Nordex SE

Document for the admission of shares without a prospectus

pursuant to Art. 1 para. 5 (h) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC

("**Prospectus Regulation**")

of up to

3,500,000

new ordinary bearer shares with no-par value (*neue, auf den Inhaber lautende Stückaktien ohne Nennbetrag*) of Nordex SE, with its registered seat in Rostock, registered with the commercial register of the Local Court (*Amtsgericht*) of Rostock under HRB 11500 ("**Nordex SE**" or the "**Company**"),

the issuance of which pursuant to the resolution of the shareholders' meeting of 5 May 2021, as amended by resolution of the shareholders' meeting of 23 April 2024 under Section 4 para. 6 of the Articles of Association of the Company and registered with the trade register on 25 May 2021 ("**Conditional Capital II**"), for the sole purpose of servicing subscription rights from share options granted to employees of Nordex SE and its group companies as well as to members of the management of group companies in Germany and abroad, in the period until 4 May 2026,

for the admission to trading on the regulated market segment (*regulierter Markt*) (*General Standard*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*),

each such share representing a notional value of EUR 1.00 per ordinary share and with full dividend rights from the beginning of the financial year for which, at the time of exercising the subscription rights, no resolution on the appropriation of retained earnings has yet been passed.

International Securities Identification Number (ISIN): DE000A0D6554
German Securities Code (*Wertpapierkennnummer,* WKN): A0D655
Ticker Symbol: NDX1

Background of the share issuance

The shareholder meeting of Nordex SE on 5 May 2021 approved the creation of the Conditional Capital II for the purposes of the Stock Option Programme 2021 for executives and employees of Nordex SE and its affiliated companies ("**Nordex Group**"). In relation to Conditional Capital II, up to 3,500,000 options may be issued, each option entitling the holder to acquire one ordinary no-par value bearer share of Nordex SE ("**New Shares**"). The detailed legal framework of the Stock Option Programme 2021 is set out in the resolution of the shareholders' meeting on 5 May 2021 and in the "**Option Conditions 2021**", as adopted by the Supervisory Board of Nordex SE in November 2021 upon proposal of the Management Board.

Stock options have been granted free of charge and allocated in defined allocation periods during the financial years 2021 until 2024 as determined by the Management Board with the consent of the Supervisory Board. Upon exercise of an option, the option holder is required to pay an exercise price per share. The exercise price corresponds to the unweighted arithmetic average of the closing prices of the Nordex SE share in XETRA trading (or a comparable successor system) on the Frankfurt Stock Exchange during the last five trading days preceding the respective allocation date, subject to a minimum issue price in accordance with Section 9 para. 1 of the German Stock Corporation Act (*Aktiengesetz – AktG*). Such exercise price has been determined prior to the allocation of the stock options.

The stock options can be exercised after the expiration of a waiting period of four years and may be exercised only during defined exercise periods. The exercise is subject to the condition that the relevant reference share price exceeds the applicable exercise price by at least 15 percent. The options must be exercised vis-à-vis the Management Board of Nordex SE or an appointed option agent, who will arrange for the transfer of the shares to the option holder's securities account. The exercise of options may result in taxable pecuniary benefits for the option holder, irrespective of whether the shares are sold.

Instead of delivering shares, Nordex SE may, in accordance with the Option Conditions 2021, settle exercised stock options in cash by paying the difference between the exercise price and the share price on the exercise date, in which case no shares are issued. The options expire at the latest six years after their allocation if not exercised. In certain cases, including termination of employment, retirement, occupational disability or invalidity, options that have not been exercised yet may be exercised within a limited grace period of six months, subject to the conditions set out in the Option Conditions 2021. Stock options are inheritable but otherwise non-transferable.

The new shares issued upon exercise of stock options are issued to the option holders and booked either to their individual securities account or to a joint securities account administered in trust as instructed by them. Nordex SE has appointed a J.P. Morgan Company (Global Shares Ireland Ltd.) as option agent to administer and manage the exercise process.

Admission without a prospectus of up to 3,500,000 New Shares pursuant to the exemption in Art. 1 para. 5 (h) of the Prospectus Regulation

This document only relates to the admission to trading of up to 3,500,000 New Shares which will be transferred to option holders in connection with the exercise of stock options under the Stock Option Programme 2021. In this regard, the New Shares will be issued to the respective option holder at an issuance price in the amount of the respective exercise price which has been determined upon grant of the options now to be exercised.

The Company has applied to the Frankfurt Stock Exchange for the admission of all New Shares to trading on the regulated market segment (*regulierter Markt*) (*General Standard*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) without a prospectus, in accordance with Art. 1 para. 5 (h) of the Prospectus Regulation.

Additional information on the New Shares

All New Shares hold the same rights as all other shares of the Company traded upon issuance of the New Shares (including full dividend rights from the beginning of the financial year for which, at the time of exercising the subscription rights, no resolution on the appropriation of retained earnings has yet been passed) and do not convey any additional rights or advantages. The Conditional Capital II has been registered in the commercial register of the Local Court (*Amtsgericht*) of Rostock on 25 May 2021. The share class (*Aktiengattung*) is admitted to the regulated market (*General Standard*).

The admission of the New Shares to trading on the regulated market segment (*regulierter Markt*) (*General Standard*) of Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) without a prospectus is expected to be granted on or around 9 March 2026. The introduction of the New Shares to trading on the regulated market (*regulierten Markt*) is expected to occur subsequently.

Additional information on Nordex SE

Additional information on Nordex SE is available on the Company's website under the Investor Relations section: https://ir.nordex-online.com/.

Disclaimer

This document is provided for information purposes only in connection with the admission to trading of shares of Nordex SE issued upon the exercise of stock options under the Stock Option Programme 2021. It does not constitute a prospectus within the meaning of Regulation (EU) 2017/1129, nor does it constitute an offer to the public, investment advice, legal advice or tax advice.

The stock options granted under the Stock Option Programme 2021 are non-transferable and may only be granted to eligible employees of Nordex SE and its affiliated companies ("Nordex Group"). Nordex SE does not conduct a public offering of the stock options or of the shares to be issued upon their exercise in any jurisdiction and has not taken any action that would permit a public offering or distribution of this document in any country where such action would be required.

The admission to trading and delivery of shares upon exercise of the stock options is exempt from the obligation to publish a prospectus pursuant to Article 1(5)(h) of Regulation (EU) 2017/1129, provided that this information document is made available to the eligible employees. Accordingly, no prospectus is required for the admission to trading of the shares issued upon their exercise.

The information contained herein is of a general nature and does not purport to be complete or to address all legal, tax, economic or other aspects that may be relevant to individual option holders. Prospective option holders are advised to seek independent professional advice regarding the legal, tax and financial consequences of the grant, vesting and exercise of stock options and the holding or sale of the shares.

Nordex SE does not assume any obligation to update or revise this document and makes no representation or warranty, express or implied, as to the accuracy or completeness of the information contained herein. No assurance is given as to the future performance or development of the share price of Nordex SE. This document speaks only as of its date and may not be relied upon by any person other than the eligible employees for whom it is made available.

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