



Nordex SE

Factbook for Investors re Capital Authorisations

Extraordinary General Meeting in Hamburg on 16 July 2020

Disclaimer:

This is a non-binding overview of the authorisations that are part of the agenda of the extraordinary General Meeting of Nordex SE on 16 July 2020. 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 2020 extraordinary General Meeting of Nordex SE is legally binding.

> Agenda items of the extraordinary General Meeting

TOPICS OF THIS FACTBOOK

Agenda item 1 Authorisation to issue no-par shares against cash and / or contributions in kind and creation of new Authorized Capital I

- the authorisation granted by the AGM 2016 expires on May 9, 2021.
- further, the existing authorisation was exercised by way of the cash capital increase resolved on October 8, 2019; only EUR 9,678,245.00 remain
- renewal with following changes, among other things:
 - shorter term of **three years** (legally possible: five years)
 - exclusion of subscription rights limited to a maximum of **10%** of current share capital (cumulatively for both cash and non-cash contributions)

Agenda item 2 Authorisation to issue no-par shares against cash contributions and creation of an Authorised Capital III

- only for cash capital increases with subscription rights
- term of **three years** (legally possible: five years)
- exclusion of subscription rights **only for fractional amounts**

Agenda item 3 Authorisation to issue convertible and / or warrant bonds; Creation of a new Conditional Capital I

- the authorisation granted by the AGM 2016 expires on May 9, 2021.
- renewal with the following changes:
 - shorter term of **three years** (legally possible: five years)
 - exclusion of subscription rights limited to maximum of **10%** of current share capital

Agenda item 1: Authorisation to issue new shares (Authorised Capital I)

Volume:

up to **24.55%** of share capital.

Overall limit:

New: overall maximum for new share issues at **40%*** of current share capital from

- > Authorised Capital 2020 (I+III),
- > Contingent Capital 2020 and
- > Authorised Capital 2019 and Contingent Capital 2019

Term:

3 years (previously 5 years pursuant to resolutions of the AGM 2016)

Limitation of exclusion of subscription rights:

New: only up to a maximum of 10% of the current share capital*

Shares that are sold or issued on the basis of other authorisations with exclusion of subscription rights (from authorised or contingent capital) count against this limit

* Under certain circumstances plus 5.44%, in case all new authorisations were used first and afterwards the authorisations regarding employee participation programmes would be exercised (very unlikely, but theoretically possible)

Agenda item 2: Authorisation to issue new shares (Authorised Capital III)

- Volume:** up to **15%** of share capital.
- Overall limit:** **New: overall maximum** for new share issues at **40%*** of current share capital from
- > Authorised Capital 2020 (I+III),
 - > Contingent Capital 2020 and
 - > Authorised Capital 2019 and Contingent Capital 2019
- Term:** **3 years** (previously 5 years pursuant to resolution of the AGM 2016).
- Exclusion of subscription rights:** **for fractional amounts only.***

* Under certain circumstances plus 5.44%, in case all new authorisations were used first and afterwards the authorisations regarding employee participation programmes would be exercised (very unlikely, but theoretically possible)

Agenda item 3: Authorisation to issue convertible bonds and bonds with warrants (Contingent Capital I)

Volume:	up to 17.28% of share capital.
Overall limit:	New: overall maximum for new share issues at 40%* of current share capital from <ul style="list-style-type: none">> Authorised Capital 2020 (I+III),> Contingent Capital 2020 and> Authorised Capital 2019 and Contingent Capital 2019
Term:	3 years (previously 5 years pursuant to resolution of the AGM 2016).
Total nominal amount of the bonds:	EUR 350 million
Exclusion of subscription rights:	New: only up to a maximum of 10% of the total share capital.* Shares that are sold or issued on the basis of other authorizations with the excluding subscription rights (from Authorized or Contingent Capital) are to be counted against this limit.

* Under certain circumstances plus 5.44%, in case all new authorisations were used first and afterwards the authorisations regarding employee participation programmes would be exercised (very unlikely, but theoretically possible)

➤ Overall limit for capital authorizations: Authorised Capital and Contingent Capital

Authorisations:

Authorised Capital 2019 & Contingent Capital 2019

5.44%
of share capital

Authorised Capital 2020 & Contingent Capital 2020 (TOP 1-3)

TOP 1: **24.55%** of share capital
TOP 2: **15.00%** of share capital
TOP 3: **17.28%** of share capital

Overall maximum new share issue:

Overall **maximum**
of **40%**
for aggregate 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*

* Under certain circumstances plus 5.44%, in case all new authorisations were used first and afterwards the authorisations regarding employee participation programmes would be exercised (very unlikely, but theoretically possible)

Nordex SE – capital measures

Rationale:

- › Nordex SE is an internationally leading manufacturer of onshore wind turbine systems that are installed worldwide. We are on course for growth and are experiencing continuous high demand for our products, especially for the new Delta4000 turbine generation. We are currently shifting our supply chain towards our demand and are planning to further expand our production capacities. Against this background, our capital resources play an important role, e. g. to meet financial requirements flexibly, make use of market opportunities, but also to meet the requirements of markets and business partners.
- › At the Annual General Meeting on May 26, 2020, the resolution proposals of the management of the Company to authorise the Management Board to increase the share capital flexibly (Authorised Capital I and Contingent Capital I) narrowly missed the required majority of 75% of the represented share capital. As a consequence, the Company currently has only very limited means to implement any capital measures as might be appropriate should the circumstances require.
- › The Supervisory Board and the Management Board firmly believe that this result is not in the best interest of the Company or its shareholders. We have therefore invited you to an extraordinary General Meeting with the aim of correcting this outcome and convincing our shareholders of the authorisations now proposed and rallying the required support of our shareholders in favour of these resolutions proposals.

Nordex SE – capital measures (continued)

Rationale:

- › The authorisations proposed to the Extraordinary General Meeting on 16 July 2020 are intended to provide the Company with the requisite powers for the Management Board and the Supervisory Board to act in order to be able to meet financing needs flexibly by means of appropriate capital measures - whether in order to safely steer the Nordex Group through the covid-19 crisis or to be able to exploit opportunities that might also arise in this context for the Company to further its development. Above all, however, the management should be enabled to prepare and support the Company's further growth trajectory by appropriate capital measures, always provided that this is in the best interests of the Company and its shareholders under the circumstances.
- › We are convinced that the revised resolution proposals strike a measured balance between the Company's ability to raise capital as needed from a management's point of view and the legitimate interests of our current shareholders in adequate protection against dilution. Please support us and the Company with your vote in favour of the proposed resolutions!

 **Thank you very much for voting today**



CONTACT INVESTOR RELATIONS:

Felix Zander
Tobias Vossberg
Rolf Becker

Nordex SE
Langenhorner Chaussee 600
22419 Hamburg
Germany

Phone: +49-40-30030-1116
Email: investor-relations@nordex-online.com
Web: www.nordex-online.com