

## **Nordex SE**

# **Factbook for Investors re individual agenda items**

**Annual General Meeting of Nordex SE on 6 June 2023**

**Disclaimer:**

This is a non-binding overview of individual items that are part of the agenda of the annual 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 Annual General Meeting 2023

### Agenda item [4] Approval of the remuneration report 2022

- › The management board and supervisory board are obliged to prepare an annual remuneration report and to submit it to the annual general meeting for approval.
- › The service contracts of all management board members were renewed with effect from 1 July 2022 and 1 January 2023 and aligned with the **new remuneration system** resolved by the annual general meeting in 2021.
- › Remuneration report 2022 **partially\*** reflects the provisions of the new remuneration system:
  - › **Long-term variable remuneration**: achievement of a 25% share of women in management positions by 2025 as an additional performance criterion
  - › **Short-term variable remuneration**: adjustment of overall target achievement by the supervisory board using the performance factor no longer possible
  - › **Maximum remuneration**
  - › **Severance payment**: maximum two years' remuneration
- › One-time Transformation Incentive Plan: ended on 31 December 2022 **without payment** due to lack of target achievement
- › **Proposal to AGM2023**:
  - › **Approval** of remuneration report 2022

\* The service contract of Dr. Ilya Hartmann has been renewed with effect from 1 July 2022 in accordance with the new remuneration system. The remuneration report 2022 therefore reports for Dr Ilya Hartmann on the basis of both the previous regulations and the new remuneration system. The service contracts of Messrs José Luis Blanco and Patxi Landa have been extended with effect from 1 January 2023 and were therefore not yet subject to the provisions of the new remuneration system in FY 2022.

## Agenda items of the Annual General Meeting 2023

### TOP [5] Resolution on the creation of a new Authorized Capital I

- › The authorization resolved by the extraordinary general meeting on 27 March 2023 has **not** been exercised.
- › **In the meantime**, however, convertible bonds have been issued which - at least from a prudent point of view - are to be counted towards the authorization resolved in March 2023.
- › **As a result** of this inclusion, the Authorized Capital I resolved by the extraordinary general meeting in March 2023 can only be used to a **limited extent**.
- › **Proposal to the AGM2023:**
  - › **Renewal** of the authorization
  - › Volume (unchanged): **21m** shares (10% of the share capital at the time of convening the annual general meeting)
  - › Term: **3 years**
  - › **overall cap** at 40% of share capital at the time of convening the annual general meeting (40% of 211.9m shares: **84,7m** shares)
  - › **renew** authorization for exclusion of shareholders' subscription rights

## Agenda items of the Annual General Meeting 2023

### Agenda item [6]

### Authorization to acquire and use treasury shares

- › The authorization resolved by the annual general meeting on 4 June 2019 will expire on 31 May 2024. Authorization has **not** been **exercised** until now.
- › **Proposal to AGM2023:**
  - › **Renewal** of the authorization
  - › „**Refill**“ volume to 23.6 million shares (10% of a total of 236 million shares)
  - › Term: **5 years**
  - › **Purposes, inter alia:**
    - › "Currency" for M&A transactions
    - › To serve employee stock option rights
    - › To serve conversion rights and conversion obligations arising from convertible bonds already issued or to be issued in the future
    - › Authorization to exclude shareholders' subscription rights

## Agenda items of the Annual General Meeting 2023

### Agenda item [7]

#### Virtual holding of general meetings and virtual participation of supervisory board members

##### Holding virtual annual general meetings

- › The annual general meeting of 31 May 2022 has already adopted an amendment to the articles of association to enable the holding of virtual general meetings in view of a change in the law pending at that time.
- › Term of the **existing** authorization: 5 years
- › **Proposal to the AGM2023:**
  - › Minor amendment to the **already existing** provision of the articles of association with regard to the **final wording** of section 118a of the German Stock Corporation Act (*AktG*).
  - › Term of the new authorization: **5 years**

## Agenda items of the Annual General Meeting 2023

### Agenda item [7]

#### Virtual holding of general meetings and virtual participation of supervisory board members

#### Participation of supervisory board members by way of video and audio transmission

- › In **certain cases**, supervisory board members shall be able to participate in annual general meetings by way of video and audio transmission.
- › **Proposal to the AGM2023:**
  - › Corresponding **amendment** to the **articles of association**
  - › **Reasons** for virtual participation:
    - › In case of holding **virtual general meetings** without the presence of the shareholders and their proxies.
    - › Where **physical participation** is **not** possible or only possible at **considerable expense** due to:
      - › legal restrictions,
      - › residence abroad, or
      - › necessary residence at another location in Germany.
  - › **In each individual case, prior consultation** of the respective supervisory board member with the chairman of the supervisory board shall be required.

# Overall limit for capital authorizations: Authorized Capital and Contingent Capital

**All authorizations post ordinary AGM2023:**

**Authorized Capital I, II & Contingent Capital I**

**New:** 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**

**< 4,2%**  
of current share capital

**Overall maximum new share issues:**

**Status Quo**  
**Overall cap** (from eGM 2023)  
of **85m shares**  
(= **40%** of previous share capital)  
for aggregated Authorized Capital and Contingent Capital\*\*

**post ordinary AGM2023:**  
**Overall cap remains unchanged**

**Overall maximum exclusion of subscription rights:**

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

\* share capital at the time of convening this annual general meeting (211m)

\*\* excluding stock options for employees

 **Thank you for exercising your vote!**



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