



Nordex SE
Rostock
ISIN DE000A0D6554

Dear Shareholder,

We hereby invite you to our

Annual General Meeting

The Annual General Meeting will take place on

Tuesday, May 6th, 2025

at 10.00 a.m. (CEST)

and will be held in the form of a virtual Annual General Meeting in accordance with Section 118a (1) sentence 1 of the German Stock Corporation Act (AktG¹) in conjunction with Section 19 (4) of the Company's Articles of Association without the physical presence of the shareholders or their proxies (with the exception of the Company's proxies) at the location of the Annual General Meeting.

The virtual Annual General Meeting will be broadcast live in image and sound on the company's website at

<https://ir.nordex-online.com/websites/Nordex/German/7000/hauptversammlung.html>

as well as in the Investor Portal. Duly registered shareholders and their proxies may join the Annual General Meeting by means of electronic communication, exercise their rights – as described in detail in Section III of this invitation – via the Investor Portal, which is available on the Company's website at

<https://ir.nordex-online.com/websites/Nordex/German/7000/hauptversammlung.html>

and thus participate in the Annual General Meeting.

The place of the Annual General Meeting within the meaning of the German Stock Corporation Act is the company's head office in Hamburg: Langenhorner Chaussee 600, 22419 Hamburg. Shareholders and their proxies (with the exception of proxies of the Company) have no right or opportunity to be present at the place of the Annual General Meeting.

¹ The provisions of the Stock Corporation Act shall apply to the company pursuant to Article 9 (1) (c) (ii) of Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) (SE Regulation), unless otherwise provided for in special provisions of the SE Regulation.

Disclosures pursuant to Section 125 of the German Stock Corporation Act (AktG) in conjunction with Implementing Regulation (EU) 2018/1212 ("EU Implementing Regulation")

**A. Content
of the Communication**

1. Unique identifier of the event: a47b7f1500edef11b53e00505696f23c
2. Type of notification: Convening of the Annual General Meeting

B. Information on the issuer

1. ISIN: DE000A0D6554
2. Issuer Name: Nordex SE

C. Information on the Annual General Meeting

1. Date of Annual General Meeting: May 6, 2025
2. Time of the Annual General Meeting: 10:00 a.m. CEST (8:00 a.m. UTC)
3. Type of Annual General Meeting:

Annual General Meeting, virtual without physical presence of shareholders or their proxies
4. Place of the Annual General Meeting:

URL to the Investor Portal (Internet service of the Company) for following the Annual General Meeting in image and sound and for exercising shareholder rights:

<https://ir.nordex-online.com/websites/Nordex/German/7000/hauptversammlung.html>

Place of the Annual General Meeting within the meaning of the German Stock Corporation Act: Nordex SE, Langenhorner Chaussee 600, 22419 Hamburg
5. Recording Date: April 14, 2025
6. Uniform Resource Locator (URL)/Annual General Meeting website:

<https://ir.nordex-online.com/websites/Nordex/German/7000/hauptversammlung.html>

I. Agenda and proposals for resolutions

1. Presentation of the adopted annual financial statements and the approved consolidated financial statements for the 2024 financial year, the management report and the Group management report for the 2024 financial year combined into one report with the report of the Supervisory Board and the explanatory report of the Management Board on the disclosures pursuant to Sections 289a and 315a of the German Commercial Code (HGB)

With the exception of the adopted annual financial statements, the above-mentioned documents are part of the 2024 Annual Report.

<https://ir.nordex-online.com/websites/Nordex/German/7000/hauptversammlung.html>

accessible. They will be explained in more detail at the Annual General Meeting.

The Supervisory Board approved the annual financial statements and the consolidated financial statements prepared by the Management Board; the annual financial statements are thus adopted. The Annual General Meeting therefore does not have to pass a resolution on this agenda item 1.

2. Resolution on the discharge of the Management Board

The Management Board and the Supervisory Board propose that the actions of the members of the Management Board in office in the 2024 financial year be ratified for this period.

3. Resolution on the discharge of the Supervisory Board

The Management Board and the Supervisory Board propose that the actions of the members of the Supervisory Board in office in the 2024 financial year be ratified for this period.

4. Resolution on the approval of the remuneration report for the 2024 financial year prepared and audited in accordance with Section 162 of the German Stock Corporation Act

Pursuant to Section 162 of the German Stock Corporation Act (AktG), the Management Board and Supervisory Board of listed companies must prepare an annual remuneration report and submit it to the Annual General Meeting for approval. The remuneration report for the 2024 financial year is available at

<https://ir.nordex-online.com/websites/Nordex/German/7000/hauptversammlung.html>

and will also be accessible there during the Annual General Meeting. In accordance with Section 162 (3) of the German Stock Corporation Act (AktG), the auditor has reviewed this remuneration report to determine whether the information required by law pursuant to Section 162 (1) and (2) of the German Stock Corporation Act (AktG) has been provided and has issued a report on the audit, which is attached to the report.

The Management Board and the Supervisory Board propose that

approve the remuneration report for the 2024 financial year.

5. Resolution on the remuneration of the members of the Supervisory Board pursuant to Section 113 (3) of the German Stock Corporation Act (AktG) and the corresponding amendment to the Articles of Association

Pursuant to Section 113 (3) of the German Stock Corporation Act (AktG), the Annual General Meeting must pass a resolution on the remuneration of the members of the Supervisory Board at least every four (4) years. For the first time, the Annual General Meeting passed a resolution on the remuneration of Supervisory Board members pursuant to Section 113 (3) of the German Stock Corporation Act at the Annual General Meeting on May 5, 2021, so that the four-year period expires this year. Therefore, this Annual General Meeting is to pass a resolution again on the remuneration system for Supervisory Board members.

The current remuneration system contained in Article 18 of the Articles of Association of Nordex SE is fundamentally based on a resolution of the Annual General Meeting on 2 June 2015. In view of the changes in the course of these 10 years, the individual remuneration components are to be increased and adapted to current market practice. The current structure is to remain unchanged, so that there will only be fixed remuneration components in the future. The new remuneration system for Supervisory Board members is available at

<https://ir.nordex-online.com/websites/Nordex/German/7000/hauptversammlung.html>

and will also be accessible there during the Annual General Meeting.

Accordingly, the provisions of Nordex SE's Articles of Association on Supervisory Board remuneration are to be adapted to the current remuneration system for Supervisory Board members adopted under this agenda item, and this is thus to be specifically redefined.

The Management Board and the Supervisory Board propose that the following resolutions be passed:

5.1 The proposed remuneration system for the members of the Supervisory Board of Nordex SE is hereby approved in accordance with Section 113 (3) of the German Stock Corporation Act.

5.2 § 18 paras. 1 - 2 of the statutes are reworded as follows:

„(1) In addition to reimbursement of expenses incurred in the performance of his or her duties, each member of the Supervisory Board shall receive fixed remuneration of EUR 50,000.00 for each full financial year of his/her membership of the Supervisory Board.

(2) For membership in a committee formed by the Supervisory Board, each Supervisory Board member shall receive an additional fixed remuneration of EUR 15,000.00 for each full financial year of his/her membership of the Committee."

6. Approval of the remuneration system for the members of the Management Board

Pursuant to Section 120a of the German Stock Corporation Act (AktG), the Annual General Meeting of listed companies must decide on the approval of the remuneration system for the members of the Management Board proposed by the Supervisory Board in the event of any material change, but at least every four (4) years. The last resolution on the compensation system for the members of the Management Board was passed at the 2021 Annual General Meeting. Therefore, this Annual General Meeting must again decide on the approval of the remuneration system. The new remuneration system for the members of the Management Board adopted by the Supervisory Board is available under

<https://ir.nordex-online.com/websites/Nordex/German/7000/hauptversammlung.html>

and will also be accessible there during the Annual General Meeting.

The Supervisory Board therefore proposes to:

approve the remuneration system for the members of the Management Board of Nordex SE as approved by the Supervisory Board in accordance with Section 120a (1) of the German Stock Corporation Act (AktG).

7. Resolution on the revision of the authorization to grant subscription rights (stock option plan 2025) and the corresponding Contingent Capital IV as well as on the associated amendment to the Articles of Association

The Annual General Meeting on May 5, 2021 approved an authorization to issue subscription rights to employees ("**Stock Option Plan 2021**") as well as a corresponding Contingent Capital II. This authorization was exercised by issuing 3,182,143 employee options. The authorisation is limited until the end of 4 May 2026.

In order to continue to be able to issue stock options to executives and employees, a new authorization and a new Conditional Capital IV in the amount of EUR 7,000,000 for five years are to be resolved.

The Management Board and Supervisory Board propose the following resolutions:

a) Authorization to issue stock options with subscription rights to shares

The Management Board of the Company is authorized, with the consent of the Supervisory Board, to grant up to 7,000,000 subscription rights to a total of up to 7,000,000 no-par value bearer shares in the Company ("Total Volume") in tranches to be issued once or several times annually until the end of May 5, 2030, but not before the entry of Contingent Capital IV in the Commercial Register, in accordance with the following conditions ("**Stock Option Plan 2025**").

The subscription rights (also "**stock options**") are intended exclusively for subscription by the subscription rights specified below. The stock options may also be assumed by a credit institution with the obligation to transfer them to

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subscribers who are the only ones entitled to exercise the subscription rights in accordance with the instructions of the Company.

The issuance of subscription rights on the basis of this authorization is only permissible as long as the number of shares in respect of which a subscription right is created, including the crediting of new shares previously issued during the term of this authorization on the basis of other authorizations granted pursuant to Art. 5 SE Regulation in conjunction with Section 202 of the German Stock Corporation Act (AktG), as well as the crediting of new shares that are used to service bonds with conversion rights and/or warrants or a The number of new shares does not exceed 94,580,145 (corresponding to a share of 40% of the current share capital in the amount of EUR 94,580,145.00), provided that the bonds are issued or granted beforehand during the term of this authorization.

The following applies to the issuance of stock options under the 2025 Stock Option Plan:

1) Beneficiaries and distribution

As part of the 2025 stock option plan, subscription rights will be issued to executives and employees of the Company and executives and employees of affiliated companies that are majority-owned by the Company pursuant to Sections 15 et seq. of the German Stock Corporation Act ("**Nordex Group**") as well as to members of the management boards of companies of the Nordex Group. There are no plans to issue stock options to members of the Management Board.

The total volume of subscription rights is distributed among the individual groups of subscription holders as follows:

- i. for employees employed by the company: up to 1,050,000 subscription rights,
- ii. for members of the management boards of dependent companies of the Company in Germany and abroad who are not also members of the Management Board of the Company, and to the extent that they are not covered by (i): up to 1,050,000 subscription rights, and
- iii. for employees employed by dependent companies of the Company in Germany and abroad, unless specified under (i) or (ii): up to 4,900,000 subscription rights.

The exact group of beneficiaries within the above-mentioned groups and the exact scope of the stock options to be offered to them for subscription in each case are determined by the Management Board of the Company, which may also be guided by the individual performance of the beneficiaries and their ability to perform.

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Stock options that expire in accordance with the terms and conditions of the option (e.g. due to the beneficiary's withdrawal from the company) or are returned as a result of termination may be reissued to other beneficiaries. The number of stock options outstanding may not exceed 7,000,000 at any time.

2) **Subscription**

The stock options grant the holder the right to subscribe for no-par value bearer shares with voting rights in the Company. Each stock option grants the right to subscribe for one share of the Company against payment of the exercise price as defined below under Section 6). The new shares will participate in the profit from the beginning of the financial year for which no resolution on the appropriation of the retained profit has yet been passed at the time the subscription rights are exercised.

The terms and conditions of the option may provide that the Company may, in fulfilment of the subscription right, grant the subscriber treasury shares or shares from an authorised capital created for this purpose in the future or from further conditional capital created for this purpose in the future instead of new shares using Contingent Capital IV.

In addition, the terms of the option may also provide for a right of the Company to make a cash settlement to satisfy the subscription rights. The cash settlement corresponds to the difference between the exercise price and the closing price of the Company's share in XETRA trading (or a comparable successor system) on the day the subscription rights are exercised.

3) **Employment periods**

The granting of subscription rights is limited to four time windows in the financial year ("**Acquisition Periods**"). Stock options can be issued within a period of 15 trading days on the Frankfurt Stock Exchange starting on the third trading day after the publication of the annual financial statements or the quarterly report for the first, second (half-yearly financial report) and third quarters of a financial year. The issuance of stock options is excluded in each case if the respective acquisition period falls within a period beginning on the 30th calendar day prior to the date of publication of an interim report (quarterly or half-yearly financial report) or annual financial report and ending on the second trading day on the Frankfurt Stock Exchange after the respective date of announcement, in each case inclusive.

The date of allocation of the subscription rights ("**Issue Date**") is determined by the Management Board with the consent of the Supervisory Board. If the resolution on the issue is not passed within a purchase period, the date of issue shall be deemed to be the first day of the next acquisition period following the date of the resolution. Restrictions on the acquisition or issuance of stock options resulting from the Act remain unaffected.

4) **Waiting time and duration**

The stock options can only be exercised after the waiting period has expired. The waiting period begins on the respective date of issue and ends at the beginning of the first exercise period after the expiry of four years after the respective date of issue. The term of the stock options begins on the date of issue and ends after the expiry of six years.

5) **Vesting Periods**

The exercise of subscription rights is limited to two time windows in the financial year ("**exercise periods**"). The stock options can be exercised during their term and after the expiry of the respective waiting period in exercise periods, each of which amounts to 30 trading days on the Frankfurt Stock Exchange and in each case at the beginning of the third trading day following the date of publication of the annual financial statements and the half-year financial report. Even within the periods in which exercise is permissible in accordance with the terms of the option, any restrictions on exercise arising from the law, the Market Abuse Ordinance or the Insider Policy of the Nordex Group shall remain unaffected and must be observed by the subscribers.

The stock options may also not be exercised during an exercise period during the following vesting lock-up periods:

- i. in the period beginning on the day on which the Company publishes an offer to its shareholders to subscribe for new shares or bonds or other securities with conversion rights or warrants in the Federal Gazette and ends on the day on which the Company's shares entitled to subscribe are listed for the first time on the Frankfurt Stock Exchange "ex-subscription rights", and
- ii. in the period beginning on the day on which the Company publishes the distribution of a special dividend in the Federal Gazette and ends on the day on which the Company's shares entitled to dividends are listed on the Frankfurt Stock Exchange for the first time on an "ex-dividend" basis.

The Management Board may, with the approval of the Supervisory Board, set further vesting periods.

The exercise period affected by the exercise restriction period shall be extended by the corresponding number of trading days immediately after the end of the exercise restriction period. Declarations of subscription received by the Company (Subscription Agency) within an exercise period but during the exercise restriction period shall be deemed to have been submitted on the first day after the expiry of the exercise restriction period.

6) Strike

The subscription rights are granted without consideration. When exercising subscription rights, an exercise price must be paid for each subscription right exercised. The exercise price for one share of the Company corresponds to the unweighted arithmetic average of the closing prices of the Company's shares in XETRA trading (or a comparable successor system) on the Frankfurt Stock Exchange on the last five trading days prior to the date of issue of the respective stock options. However, the minimum exercise price is in any case the lowest issue price within the meaning of Section 9 (1) of the German Stock Corporation Act.

In the event that during the term of the stock options the Company's share capital is increased by issuing new shares or treasury shares are surrendered or bonds with conversion rights or warrants are issued on shares of the Company, the terms and conditions of the option may provide for a reduction in the exercise price in the proportion to which the average price of the subscription rights to which the shareholders are entitled is equal to the average price of the subscription rights to which the shareholders are entitled. on all trading days on the Frankfurt Stock Exchange at the closing price of the Company's shares in XETRA trading (or a comparable successor system) on the Frankfurt Stock Exchange on the last trading day before the subscription rights discount. The adjustment does not apply if the holders of the stock options are granted subscription rights that correspond to the shareholders' subscription rights. The terms of the options may also provide for an adjustment of the exercise price and/or subscription rights in the event of corporate actions (share consolidation or split, capital increase from company funds, capital reduction) during the term of the stock options.

The decision on an adjustment is up to the Management Board.

7) Goal of success

After the waiting period has expired, the stock options can be exercised if the performance target has been achieved.

The prerequisite for exercise is that the relevant reference price (as defined below) exceeds the exercise price pursuant to Section 6) by at least 15 percent ("**Profit Target**"). "Relevant reference price" is the unweighted arithmetic average of the closing prices of the Company's shares in XETRA trading (or a comparable successor system) on the Frankfurt Stock Exchange on the last five trading days prior to the date on which the option right is exercised.

If the performance target is not achieved in the period between the expiry of the respective waiting period and the expiry of the term of the subscription rights, the respective subscription rights issued will expire in full and without compensation.

8) Non-transferability and expiration and termination of stock options

The stock options are not transferable, but can only be exercised by the beneficiary. However, the terms of the option may provide that they are transferred to the respective heir(s) of the beneficiary upon death.

The subscription rights under the stock options may only be exercised as long as the holder of the stock options is in an unterminated employment or service relationship with the Company or an affiliated company. By way of derogation from this, subscription rights for which the qualifying period has already expired at the time of termination of the employment or service relationship may still be exercised by the holder within a grace period of six months after the termination of the employment relationship, provided that they are also exercisable in accordance with the provisions of this authorisation; After that, they expire without compensation.

Stock options for which the waiting period has not yet expired at the time of termination of the employment or service relationship expire without compensation at that time. Special provisions may be provided for in the event of retirement, occupational or occupational disability, termination of the employment or service relationship by mutual agreement and/or for other cases of hardship. The above provisions apply regardless of the legal or factual reason for the termination of the employment or service relationship.

To the extent permitted by law, the terms and conditions of the option may provide that the Company may terminate the stock options of a beneficiary without compensation if insolvency proceedings are opened over the assets of the person concerned or the opening is refused for lack of assets, if a creditor of the person concerned is pursuing enforcement of his stock options or if the person concerned fulfils essential obligations of his or her employment or employment. breach the service contract or the option agreement or the employment or service relationship is terminated extraordinarily by the Company or its affiliated company for good cause, personal or behavioural reasons; in the aforementioned cases of termination, the stock options shall lapse with immediate effect without compensation, even if the waiting period has already expired; the aforementioned grace period is not applicable.

If a beneficiary shortens his or her normal weekly working hours (part-time work) after the issuance of stock options but before the expiry of the waiting period, the terms and conditions of the option may provide that, on the day on which the shortened standard weekly working time begins, such part of the subscription rights granted to that beneficiary under stock options for which the qualifying period has not yet expired will be forfeited without compensation that is equal to the reduced weekly standard working time in relation to the the standard weekly working time at the time of issuance of the stock options and the period of validity of this

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shortened weekly working time in relation to the total period of the waiting period.

The same applies to periods during which the employment or service relationship of a beneficiary is suspended without continued payment of remuneration (e.g. parental leave, periods of long-term illness, unpaid leave); the terms and conditions of the option may provide that such part of the subscription rights granted to that beneficiary under stock options for which the qualifying period has not yet expired shall be forfeited without compensation which corresponds to the duration of the period for which the employment or service relationship is suspended without continued payment of remuneration in relation to the total period of the waiting period. If the option conditions provide for this, the expiry of the waiting period is also suspended for such periods, i.e. such periods are not taken into account for the completion of the waiting period and the waiting period is extended accordingly.

However, the Management Board is entitled, with the consent of the Supervisory Board, to continue to grant the subscription rights in whole or in part to a person who is retiring and entitled to subscribe, in deviation from the above provisions. The same applies in the aforementioned cases of termination of stock options as well as in the case of a reduction in the standard weekly working hours or the dormant employment or service relationship.

In addition, in addition to the waiting period, the terms and conditions of the options may provide for further, staggered waiting periods ("**vesting periods**"), which determine when the stock options become vested ("**vesting**"); a forfeiture or the possibility of termination in accordance with the above provisions is therefore excluded, if necessary, after the expiry of the respective vesting periods, and not only after the expiry of the waiting period, according to more detailed details in the option conditions.

9) Other regulations

The Management Board is authorized, with the consent of the Supervisory Board, to determine the further details of the option conditions as well as the issuance and endowment of the subscription shares.

All taxes in connection with the subscription rights or a sale of the shares in the Company by the subscribers are borne by the subscribers.

The Management Board and the Supervisory Board will report to the Annual General Meeting on any utilisation of the 2025 Stock Option Plan and the subscription rights granted to the beneficiaries.

b) Creation of a new Contingent Capital IV

The following new Contingent Capital IV will be created to service the subscription rights granted under the Stock Option Plan 2025:

In accordance with Section 192 (2) No. 3 of the German Stock Corporation Act (AktG), the Company's share capital will be conditionally increased by up to EUR 7,000,000 through the issuance of up to 7,000,000 new no-par-value bearer shares ("**Contingent Capital IV**"). Contingent Capital IV is used exclusively to service subscription rights arising from stock options held by employees of the Company and the companies of the Nordex Group in Germany and abroad, as well as members of the management boards of companies of the Nordex Group, which are granted in the period until 5 May 2030 on the basis of the authorisation granted by the Annual General Meeting on 6 May 2025. The conditional capital increase will only be carried out to the extent that the holders of the issued subscription rights make use of them and the Company does not grant treasury shares or cash settlement in fulfilment of these subscription rights. The shares from Contingent Capital IV will be issued at the respective exercise price to be determined in accordance with lit. a), number 6) of this resolution. The new shares will participate in the profit from the beginning of the financial year for which no resolution on the appropriation of the retained profit has yet been passed at the time the subscription rights are exercised. The Management Board is authorized, with the consent of the Supervisory Board, to determine the further details of the implementation of the conditional capital increase.

c) Authorisation to amend the articles of association

The Supervisory Board is authorized to amend the version of the Articles of Association in accordance with the size of the capital increase from Contingent Capital IV. The same applies in the event of non-utilisation of the authorisation to issue subscription rights (stock options) after the expiry of the authorisation period and in the event of non-utilisation of Contingent Capital IV after the expiry of the deadlines for exercising subscription rights.

d) Amendment of the Articles of Association

The following paragraph 8 shall be added to Article 4 of the Articles of Association:

*"In accordance with Section 192 (2) No. 3 of the German Stock Corporation Act (AktG), the Company's share capital has been conditionally increased by up to EUR 7,000,000 through the issuance of up to 7,000,000 new no-par value bearer shares ("**Conditional Capital IV**"). Contingent Capital IV is used exclusively to service subscription rights under stock options of employees of the Company and the companies majority-owned by the Company pursuant to Sections 15 et seq. of the German Stock Corporation Act ("**Nordex Group**") in Germany and abroad, as well as of members of the management boards of companies of the Nordex Group that are granted in the period until May 5, 2030 on the basis of the authorization granted by the Annual General*

Meeting of May 6, 2025. The conditional capital increase will only be carried out to the extent that the holders of the issued subscription rights make use of them and the Company does not grant treasury shares or cash settlement in fulfilment of these subscription rights. The shares from Contingent Capital IV will be issued at the respective exercise price to be determined in accordance with the resolution of the Annual General Meeting on May 6, 2025. The new shares will participate in the profit from the beginning of the financial year for which no resolution on the appropriation of the retained profit has yet been passed at the time the subscription rights are exercised. The Management Board is authorised, with the consent of the Supervisory Board, to determine the further details of the implementation of the conditional capital increase."

8. Election of the auditor for the 2025 financial year and the sustainability auditor for the 2025 financial year

Based on the recommendation of its Audit Committee, the Supervisory Board proposes that the following resolutions be adopted:

- 8.1 KPMG AG Wirtschaftsprüfungsgesellschaft, Hamburg, is appointed as auditor of the financial statements and the consolidated financial statements, namely:
- a) for the 2025 financial year;
 - b) for the audit review of interim financial reports in accordance with Sections 115 (5) and 117 No. 2 of the WpHG [the German Securities Trading Act] until the next Annual General Meeting in the event that the Management Board decides to conduct an audit review of interim financial reports; and
- 8.2 KPMG AG Wirtschaftsprüfungsgesellschaft, Hamburg, is appointed as the auditor of the non-financial Group Statement (*Group Sustainability Statement*) for the 2025 financial year as a precautionary measure in the event that the German legislator, in implementation of Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022, expressly requires an appointment by the Annual General Meeting.

II. Accessible documents

From the time of convening the Annual General Meeting, the following documents will be available for inspection by shareholders on the Company's website at

<https://ir.nordex-online.com/websites/Nordex/German/7000/hauptversammlung.html>

available:

- the adopted annual financial statements and the approved consolidated financial statements of Nordex SE for the 2024 financial year;
- the management report and group management report for the 2024 financial year, combined into one report, together with the report of the Supervisory Board and the explanatory report of the Management Board on the disclosures pursuant to Sections 289a and 315a of the German Commercial Code (HGB);
- the remuneration report for the 2024 financial year prepared and audited in accordance with Section 162 of the German Stock Corporation Act (AktG);
- the remuneration system for the Management Board;
- the remuneration system for the Supervisory board.

In addition to these documents, from the convocation onwards under

<https://ir.nordex-online.com/websites/Nordex/German/7000/hauptversammlung.html>

as well as the information to be published pursuant to Section 124a of the German Stock Corporation Act as well as further explanations of the rights of shareholders pursuant to Sections 122 (2), 126 (1), 127, 131 (1) of the German Stock Corporation Act (AktG). After the Annual General Meeting, the voting results will be announced at the same internet address.

III. Further information and information on participation and exercise of voting rights

1. Information on the conduct of the virtual Annual General Meeting

The Management Board has resolved to hold the Annual General Meeting as a virtual Annual General Meeting in accordance with Section 118a of the German Stock Corporation Act (AktG) in conjunction with Section 19 (4) of the Articles of Association. Physical participation of shareholders and their proxies (with the exception of the Company's proxies) at the location of the Annual General Meeting is excluded.

For the purposes of participating in the virtual Annual General Meeting and exercising shareholder rights, the Company provides information on its website at

<https://ir.nordex-online.com/websites/Nordex/German/7000/hauptversammlung.html>

an internet-based and password-protected system for the Annual General Meeting (Investor Portal) is available. The entire Annual General Meeting will be broadcast in full via video and audio on May 6, 2025 from 10:00 a.m. CEST via the investor portal.

After registering for the Annual General Meeting in due time (see section III.2.), registered shareholders will receive a confirmation of registration by post on which the access data to the Investor Portal is printed. With these access data, shareholders (or their proxies) can log in to the Investor Portal and exercise their shareholder rights in connection with the virtual Annual General Meeting in accordance with the explanations below. All functions of the Investor Portal can only be used with the help of the access data printed on the registration confirmation. The investor portal is expected to be activated from 15 April 2025.

Shareholders or their proxies exercise their voting rights by means of electronic communication (electronic postal vote) or by issuing power of attorney and instructions to the proxies appointed by the Company.

Prior to the meeting, duly registered shareholders may also submit comments by means of electronic communication. During the meeting, shareholders who are connected electronically to the meeting will be granted the right to speak at the meeting by means of video communication. They are also entitled, as part of their right to speak, to submit motions and nominations to the meeting by means of video communication and to request information from the Management Board as well as to declare objections to resolutions of the general meeting for minutes by means of electronic communication. In view of the special features of the virtual Annual General Meeting, we ask you to pay particular attention to the following information on registration, exercising voting rights and other shareholder rights.

2. Participation in the Annual General Meeting

Only those shareholders are entitled to participate in the Annual General Meeting and exercise their voting rights if they have registered with the Company at the following address at least six days before the Annual General Meeting, i.e. by the end of April 29, 2025, 24:00 hours (CEST), (last registration date) in text form (Section 126b of the German Civil Code) with proof of their shareholding:

Nordex SE

c/o Computershare Operations Center

80249 Munich

E-Mail: anmeldestelle@computershare.de

Registration for the Annual General Meeting, voting (including by proxy), granting power of attorney and instructions to proxies appointed by the Company and authorizing third parties may also be transmitted to the Company via intermediaries in accordance with SRD II in conjunction with the Implementing Regulation (EU 2018/1212) in ISO 20022 format (e.g. via SWIFT, CMDHDEMMXXX) in accordance with Section 67c of the German Stock Corporation Act. To log in via SWIFT, authorization via the SWIFT Relationship Management Application (RMA) is required.

The proof of shareholding must refer to the close of business on the twenty-second day prior to the Annual General Meeting, i.e. to the end of Monday, April 14, 2025, 24:00 hours (CEST), (record date) and must be received by the Company with the registration no later than Tuesday, April 29, 2025, 24:00 hours (CEST). Proof must be provided in German or English; proof of the last intermediary prepared in text form in accordance with Section 67 c (3) of the German Stock Corporation Act is sufficient.

The record date is the relevant date for exercising the right to participate and vote at the Annual General Meeting. In relation to the Company, participation in the Annual General Meeting or the exercise of voting rights as a shareholder is only valid if he has provided proof of shareholding on the record date. The record date is not accompanied by a block on the saleability of the shareholding. Even in the case of the complete or partial sale of the shareholding after the record date, only the shareholding of the shareholder on the record date is decisive for participation and the extent of voting rights; i.e. sales of shares after the record date have no effect on the entitlement to participate and on the extent of voting rights. The same applies to the acquisition of shares after the record date. Persons who do not yet own shares on the record date and only become shareholders afterwards are not entitled to participate and/or vote.

3. Procedure for voting by electronic postal vote or by proxy

3.1 Voting by electronic postal vote

Shareholders and their proxies can cast their votes by electronic postal vote in the run-up to the Annual General Meeting and during the Annual General Meeting. Only those shareholders – in person or by proxy – who have duly registered and proven their shareholding are entitled to exercise their voting rights (see Section III.2 above). Voting takes place electronically in the Company's InvestorPortal via the Company's website at

<https://ir.nordex-online.com/websites/Nordex/German/7000/hauptversammlung.html>

in accordance with the procedure provided for this purpose. Voting via the Investor Portal is possible from its activation until the time the vote is closed by the chairman of the meeting at the Annual General Meeting on 6 May 2025. Until the closing of the vote, votes already cast can also be changed or revoked at any time.

If an individual vote is held on an agenda item without this being communicated in advance of the virtual Annual General Meeting, a vote cast on this agenda item as a whole shall also be deemed to be a corresponding vote for each item of the individual vote.

When electronic postal votes and proxy/instructions (proxy voting) are received for one and the same number of shares, postal votes are always considered to have priority, regardless of the chronological order in which postal votes and proxy/instructions are received by the Company. In this respect, the proxy appointed by the Company will not make use of any power of attorney granted to him or her and will not represent the shares in question.

3.2 Voting in the event of a third party authorisation

Shareholders may also have their voting rights exercised by proxy, for example by an intermediary, a shareholders' association, a proxy advisor or any other person of their choice.

In this case, too, a timely registration of the shareholder as described in Section III.2. to take care of the situation. The granting of the power of attorney, its revocation and proof of the power of attorney vis-à-vis the company must be in text form (Section 126b of the German Civil Code) if neither a credit institution nor a shareholders' association nor any other intermediary covered by Section 135 of the German Stock Corporation Act nor any other person or institution treated as such pursuant to Section 135 (8) of the German Stock Corporation Act is authorised to exercise voting rights. The power of attorney can be granted via the Investor Portal from the time the Investor Portal is activated and also during the virtual Annual General Meeting until the time specified by the chairman of the meeting during the vote, using the data of the registration confirmation. In the case of the authorisation of credit institutions, shareholders' associations, other intermediaries covered by Section 135 of the German Stock Corporation Act or other persons or institutions treated as such pursuant to Section 135 (8) of the German Stock Corporation Act, special features must be observed, which must be inquired of the respective

authorised representative. Please note that even authorised third parties cannot physically participate in the virtual Annual General Meeting and that they need the access data to the Investor Portal in order to exercise the rights transferred to them.

Authorisations, for example using the proxy form, which are not submitted via the Investor Portal, must be sent to the Company by the end of 5 May 2025, 24:00 hrs (CEST) at the latest, to the e-mail address anmeldestelle@computershare.de (e.g. as a scanned file in PDF format) or via the SWIFT address CMDHDEMMXXX.

The above-mentioned proxy form is available on the Company's website at

<https://ir.nordex-online.com/websites/Nordex/German/7000/hauptversammlung.html>

available for download.

If the authorization is not made by submitting it in due time via the proxy form as described above, the following applies with regard to a power of attorney granted to the attorney: By using the Investor Portal, the authorized representative declares that he or she has been duly authorized.

3.3 Voting in the case of authorization of proxies of the Company

In addition, shareholders who have registered in good time (see Section III.2.) will be offered the opportunity to be represented by proxies appointed by the Company during the votes and to issue instructions. The proxies are obliged to vote in accordance with instructions; they may not exercise the voting rights at their own discretion. Powers of attorney and instructions to the proxies appointed by the Company can also be issued via the Company's investor portal. The granting of powers of attorney and instructions to the proxies appointed by the Company must be in text form (Section 126b of the German Civil Code) and can be made via the Company's investor portal from the time the Investor Portal is activated until the time specified by the chairman of the meeting during the vote. Up to this point, powers of attorney and instructions that have already been granted can also be changed or revoked at any time.

If the proxy is not authorised via the Investor Portal, the proxy must be sent to the e-mail address anmeldestelle@computershare.de (e.g. as a scanned file in PDF format) or via the SWIFT address CMDHDEMMXXX, for example using the Company's proxy form, no later than the end of 5 May 2025, 24:00 hrs (CEST).

The above-mentioned proxy form, which must be used when issuing power of attorney and instructions to the Company's proxies by e-mail, is available on the Company's website at

<https://ir.nordex-online.com/websites/Nordex/German/7000/hauptversammlung.html>

available for download.

4. Motions to supplement the agenda at the request of a minority pursuant to Section 122 (2) of the German Stock Corporation Act (AktG) in conjunction with Article 56 of the SE Regulation, Section 50 (2) of the SEAG

Shareholders whose shares together amount to the proportionate amount of EUR 500,000.00 of the share capital – which corresponds to at least 500,000 no-par value shares – can request in writing (Section 126 of the German Civil Code) that items be placed on the agenda and made public. Each new item must be accompanied by a statement of reasons or a draft resolution. The written request must be addressed to the Management Board and must be received by the Company by the end of April 5, 2025, (Saturday) 24:00 hrs (CEST). Shareholders are requested to use the following postal address:

Nordex SE

– Management Board –
Langenhorner Chaussee 600
22419 Hamburg

Additions to the agenda that are subject to publication will be published in the Federal Gazette immediately after receipt of the request by the Company and forwarded for publication to those media that can be assumed to disseminate the information throughout the European Union. They are also made available on the Internet at

<https://ir.nordex-online.com/websites/Nordex/German/7000/hauptversammlung.html> .

5. Motions and nominations by shareholders pursuant to Sections 126, 127, 130a (5) sentence 3, 118a (1) sentence 2 no. 3 of the German Stock Corporation Act (AktG)

Any shareholder may send the Company countermotions against proposals by the Management Board and/or Supervisory Board on certain items on the agenda as well as election proposals. Countermotions, nominations for election and other inquiries from shareholders to the Annual General Meeting that are to be made available should be addressed exclusively to:

Nordex SE

- Legal department -
Langenhorner Chaussee 600
22419 Hamburg
E-Mail: hv2025@nordex-online.com

Countermotions and nominations received and made available at this address by the end of April 21, 2025, (Monday) 24:00 hrs (CEST) at the latest, including the name of the shareholder and – in the case of countermotions – reasons to be made available on the Internet at

<https://ir.nordex-online.com/websites/Nordex/German/7000/hauptversammlung.html>

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published immediately. Any statements by the administration will also be published at the aforementioned internet address. Pursuant to Section 126 (4) of the German Stock Corporation Act (AktG), countermotions and nominations of shareholders made available by the Company are deemed to have been submitted at the time they are made available. Under certain conditions regulated in Sections 127 sentence 1 and 126 (2) of the German Stock Corporation Act, the Company is not obliged to make a counter-motion and its justification accessible.

Shareholders duly registered for the Annual General Meeting may exercise their voting rights on these proposals. If the shareholder submitting the motion or submitting the nomination for election is not duly registered for the Annual General Meeting, the countermotion or nomination does not have to be dealt with at the Annual General Meeting.

In addition, countermotions and nominations as well as other motions may also be submitted during the Annual General Meeting by means of video communication, i.e. within the framework of the right to speak (see Section III.7.).

The above statements apply mutatis mutandis to a shareholder's proposal for the election of Supervisory Board members or auditors, with the proviso that the nomination does not have to be substantiated (Section 127 of the German Stock Corporation Act). Pursuant to Section 127 of the German Stock Corporation Act (AktG), a nomination does not have to be made available even if the nomination does not contain the name, profession and place of residence of the auditor or supervisory board member proposed for election and, in the case of the proposal for the election of supervisory board members, does not also contain information on memberships in other supervisory boards to be formed by law.

6. Right to submit statements pursuant to Section 130a (1) to (4) and (6) of the German Stock Corporation Act (AktG)

Shareholders duly registered for the Annual General Meeting or their proxies have the right to submit comments on the items on the agenda no later than five days before the meeting, not counting the day of receipt and the day of the Annual General Meeting, i.e. by 30 April 2025, 24:00 hours (CEST). Comments are to be submitted in text form in German or English exclusively by e-mail to

Stellungnahme2025@nordex-online.com

. Statements may contain a maximum of 10,000 characters (including spaces). The Company will submit the comments no later than four days before the Meeting, i.e. by 1 May 2025, 24:00 hrs (CEST), stating the name of the submitting shareholder, via the Company's website at

<https://ir.nordex-online.com/websites/Nordex/German/7000/hauptversammlung.html>

Access.

Statements will not be made available if they contain more than 10,000 characters (including spaces), have offensive, criminally relevant, manifestly false or misleading content, or if the shareholder indicates that he or she will not participate in the Annual General Meeting and will not be represented (Section 130a (3) sentence 4 in conjunction with Section 126 (2) sentence 1 no. 1, No. 3 or No. 6 AktG). Motions and nominations, questions and objections to resolutions of the Annual General Meeting in the context of the statements submitted in text form will not be considered at the Annual General Meeting; the submission of motions and the submission of nominations for election (see Section III.5.), the exercise of the right to information (see Section III.8.) and the filing of objections against resolutions of the Annual General Meeting (see Section III.9.) are only possible in the ways described separately in this invitation.

7. Right to speak pursuant to Sections 118a (1) sentence 2 no. 7, 130a (5) and (6) AktG

Shareholders or their proxies who are connected to the Annual General Meeting electronically have a right to speak at the meeting, which is exercised by means of video communication. On the day of the Annual General Meeting, shareholders or their proxies can register speeches in the Investor Portal from 9:30 a.m. (CEST). Motions and nominations pursuant to Section 118a (1) sentence 2 no. 3 of the German Stock Corporation Act (AktG) and inquiries pursuant to Section 131 (1d) of the German Stock Corporation Act may be part of the speech. Pursuant to Section 21 (4) of the Company's Articles of Association, the chairman of the meeting may limit the shareholder's right to ask questions and speak for an appropriate period of time. In particular, he is entitled to set the appropriate time frame at the beginning or during the Annual General Meeting for the entire course of the Annual General Meeting, for the individual agenda item and for the speaker.

To exercise their right to speak, shareholders or their proxies need an internet-enabled device (PC, laptop, tablet or smartphone) that has a camera and microphone that can be accessed from a browser. The Company reserves the right to review the functionality of the video communication between the shareholder or proxy and the Company at the meeting and before the speech and to reject it if the functionality is not ensured.

8. Shareholder's rights to information pursuant to Sections 118a (1) sentence 2 no. 4, 131 (1) AktG

Upon request at the Annual General Meeting, the Management Board must provide each shareholder with information on matters relating to the Company, including legal and business relationships with affiliated companies, insofar as this is necessary for the proper assessment of the subject matter of the agenda and there is no right to refuse information. The Management Board's duty to provide information also extends to the company's legal and business relationships with its affiliated companies. Furthermore, the obligation to provide information also affects the situation of the Group and the companies included in the consolidated financial statements. It is envisaged that the chairman of the meeting will determine that the aforementioned right to information pursuant to Section 131 (1) of the German Stock Corporation Act can only be exercised at the Annual General Meeting by means of

video communication, i.e. in the context of the exercise of the right to speak (see Section III.7).

Section 131 (4) sentence 1 of the German Stock Corporation Act provides that if a shareholder has been provided with information outside the Annual General Meeting due to his or her status as a shareholder, this information must be provided to any other shareholder or his or her proxy at the Annual General Meeting at his or her request, even if it is not necessary for the proper assessment of the subject of the agenda. The virtual Annual General Meeting ensures that shareholders or their proxies who are connected to the Annual General Meeting electronically can submit their request pursuant to Section 131 (4) sentence 1 of the German Stock Corporation Act by means of electronic communication via the investor portal during the Annual General Meeting. Shareholders have the right to ask questions about all answers given by the Management Board at the meeting in accordance with Section 131 (1d) of the German Stock Corporation Act (AktG).

9. Declaration of objections to resolutions of the Annual General Meeting

Shareholders and their proxies who are connected to the Annual General Meeting electronically have the right to object to resolutions of the Annual General Meeting by means of electronic communication. Objections can be declared via the investor portal for the entire duration of the Annual General Meeting until the end of the Annual General Meeting. The Company's proxies may not declare any objections to resolutions of the Annual General Meeting on the record of the notary notarizing the Annual General Meeting.

IV. Total number of shares and voting rights

At the time of convening the Annual General Meeting, the Company's share capital amounts to EUR 236,450,364.00 and is divided into 236,450,364 shares, each of which grants one vote. The company does not hold any treasury shares at this time.

Rostock, March 2025

Nordex SE
The Management Board

Information on data protection for shareholders and shareholder representatives

Responsible

Nordex SE (Langenhorner Chaussee 600, 22419 Hamburg, Germany, telephone: +49 (40) 300 30 – 1000), as the controller within the meaning of data protection law, processes the personal data of its shareholders and shareholder representatives in connection with the organisation and conduct of the Annual General Meeting.

Categories of data processed

Nordex SE processes the following personal data of shareholders and, where applicable, shareholder representatives:

- Personal data of the shareholders (e.g. name, title if applicable, address, registered office/place of residence, any e-mail address and other contact details (e.g. shipping address));
- Shareholder data and information about your stock holdings (number of shares, type of ownership of the shares and number of the admission ticket, processing bank);
- the nature, date and form of your vote or that of the shareholder representative, the granting and revocation of any proxies to vote, as well as information on motions, questions, nominations, objections and other requests from shareholders or shareholder representatives submitted in relation to the Annual General Meeting;
- if applicable, the name, address and e-mail address of the respective shareholder representative.

If you contact Nordex SE, Nordex SE will also process the personal data required to process the respective request, such as your e-mail address or telephone number. To the extent necessary in connection with the organisation and conduct of the Annual General Meeting, Nordex SE may also process other personal data in individual cases.

Purposes and legal bases of the processing

Nordex SE processes your personal data for the organisation and conduct of the Annual General Meeting as well as for the fulfilment of its legal obligations (e.g. obligations under stock corporation law with regard to the Annual General Meeting, regulatory requirements and retention obligations under stock corporation, commercial and tax law), in particular (i) to enable shareholders and shareholder representatives to participate in the Annual General Meeting and to exercise their rights (e.g. by sending admission tickets, verification of eligibility to participate, processing of motions and other requests from shareholders and shareholder representatives), (ii) to ensure compliance with voting bans and the proper adoption and evaluation of votes at the Annual General Meeting and (iii) to fulfil other legal obligations, in particular vis-à-vis shareholders, shareholder representatives and authorities (e.g. by creating and making available the list of participants in accordance with Section 129 (1) sentence 2 and (4) AktG, three-year storage of your declaration of proxy in the event of the authorization of a proxy of the Company pursuant to Section 134 (3) sentence 5 AktG or processing of voting rights notifications pursuant to the Securities Trading Act). This data processing is absolutely necessary for the proper conduct of the Annual General Meeting and participation in it. The legal basis for this processing is Article

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6 (1) sentence 1 (c) of the General Data Protection Regulation (GDPR) in conjunction with Article 9 (1) (c) (ii) SEVO, Section 67e (1) of the German Stock Corporation Act (AktG) and our obligations under stock corporation law pursuant to Article 53 of the SEVO in conjunction with Sections 118 et seq. of the German Stock Corporation Act (AktG).

In addition, Nordex SE may also process your data to protect its legitimate interests or the legitimate interests of a third party in accordance with Art. 6 (1) sentence 1 (f) GDPR. This is the case, for example, if Nordex SE prepares analyses and statistics (e.g. for the presentation of the shareholder structure and development, trading volumes, possible voting behaviour of shareholders or an overview of the largest shareholders). In this respect, Nordex SE has a legitimate interest in being able to identify the composition of the company's shareholder structure. A legitimate interest also exists if Nordex SE processes data in individual cases in order to prevent or detect illegal activities, fraud or similar threats and thus protect itself from damage. In addition, Nordex SE may also transmit your data in connection with the organisation and conduct of the Annual General Meeting to its legal advisors, tax advisors or auditors, as it has a legitimate interest in organising the Annual General Meeting in accordance with the relevant legal provisions and in obtaining external advice on this matter.

Storage period

The data will be deleted as soon as the respective purpose for the processing no longer applies and the deletion does not conflict with any statutory obligations to provide evidence and retention (e.g. according to the Stock Corporation Act, the Commercial Code, the Tax Code or other legal provisions). Longer storage may take place if this is required by law or if the company has a legitimate interest in storing it (e.g. in the event of judicial or extrajudicial disputes at the Annual General Meeting).

Recipients of your data

Nordex SE uses external service providers (e.g. AGM agencies, banks, notaries, lawyers) to organise the Annual General Meeting and will also make personal data of shareholders and shareholder representatives available to them to the extent necessary in order to carry out their activities. If required by law, a data processing agreement is concluded with these service providers in accordance with Art. 28 GDPR. In this case, the service providers may process the personal data exclusively on behalf of Nordex SE and not for their own purposes and must treat the data confidentially. Data will not be transferred to third countries or international organisations.

If you attend the Annual General Meeting, Nordex SE is obliged to enter you in the register of participants in accordance with Section 129 (1) sentence 2 of the German Stock Corporation Act (AktG), stating your name, place of residence, number of shares and type of ownership. This data can be viewed by other participants in the Annual General Meeting and by shareholders for up to two years afterwards (Section 129 (4) of the German Stock Corporation Act).

If a shareholder requests that items be placed on the agenda, Nordex SE will publish these items stating the name of the shareholder if the requirements under the provisions of the German Stock Corporation Act are met. Nordex SE will also make countermotions and nominations by shareholders available on the Company's website in accordance with the

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provisions of the German Stock Corporation Act, stating the name of the shareholder, provided that the conditions are met.

Finally, Nordex SE may be obliged to transmit your personal data to other recipients, such as in the case of the publication of voting rights notifications in accordance with the provisions of the German Securities Trading Act, or to authorities for the fulfilment of statutory notification obligations (e.g. to financial or law enforcement authorities).

Data sources

Insofar as the personal data is not collected directly from you as a shareholder or shareholder representative as part of the registration or participation in the Annual General Meeting, the custodian bank, the shareholder granting the proxy or a third party involved in the registration process will transmit the personal data of the shareholders or shareholder representatives to Nordex SE.

Your rights as a data subject

If the respective legal requirements are met, you, the shareholders of Nordex SE and, if applicable, their shareholder representatives, have the right to information in accordance with Art. 15 GDPR, to rectification in accordance with Art. 16 GDPR, to erasure in accordance with Art. 17 GDPR, to restriction of processing in accordance with Art. 18 GDPR, to object to Nordex SE as the controller **in accordance with Art. 21 GDPR** as well as to data portability in accordance with Art. 20 GDPR. In addition, there is the right to lodge a complaint with a competent data protection supervisory authority in accordance with Art. 77 GDPR.

Contact details of the data protection officer of Nordex SE

The following was appointed as the external company data protection officer:

Jennifer Jähn – Nguyen

datenschutz nord GmbH

Consul-Smidt-Straße 88

28217 Bremen

office@datenschutz-nord.de