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Nordex SE launches an approximately EUR 350 million green convertible bond offering

Hamburg, 4 April 2023. The management board of Nordex SE (“**Nordex**” or the “**Company**”, ISIN DE000A0D6554), with the consent of the Company's supervisory board, resolved today to issue unsubordinated, unsecured green convertible bonds due 14 April 2030 in an aggregate principal amount of approximately EUR 350 million with a denomination of EUR 100,000 each (the “**Convertible Bonds**”). The Convertible Bonds will be convertible into new and/or existing no-par value ordinary bearer shares of Nordex (the “**Shares**”). The pre-emptive rights (*Bezugsrechte*) of existing shareholders to subscribe to the Convertible Bonds will be excluded in connection with the issue of the Convertible Bonds.

To further support the improving outlook for the Company the shareholder loan provided by Nordex' anchor shareholder in 2022 will be converted into equity, as approved in the extraordinary general meeting 2023. Together with the shareholder loan conversion, the convertible bond offering will further increase Nordex' liquidity position, strengthen its capital structure and optimise financing costs.

An amount equal to the net proceeds from the Convertible Bonds will be used for Eligible Green Projects, as defined by Nordex' Green Financing Framework (as defined below) dated 30 March 2023.

The payments of the Convertible Bonds will be guaranteed by Nordex Energy SE & CO. KG, Nordex Energy Spain S.A.U., Nordex Energy Brasil Comércio e Indústria de Equipamentos Ltda., Nordex Enerji A.Ş. and Nordex Blades Spain S.A.U. The Convertible Bonds will be issued and redeemed at 100% of their principal amount, unless previously converted, repurchased, or redeemed. The Convertible Bonds will be offered with a coupon of between 3.75% and 4.25% per annum, payable semi-annually, and a conversion premium of 30% to 35% above the reference share price, being the placement price of a Share in the Concurrent Delta Placement (as defined below).

The final terms of the Convertible Bonds will be determined based on an accelerated bookbuilding process and the Concurrent Delta Placement (see below) that will start immediately. The Convertible Bonds are expected to be issued by Nordex on or around 14 April 2023, and admission to trading on the non-regulated open market segment (*Freiverkehr*) of the Frankfurt Stock Exchange is expected shortly thereafter.

The Company will have the option to redeem the Convertible Bonds at their principal amount (plus accrued but unpaid interest) in accordance with the terms and conditions of the Convertible Bonds at any time (i) on or after 5 May 2028 if the price of the Shares is equal to

or exceeds 130% of the then prevailing conversion price over a specified period or (ii) if 20% or less of the aggregate principal amount of the Convertible Bonds originally issued remains outstanding.

Holders of the Convertible Bonds will be entitled to require an early redemption of their Convertible Bonds at their principal amount (plus accrued but unpaid interest) on 14 April 2028.

Nordex and Acciona S.A. have agreed not to sell any securities that are substantially similar to the Convertible Bonds or Shares during a lock-up period ending 90 days after the settlement of the Convertible Bonds, subject to certain exceptions and waivers by the Joint Global Coordinators.

Concurrent Delta Placement

Nordex has been informed by the Joint Global Coordinators that they intend to conduct a simultaneous placement of existing Shares (the “**Concurrent Offering of Existing Shares**”) on behalf of buyers of the Convertible Bonds who wish to sell such Shares in short sales to hedge the market risk of an investment in the Convertible Bonds, at a placement price to be determined by way of an accelerated bookbuilding process. Nordex will not receive any proceeds from the Concurrent Offering of Existing Shares.

Green Financing Framework

The Convertible Bonds will be issued under Nordex’ newly established Green Financing Framework (the “Framework”), which was developed in accordance with the ICMA 2022 Green Bond Principles, LMA Green Loan Principles 2023, and anticipated EU Green Bond Standard, and will support Nordex’ growth strategy in renewable wind energy.

The net proceeds from the issue of the Convertible Bonds will be used for Eligible Green Projects, as defined in the Framework:

- Electricity generation from wind power,
- Installation, maintenance and repair of renewable energy technologies.

Moody’s Investors Service provided a Second Party Opinion (SPO) on Nordex’ Green Financing Framework, and assessed the Framework as aligned to best practices.

For additional information:

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Important Note:

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The distribution of this release and the offer and sale of the Convertible Bonds in certain jurisdictions may be restricted by law. Any persons reading this release should inform themselves of and observe any such restrictions.

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In the United Kingdom, this release is only being distributed to and is only directed at (i) persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order") and (ii) high net worth entities falling within Article 49(2) of the Order and (iii) persons to whom it would otherwise be lawful to distribute it (all such persons together being referred to as "Relevant Persons"). Any investment or investment activity to which this document relates are only available to, and will be engaged in only with, Relevant Persons. Any person who is not a Relevant Person should not act or rely on this release or any of its contents.

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