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# **Nordex SE**

Rostock

**ISIN DE000AOD6554**

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Dear shareholders,

It gives us great pleasure to invite you to our

## **Annual General Meeting**

**on Tuesday 30 May 2017 at 09:00 a.m.**

(admission as of 08:00 a.m.)

**at the conference center of the Radisson Blu Hotel,**

**18055 Rostock,**

**Lange Straße 40**

### **I. Agenda and motions to be voted upon**

- 1. Presentation of the final financial statements and approved consolidated financial statements for fiscal year 2016 as well as the combined Company and Group management report for fiscal year 2016 and the Supervisory Board's report as well as the Explanatory Report of the Management Board relating to the details pursuant to §§ 289 Abs. 4; 315 Abs. 4 HGB**

The Supervisory Board has approved of the financial statements as well as the consolidated statements. Therefore, the financial statements are final. The general meeting will not draw any resolution for this topic.

## **2. Ratification of the Acts of the Management Board**

The Management Board and the Supervisory Board propose that the acts of the members of the Management Board in the fiscal year 2016 be ratified for that period.

## **3. Ratification of the Acts of the Supervisory Board**

The Management Board and the Supervisory Board propose that the acts of the members of the Supervisory Board in the fiscal year 2016 be ratified for that period.

## **4. Election of the auditors for fiscal year 2017**

Upon recommendation of the Audit Committee, the Supervisory Board proposes electing *PricewaterhouseCoopers Aktiengesellschaft, Wirtschaftsprüfungsgesellschaft*, Hamburg, as the Company's auditors, with regard to

- a) the fiscal year 2017 as well as
- b) for the audit of intermediate financial reports pursuant to § 37w sect. 5; § 37y No. 2 of the German Securities Trading Act (WpHG) until the next annual shareholders' meeting, if and to the extent that the board of management decides in favour of such audit of intermediate financial reports.

## **II. Documents for Shareholders**

From the time of convening the Annual General Meeting are available for examination by the shareholders at the Company's offices at 18059 Rostock, Erich-Schlesinger-Strasse 50, and the Company's head offices in 22419 Hamburg, Langenhorner Chaussee 600

- the final financial statements and approved consolidated financial statements of Nordex SE for fiscal year 2016, and
- the combined Company and Group management report for fiscal year 2016 and the Supervisory Board's report as well as the Explanatory Re-

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port of the Board of Management relating to the details pursuant to §§ 289 (4); 315 (4) HGB.

Such documentation will also be available during the Annual General Meeting and will be also available on the Company's website under

[www.nordex-online.com/de/investor-relations/hauptversammlung.html](http://www.nordex-online.com/de/investor-relations/hauptversammlung.html)

from the time of convening the Annual General Meeting. Same applies to the information to be published pursuant to § 124a of the German Stock Corporation Act (AktG) as well as the further explanations of rights of shareholders pursuant to §§ 122 section 2, 126 section 1, 127, 131 section 1 of the Stock Corporation Act. The results of the voting will be announced under the same internet address after the Annual General Meeting.

### **III. Further Information and Details concerning Participation and Exercise of Voting Rights**

#### **1. Participation**

Only those shareholders are entitled to participate in the Annual General Meeting and to exercise their voting rights who have registered with the Company by means of presenting evidence of their shareholdings through the custodian institute (*Übermittlung des Nachweises des Anteilsbesitzes*) no later than the end of the seventh day before the date of the Annual General Meeting, i.e. no later than the end of May 23, 2017, 12 p.m. (last day of registration) in text form (§ 126b of the German Civil Code (*Bürgerliches Gesetzbuch; BGB*)) in the German or English language at the following address:

#### **Nordex SE**

c/o UniCredit Bank AG

Abt. CBS 51 HV

80311 Munich

Facsimile: +49 (0)89 5400-2519

email: [hauptversammlungen@unicredit.de](mailto:hauptversammlungen@unicredit.de)

The evidence of the shareholding must refer to the beginning of the twenty-first day prior to the date of the Annual General Meeting, i.e. the beginning of Tuesday, May 9, 2017, 12 a.m. (*Nachweisstichtag*) and be received by the Company with the registration at the latest on Tuesday, 23 May 2017 (12 p.m.). The evidence of a shareholding in text form (§ 126b of the German Civil Code (*Bürgerliches Gesetzbuch*; BGB)) drawn up by the custodian institution is sufficient. Such evidence must be provided in the German or English language.

The respective date of evidence of the shareholding (*Nachweisstichtag*) is the date that determines the extent to which participation and voting rights may be exercised in the Annual General Meeting. With regard to the participation in the Annual General Meeting and the exercise of voting rights, only that shareholder is considered shareholder in relation to the company that has provided evidence of the shareholding on the date of evidence of the shareholding (*Nachweisstichtag*). With the respective date of evidence of the shareholding no bar of transaction for such shareholding is connected. Even in case of a complete or partial sale of the shareholding after the date of evidence of the shareholding (*Nachweisstichtag*) only the shareholding of a shareholder on that respective date (*Nachweisstichtag*) is decisive; that means that sales of shares after the date of evidence of the shareholding have no influence on the right to participate and the extent of the votes. The same is applicable for a purchase of shares after the date of evidence of the shareholding (*Nachweisstichtag*). Persons who at the date of evidence of shareholding (*Nachweisstichtag*) do not already possess shares and only later become a shareholder are not entitled to participate nor vote. The date of evidence of shareholding is not relevant for the entitlement to receive dividends, if any.

Following receipt of the registration and evidence of the shareholding by the Company, admission tickets to the Annual General Meeting will be sent to the shareholders. These are meant to be used as identification for participation and for voting. To ensure timely receipt of the admission tickets, we kindly request our shareholders to request admission tickets for participation in the Annual General Meeting from their respective custodian institute as soon as possible.

## 2. Voting by proxy

Shareholders who do not take part in the Annual General Meeting can have their voting right and other rights exercised in the Annual General Meeting by an authorized representative (proxy). A timely attendance registration and timely evidence of the shareholding in accordance with the aforementioned conditions is also required in the event of the appointment of a proxy. If a shareholder authorizes more than one person, the Company may deny entrance to one or several of these persons.

Voting rights and other rights may be exercised in the Annual General Meeting by a proxy, e.g. by a credit institution, a stockholders' association (*Aktionärsvereinigung*) or any other person the shareholder may elect. The grant of the proxy, its revocation as well as its evidence towards the Company require text form (§ 126b of the German Civil Code (BGB)). A template for the grant of such proxy will be provided to each shareholder upon a demand addressed to the Company and is available on the Company's website under:

[www.nordex-online.com/de/investor-relations/hauptversammlung.html](http://www.nordex-online.com/de/investor-relations/hauptversammlung.html)

Insofar as authorization is granted to a credit institution, stockholder's association (*Aktionärsvereinigung*) or other comparable individual or institution pursuant to the provisions of § 135 Stock Corporation Act (AktG), shareholders are asked to turn to the person to be authorized on time with regard to the applicable form requirement. Shareholders may also have their voting rights exercised by a Company-nominated proxy.

Shareholders may send their proxies in writing, by facsimile or e-mail to the following address:

*NORDEX SE*

Hauptversammlung 2017

c/o Computershare Operations Center

80249 München

Facsimile: +49 (0)89 30903-74675

email: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de).

This year we are again offering our shareholders the opportunity to authorize proxies appointed by the Company to exercise their voting rights prior to the beginning of the Annual General Meeting. Insofar as the proxies nominated by the company are granted power of proxy, they must be given instructions for the exercise of the respective voting rights. The proxy is invalid without such instructions. The proxies are obligated to vote according to the instructions; they cannot exercise the voting rights at their own discretion. Insofar as no instructions for exercising voting rights are given, the Company-nominated proxy will abstain from casting the vote. The templates for a proxy for the Annual General Meeting as provided by the Company will contain the possibility to issue instructions. Shareholders who want to make use of this procedure are required to submit the completed and signed authorization to the above mentioned address or to the specified fax number or e-mail address (e.g. file in pdf-format) until 28 May 2017 (midnight) at the latest.

The Company-nominated proxy can also be authorized during the general meeting.

**3. Applications for the amendment of the agenda demanded by a minority pursuant to § 122 (2) Stock Corporation Act (AktG)**

Shareholders whose shares embody a quota of EUR 500,000.00 of the share capital, this equals **500,000** shares, may demand in writing (§ 126 of the German Civil Code (BGB)) that certain items may be added to the agenda and will be published. Any new item must be combined with a reason or a proposal for a resolution. The written demand must be delivered to the Management Board of the Company under the address listed in the next section by the end (midnight) of **April 29, 2017** (Saturday). Shareholders are requested to use the following address:

Nordex SE, - Vorstand -, Langenhorner Chaussee 600, 22419 Hamburg

An amendment of the agenda to be published, if any, will be published in the Federal Gazette in due time after receipt of such application by the company and will be forwarded to such media for publication which can be assumed to

distribute the information throughout the entire European Union. Such amendment will also be made available in the Internet under

[www.nordex-online.com/de/investor-relations/hauptversammlung.html](http://www.nordex-online.com/de/investor-relations/hauptversammlung.html).

**4. Countermotions and election proposals from shareholders pursuant to §§ 126 (1), 127 (1) of the German Stock Corporation Act (AktG)**

Shareholders may submit to the Company countermotions and election proposals with regard to specific items of the agenda. Countermotions to be made available must be submitted – in contrast to nominations for elections - with reasoning. Countermotions to be made available, election proposals and any requests will need to be exclusively submitted to the following address:

Nordex SE, Legal Department  
Langenhorner Chaussee 600  
22419 Hamburg  
Facsimile: +49 (0)40 30030-1555  
email: hv2017@nordex-online.com.

Countermotions to be made available and election proposals that have been delivered to the Company by the end of **May 15, 2017** (Monday) will be made available including the name of the respective shareholder and – in case of countermotions – the respective reasons, to the other shareholders on the Internet under

[www.nordex-online.com/de/investor-relations/hauptversammlung.html](http://www.nordex-online.com/de/investor-relations/hauptversammlung.html)

without undue delay. Any comment of the administration of the Company, if any, will also be made available under this internet address.

Under certain conditions the Company is not obliged to make available a countermotion and its reasoning. This is the case,

- if the Management Board would render themselves liable for prosecution because of such availability;

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- if the countermotion would result in a resolution infringing the law or the articles of associations;
- if the reasoning contains materially false or misleading facts or contains insults;
- if a countermotion based on the same facts was made available for a shareholder meeting according to § 125 Stock Corporation Act (AktG);
- if the same countermotion with a substantially identical reasoning was made available in the last five years to at least two shareholder meetings pursuant to § 125 Stock Corporation Act (AktG) and in such meetings less than five percent of the represented share capital have voted for such countermotion;
- if a shareholder gives rise to the assumption that he will not appear at the shareholder meeting and will not be represented; or
- if the shareholder has not actually submitted a countermotion during the last two years in two general meetings in person or by a representative.

The reasoning for a permissible countermotion does not need to be made available, if and to the extent it contains more than 5,000 characters.

The Management Board reserves its right to summarize multiple countermotions and its reasonings if several shareholders have submitted countermotions with regard to the same item of resolution.

With regard to election proposals the above remarks apply by analogy with the exception that such proposals do not require any reasoning (§ 127 German Stock Corporation Act (AktG)). The proposal of candidates pursuant to § 127 of the German Stock Corporation Act (AktG) does not have to be made available if the proposal of candidates does not include the name, profession and place of residence of the proposed auditor respectively Supervisory Board member proposed for election and if, in the case of proposals of candidates to be elected to the Supervisory Board, these do not additionally include information about memberships in other legally mandated supervisory boards.



**5. Right of information pursuant to § 131 (1) of the German Stock Corporation Act (AktG)**

Upon request, each shareholder is to be given information during the Annual General Meeting by the Management Board concerning the affairs of the Company including the legal and commercial relations of affiliated companies, provided that such information is required to make a proper appraisal of the subject matter of the Agenda.

Pursuant to § 21 (4) of the Articles of Association, the president of the annual general meeting is authorized to limit the shareholders' right to ask questions and make statements to a reasonable degree. In addition, the Management Board is authorized to deny information in the cases as provided for exclusively in § 131 section 3 of the German Stock Corporation Act (AktG), e.g. if providing such information would in the prudent commercial estimation result in a not just immaterial damage to the Company or its affiliated companies.

**6. Total number of shares and voting rights**

The share capital (*Grundkapital*) of the Company as of the time of convoking the Annual General Meeting amounts to EUR 96,982,447 divided into 96,982,447 shares. Each share provides for one vote at the Annual General Meeting, meaning that the total number of voting rights as at the time of convening the Annual General Meeting amounts to 96,982,447.

Rostock, April 2017

**Nordex SE**

**THE MANAGEMENT BOARD**