



## **Declaration by the Board of Management and Supervisory Board of Uniper SE pursuant to section 161 of the German Stock Corporation Act (AktG) on the German Corporate Governance Code**

Pursuant to section 161 (1) sentence 1 of the German Stock Corporation Act (Aktiengesetz - AktG), the Board of Management and the Supervisory Board of Uniper SE shall declare annually that the recommendations of the "German Corporate Governance Code" have been and are being complied with, or which of the Code's recommendations are not being applied and why.

Pursuant to section 161 of the German Stock Corporation Act (AktG), the Board of Management and the Supervisory Board of Uniper SE declare that since the last declaration of compliance was issued in January 2023 and updated in March 2023 Uniper SE (the "**Company**") has complied and will comply with the recommendations of the "Government Commission on the German Corporate Governance Code" as published by the German Federal Ministry of Justice in the official section of the Federal Gazette on 27 June 2022 ("**GCGC**"), with the following deviations:

1. According to recommendation B.3, the first-time appointment of Management Board members shall be for a period of not more than three years.

In deviation from this, the CEO Mr Michael Lewis was appointed on 24 March 2023 (with an amendment as of 19 May 2023) with effect from 1 June 2023 for a period of five years. In the view of the Supervisory Board, an initial appointment of five years is in the best interest of the Company with regard to the qualifications and experience of Michael Lewis and the stabilization and implementation of long-term strategic decisions and objectives of the Company.

2. According to section G, the remuneration of the Board of Management shall consider variable components and elements under various aspects (cf. in particular recommendations G.1, G.6-G.11 of the GCGC).

The framework agreement between Uniper SE and the Federal Republic of Germany dated 19 December 2022 contains significant restrictions with regard to the remuneration of the Board of Management in line with the statutory obligations under the Energy Security Act (cf. Section 29 (1a) EnSiG) and, in particular, excludes variable remuneration.

Dusseldorf, January 2024

The Supervisory Board

The Board of Management