

(Convenience translation only)

Declaration of conformity by the Management Board and the Supervisory Board in accordance with Section 161 of the German Stock Corporation Act.

The Management Board and Supervisory Board of Nordex SE have updated their declaration of conformity for 2015/2016 and declare as follows:

In 2015, the Management Board and the Supervisory Board of Nordex SE conformed to the recommendations set out in the German Corporate Governance Code ("GCGC") published in the official part of the electronic Bundesanzeiger by the Government Commission on the German Corporate Governance Code in the version amended on 24 June 2014 and then in the version amended on 5 May 2015 save for the exceptions described below. This will also continue to be the case in the future unless planned changes in the individual segments are announced.

3.8 D&O insurance

Nordex waived a deductible on the D&O insurance (directors and officers third party liability insurance) for members of the Supervisory Board.

This is because it is convinced that the members of the Supervisory Board are doing everything to avert potential harm to the Company. Responsibility towards the Company and a sense of motivation are not encouraged by imposing a deductible on D&O cover. In any case, the inclusion of a reasonable deductible would not have any effect on the insurance premium.

The "Act on Appropriate Management Board Compensation" (VorstAG), which came into effect on 5 August 2009, adds to Section 93 (2) of the German Stock Corporation Act a new provision (Sentence 3), stipulating a mandatory minimum deductible for members of the Management Board. Nordex complied with this statutory obligation when it took out and renewed the existing D&O cover, which took effect on 1 July 2010.

A deductible will continue to be waived for the members of the Supervisory Board for the reasons set out above.

5.1.2 and 5.4.1 Aim of achieving an appropriate consideration of women; designating concrete goals for the composition of the Supervisory Board

The Supervisory Board does not comply with the recommendation in Article 5.1.2 in that the filling of positions on the Management Board is exclusively guided by the qualifications of the persons available and the gender of the candidates is not given a position of priority in the decision-making process. Accordingly, the Supervisory Board has decided not to make any changes to the gender quota of the Management Board.

The Company also deviates from Article 5.4.1 of the German Corporate Governance Code. The Supervisory Board takes the view that the current method for filling positions on the Supervisory Board is sensible and appropriate in the light of the Company's current situation. The Supervisory Board has been exclusively guided in the selection of its proposed candidates, in accordance with the relevant legal regulations, by the interests and requirements of Nordex SE and the individual qualifications of the candidates. Accordingly, the Supervisory Board has decided not to make any changes to the gender quota of the Supervisory Board.

4.1.5 Appointments to management positions - diversity

The Management Board does not comply with the recommendation in Article 4.1.5 in that the appointments to management positions within the Company are exclusively guided by the qualifications of the persons available and the gender of the candidates is not given a position of priority in the decision-making process. Moreover, the Management Board of Nordex SE/management of Nordex Energy GmbH have adopted a target ratio of 15% for women in management positions in the two management tiers directly beneath the Management Board (Nordex SE)/management (Nordex Energy GmbH). A report on the progress made towards achieving this target quota will be issued for the first time effective 31 December 2016.

5.1.2 and 5.4.1 Fixed aged limits for the Management Board and Supervisory Board

Contrary to the recommendations in both Article 5.1.2 (2) Sentence 3 and Article 5.4.1 (2) Sentence 1 of the German Corporate Governance Code, Nordex SE has no fixed age limit for membership of the Management Board and Supervisory Board. Moreover, contrary to the recommendation given in Article 5.4.1, the Supervisory board has not defined a time limit for the membership in the Supervisory Board.

Neither age nor the term of the membership in the Supervisory Board alone are a indications for the capabilities of a current or potential member of the Management Board or Supervisory Board. Therefore, Nordex SE does not consider rigid age limits or time limitations, which also limit the company's flexibility in making personnel decisions and the number of possible candidates, to be a sensible measure.

Nordex SE, Rostock, 20 November 2015