, Lead Environment and Climate Economist at the European Bank for Reconstruction and Development, London, United Kingdom
- › **Visiting scholar** at the Grantham Research Institute on Climate Change and the Environment of the London School of Economics and Political Science, since 2012 **independent evaluator** of Climate and Energy programmes for the European Commission

 Thank you for casting your vote!



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