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Annual General Meeting  
of Uniper SE on 15 May 2024

## Invitation to the General Meeting

**Uniper SE**  
Düsseldorf

WKN: UNSE02  
ISIN: DE000UNSE026; DE000UNSE2N1

# Invitation to the Annual General Meeting

Dear shareholders,

We hereby invite you to attend

## **the Annual General Meeting of Uniper SE**

on 15 May 2024, 10:00 hours Central European Summer Time (hereinafter "**CEST**"), to be held **as a virtual General Meeting without the physical presence of the shareholders or their proxies** (with the exception of Company-appointed proxies).<sup>1</sup>

The Management Board has decided, based on the authorization in section 17 para. 2 sentence 1 of Uniper SE's Articles of Association, that the General Meeting will be held as a

## **virtual General Meeting pursuant to section 118a para. 1 sentence 1 of the German Stock Corporation Act (*Aktiengesetz* – "**AktG**")<sup>2</sup>**

without the shareholders or their proxies (with the exception of Company-appointed proxies) being physically present at the place of the General Meeting.

Shareholders and their proxies can electronically connect to the virtual General Meeting using the password-protected online service for shareholders of Uniper SE (hereinafter also the "**Company**"), which is available at:

**[www.uniper.energy/gm-service](http://www.uniper.energy/gm-service)**,

and thus participate in the General Meeting. Shareholders of Uniper SE will be granted access to the password-protected online service by entering the required access data communicated to the shareholder or their proxies for this purpose.

Shareholders or their proxies may exercise their voting rights exclusively by absentee voting either in written form (by letter or fax) or via electronic communication (by e-mail or by entering their vote in the password-protected online service), or by instructing the Company-appointed proxies.

The place of the General Meeting within the meaning of the AktG is Rottdamer Straße 141, 40474 Düsseldorf. Shareholders and their proxies (with the exception of Company-appointed proxies) have no right or possibility to be present at the place of the meeting.

**We ask our shareholders to pay particular attention to the additional information and notifications regarding the procedures of the meeting as well as the exercise of shareholders' rights contained in section VI.**

<sup>1</sup> Please note that this is merely a translation of the invitation to the General Meeting of Uniper SE, which was issued in German.

Only the German version of the invitation is legally binding. This translation is provided to shareholders for convenience purposes only. No warranty is made as to the accuracy of this translation and Uniper SE assumes no liability with respect thereto.

<sup>2</sup> The provisions applicable to stock corporations (*Aktiengesellschaften*) with their registered seat in Germany, in particular the provisions of the German Commercial Code (*Handelsgesetzbuch* – "**HGB**") and the German Stock Corporation Act, are also applicable to Uniper SE pursuant to art. 5, art. 9 para. 1 letter c) ii), art. 53 as well as art. 61 of Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European company (SE) (hereinafter the "**SE Regulation**") unless determined otherwise by more specific regulations, in particular the SE Regulation.

# I. Agenda

## **1. Presentation of the adopted annual financial statements for Uniper SE and the approved consolidated financial statements for the Uniper Group for financial year 2023, together with the combined management report for Uniper SE and the Uniper Group for financial year 2023 and the report of the Supervisory Board**

On 27 February 2024, the Supervisory Board approved the annual financial statements and the consolidated financial statements prepared by the Management Board, thereby adopting the annual financial statements. According to statutory law no resolution by the General Meeting is required. The documents specified under this agenda item (including the explanatory report by the Management Board regarding the statements pursuant to section 289a and section 315a HGB) are presented to the General Meeting. The documents are available online at

**[www.uniper.energy/gm](http://www.uniper.energy/gm)**

as of the date on which the invitation to the General Meeting is issued.

## **2. Resolution on the discharge (*Entlastung*) of the members of Uniper SE's Management Board for financial year 2023**

The Supervisory Board and the Management Board propose to discharge the members of the Management Board of Uniper SE who were in office in financial year 2023 for such period:

- a) Mr Michael Lewis
- b) Mr David Bryson
- c) Mr Niek den Hollander
- d) Dr Jutta Dönges
- e) Mr Holger Kreetz
- f) Prof Dr Klaus-Dieter Maubach
- g) Dr Carsten Poppinga
- h) Ms Tiina Tuomela

It is intended to have the General Meeting vote separately on the discharge of the individual members of the Management Board.

## **3. Resolution on the discharge (*Entlastung*) of the members of Uniper SE's Supervisory Board for financial year 2023**

The Supervisory Board and the Management Board propose to discharge the members of the Supervisory Board of Uniper SE who were in office in financial year 2023 for such period:

- a) Mr Thomas Blades
- b) Prof Dr Werner Brinker
- c) Ms Judith Buss
- d) Dr Jutta Dönges
- e) Mr Holger Grzella
- f) Dr Gerhard Holtmeier
- g) Ms Diana Kirschner
- h) Ms Victoria Kulambi
- i) Mr Magnus Notini
- j) Dr Marcus Schenck
- k) Mr Immo Schlepper
- l) Mr Harald Seegatz
- m) Prof Dr Ines Zenke

It is intended to have the General Meeting vote separately on the discharge of the individual members of the Supervisory Board.

#### 4. Resolution on the appointment of the auditor for the annual financial statements and the consolidated financial statements as well as appointment of the auditor for a potential auditor's review of condensed financial statements and interim management reports

The Supervisory Board proposes, based upon the recommendation by the Audit and Risk Committee, to resolve that the PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Düsseldorf, is appointed:

- a) as auditor of the annual financial statements and consolidated financial statements for financial year 2024; and
- b) as auditor for any potential review of abbreviated financial statements and interim management reports for financial year 2024; and
- c) as auditor for any potential review of the condensed financial statement and the interim management report for the first quarter of financial year 2025, which will be issued before the Annual General Meeting in 2025.

#### 5. Resolution on the appointment of the auditor for the sustainability report for financial year 2024

Pursuant to Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022, amending Regulation (EU) No 537/2014, Directive 2004/109/EC, Directive 2006/43/EC and Directive 2013/34/EU, as regards corporate sustainability reporting (Corporate Sustainability Reporting Directive, **CSRD**), which entered into force on 5 January 2023, large capital market-oriented enterprises with more than 500 employees are required, as early as for financial years starting after 31 December 2023, to include with their (consolidated) management report a (consolidated) sustainability report, which must be audited externally by the statutory auditor or – at the option of the respective member state – another (statutory) auditor or an independent assurance services provider. Accordingly, enterprises like Uniper SE which even today are subject to non-financial reporting within the meaning of section 289b para.1, section 315b para.1 HGB must prepare unconsolidated and consolidated sustainability reports for the first time for financial year 2024 and have it audited by an external auditor.

The EU member states must implement the CSRD into national law by 6 July 2024. It is therefore to be assumed that the German legislature will adopt an act implementing the CSRD into German law (the **CSRD Implementing Act**) and that this CSRD Implementing Act will enter into force before the end of the implementation period. In order to avoid having to convene a further General Meeting of the Company in 2024 in order to elect an auditor for the sustainability report for financial year 2024, it is proposed to appoint an auditor already at the General Meeting on 15 May 2024. This resolution is to be implemented only if the CSRD Implementation Act provides for the relevant appointment to be made by the General Meeting.

The Supervisory Board proposes to the General Meeting to resolve as follows:

PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Düsseldorf, is appointed as the auditor of the sustainability report for financial year 2024 with effect as of the date on which the CSRD Implementation Act enters into force. The resolution will only be implemented if the CSRD Implementation Act provides that any sustainability report that is to be prepared for financial year 2024 must be audited by an auditor to be appointed by the General Meeting.

#### 6. Resolution on approving the compensation report for financial year 2023

Pursuant to section 162 AktG, the Management Board and Supervisory Board must prepare a report on the compensation granted and owed by the Company and by enterprises belonging to the same group (section 290 HGB) to each individual current or former member of the Management Board and Supervisory Board in the past financial year.

The compensation report pursuant to section 162 AktG was reviewed by the auditor. The auditor must review whether all legally required disclosures have been made in the compensation report. The auditor must prepare a report on the audit of the compensation report (section 162 para. 3 AktG).

The Supervisory Board and the Management Board propose to resolve as follows:

The General Meeting approves the compensation report for the financial year ending 31 December 2023 which has been appended to this agenda for the General Meeting under section II. "Additional information on agenda item 6 – Compensation report pursuant to section 162 AktG".

The compensation report is also available on the internet at

**[www.uniper.energy/gm](http://www.uniper.energy/gm)**.

## **7. Resolution on the cancellation of Authorized Capital 2022 and corresponding amendment of the Articles of Association**

In the Extraordinary General Meeting of 19 December 2022, Authorized Capital 2022 (cf. section 3 para. 6 of the Articles of Association) was created. The authorized capital was partially utilized as early as in December 2022.

Section 3 para. 6 of the Articles of Association of Uniper SE reads as follows:

"The Board of Management, with the approval of the Supervisory Board, is authorized to increase the registered share capital of the company in connection with the stabilization of the company pursuant to section 29 EnSiG by up to €19,461,970,693.50 on or before 18 December 2027 by a single or multiple issues in aggregate of up to 11,448,218,055 new registered no-par value shares against contributions in cash and/or in kind (authorized capital pursuant to section 29 para. 2 sentence 1 nos 2, 4 and 6 and paras 3, 5 and 6 EnSiG in conjunction with section 7b, 7 para. 3, 7f and 9 para. 1 WStBG, Authorized Capital 2022).

The shareholders' statutory subscription rights are excluded. The new shares may be subscribed exclusively by the Federal Government or a third person mentioned in section 29 para. 6 EnSiG.

The Board of Management, with the approval of the Supervisory Board, is authorized to specify the further contents of the rights attaching to the shares as well as the further details and terms and conditions of the capital increase and its implementation. The Supervisory Board is authorized, once the full or partial increase of the registered share capital has been implemented, to make adjustments to the wording of the articles of association in accordance with the respective utilization of the Authorized Capital 2022 and, if the Authorized Capital 2022 has not or not completely been utilized by 18 December 2027, once the authorization period has expired."

The Authorized Capital 2022 has been created in order to use it to stabilize the Company in accordance with the German Energy Security Act (*Gesetz zur Sicherung der Energieversorgung* – "EnSiG"). The financial situation of the Company has stabilized. On the one hand, the consolidated financial statements as at 31 December 2023 show a significant profit for financial year 2023 and, on the other, the Company no longer expects losses from the discontinuation of gas deliveries from Russia. Utilization of the authorization, is no longer required. For this reason the Authorized Capital 2022 is to be cancelled.

The Supervisory Board and the Management Board therefore propose to resolve as follows:

The authorization to increase the share capital of the Company (Authorized Capital 2022) and to exclude subscription rights which was created in the Extraordinary General Meeting of 19 December 2022 under agenda item 2b) and which remains available after partial utilization (entry in the commercial register of the Company on 22 December 2022) is cancelled. Section 3 para. 6 of the Articles of Association is deleted.

## 8. Resolution on the creation of 2024 Authorized Capital, cancellation of 2021 Authorized Capital and corresponding amendment of the Articles of Association

The Management Board is authorized, with the approval of the Supervisory Board, to increase the share capital of the Company until 18 May 2026 by up to EUR 145,112,289.00 by the issuance, one or several times, of up to 85,360,170 new registered no-par value shares against contributions in cash and/or in kind (2021 Authorized Capital) (section 3 para. 5 of the Articles of Association of Uniper SE).

By resolution of the Extraordinary General Meeting of Uniper SE of 8 December 2023, the Company's share capital was reduced from EUR 14,160,161,306.70 to EUR 416,475,332.00 for the purpose of restoring Uniper's on-balance-sheet ability to distribute and accumulate profits (*Wiederherstellung der bilanztechnischen Ausschüttungs- bzw. Thesaurierungsfähigkeit*) in view of the stabilization measures granted to Uniper SE by the Federal Republic of Germany pursuant to section 29 EnSiG. In this capital reduction, the proportionate amount of share capital was reduced from EUR 1.70 to EUR 1.00 per no-par value share. However, the 2021 Authorized Capital provides for the issuance of shares representing a proportionate amount of share capital of EUR 1.70 per share.

It is therefore intended to renew the authorization, also in order to ensure that the Management Board continues to have the necessary tools for raising capital at its disposal and will be able to adjust the Company's equity resources in order to meet the business requirements also in future.

The Supervisory Board and the Management Board propose to resolve as follows:

### a) Authorization

The Management Board shall be authorized, with the approval of the Supervisory Board, to increase the share capital of the Company until 14 May 2029 by up to EUR 208,237,666.00 by the issuance, one or several times, of up to 208,237,666 new registered no-par value shares against contributions in cash and/or in kind (authorized capital pursuant to sections 202 et seq. AktG, 2024 Authorized Capital).

The shareholders are to be granted a subscription right as a matter of principle. The new shares may also be taken over by credit institutions determined by the Management Board or by companies operating in accordance with section 53 para. 1 sentence 1 or section 53b para. 1 sentence 1 or para. 7 of the German Banking Act (*Gesetz über das Kreditwesen - "KWG"*) which undertake to offer them to the shareholders (indirect subscription right).

However, the Management Board shall be authorized, with the approval of the Supervisory Board, to exclude the shareholders' subscription right if shares are issued against cash contributions in an amount of up to 10% of the share capital at the time this authorization takes effect or, should this value be lower, at the time of the utilization of this authorization. If the subscription right is excluded, the issue price of the new shares must not fall significantly below the stock market price (section 186 para. 3 sentence 4 AktG).

In addition, the Management Board shall be authorized, with the approval of the Supervisory Board, to exclude the shareholders' subscription right in the case of shares issued against contributions in kind, however, only to the extent that the aggregate amount of shares issued under this authorization against contributions in kind with an exclusion of the shareholders' subscription right does not exceed 10% of the share capital at the time this authorization takes effect or, should this value be lower, at the time of the utilization of this authorization. Furthermore, the Management Board shall be authorized, with the approval of the Supervisory Board, to exclude fractional amounts from the shareholders' subscription right and also to exclude the subscription right to such extent as is necessary in order to grant to the holders of previously issued bonds carrying conversion or option rights or, respectively, conversion obligations, a subscription right to new shares to such extent as they would be entitled to upon exercising their conversion or option right, respectively, in the case of a conversion obligation.

Finally, the Management Board shall be authorized, with the approval of the Supervisory Board, to exclude the shareholders' subscription right for the issue of shares to persons in an employment relationship with the Company or one of its affiliated companies.

These authorizations to exclude the subscription right only apply to the extent that the new shares issued under this authorization, together with shares which have been issued or disposed of by the Company during the term of this authorization up to its utilization under another existing authorization

under exclusion of the subscription right of the shareholders, or which are to be issued due to rights that are issued during the term of this authorization up to its utilization on the basis of another existing authorization with an exclusion of the subscription right, and which enable or oblige to subscribe for shares of the Company, are not calculated to exceed 20% of the share capital at the time this authorization takes effect or, should this value be lower, at the time of the utilization of this authorization.

The Management Board shall be authorized, with the approval of the Supervisory Board, to determine the further contents of the rights attached to the shares as well as the further details and terms and conditions of the capital increase and its implementation. The Supervisory Board shall be authorized to make adjustments to the wording of the Articles of Association after the increase of the share capital has been implemented, in whole or in part, in accordance with the respective utilization of the 2024 Authorized Capital and, if the 2024 Authorized Capital has not or not been completely utilized by 14 May 2029, after the expiry of the term of the authorization period.

b) Amendment of the Articles of Association

Section 3 para. 5 of the Articles of Association of Uniper SE shall be restated as follows:

“(5) The Board of Management is authorised, with the approval of the Supervisory Board, to increase the registered share capital of the company until 14 May 2029 by up to € 208,237,666.00 by the issuance, one or several times, of up to 208,237,666 new registered no-par value shares against contributions in cash and/or in kind (authorised capital pursuant to sections 202 et seq. AktG, 2024 Authorised Capital).

The shareholders are to be granted a subscription right as a matter of principle. The new shares may also be taken over by credit institutions determined by the Board of Management or by companies operating in accordance with section 53 para. 1 sentence 1 or section 53b para. 1 sentence 1 or para. 7 of the German Banking Act (*Gesetz über das Kreditwesen – “KWG”*) which undertake to offer them to the shareholders (indirect subscription right).

However, the Board of Management is authorised, with the approval of the Supervisory Board, to exclude the shareholders’ subscription right if shares are issued against cash contributions in an amount of up to 10% of the registered share capital at the time this authorisation takes effect or, should this value be lower, at the time of the utilisation of this authorisation. If the subscription right is excluded, the issue price of the new shares must not fall significantly below the stock market price (section 186 para. 3 sentence 4 AktG).

Subscription rights may also be excluded insofar as is necessary in order to grant holders of bonds issued by the company or its group companies (including participating bonds) with conversion or option rights or a conversion obligation the subscription rights to new shares to such extent as they would be entitled to upon exercising the conversion or option rights or fulfilling the conversion obligation.

In addition, the Board of Management is authorised, with the approval of the Supervisory Board, to exclude the shareholders’ subscription right in the case of shares issued against contributions in kind, however, only to the extent that the aggregate amount of shares issued under this authorisation against contributions in kind with an exclusion of the shareholders’ subscription right does not exceed 10% of the registered share capital at the time this authorisation takes effect or, should this value be lower, at the time of the utilisation of this authorisation.

Furthermore, the Board of Management is authorised, with the approval of the Supervisory Board, to exclude fractional amounts from the shareholders’ subscription right and also to exclude the subscription right to such extent as is necessary in order to grant to the holders of previously issued bonds carrying conversion or option rights or, respectively, conversion obligations, a subscription right to new shares to such extent as they would be entitled to upon exercising their conversion or option right, respectively, in the case of a conversion obligation.

Finally, the Board of Management is authorised, with the approval of the Supervisory Board, to exclude the shareholders’ subscription right for the issue of shares to persons in an employment relationship with the company or one of its affiliated companies.

These authorisations to exclude the subscription right only apply to the extent that the new shares issued under this authorisation, together with shares which have been issued or disposed of by the company during the term of this authorisation up to its utilisation under another existing authorisation

under exclusion of the subscription right of the shareholders, or which are to be issued due to rights that are issued during the term of this authorisation up to its utilisation on the basis of another existing authorisation with an exclusion of the subscription right, and which enable or oblige to subscribe for shares of the company, are not calculated to exceed 20% of the registered share capital at the time this authorisation takes effect or, should this value be lower, at the time of the utilisation of this authorisation.

The Board of Management is authorised, with the approval of the Supervisory Board, to determine the further contents of the rights attached to the shares as well as the further details and terms and conditions of the capital increase and its implementation. The Supervisory Board is authorised to make adjustments to the wording of the articles of association after the increase of the registered share capital has been implemented, in whole or in part, in accordance with the respective utilisation of the 2024 Authorised Capital and, if the 2024 Authorised Capital has not or not been completely utilised by 14 May 2029, after the expiry of the term of the authorisation period.”

c) Cancellation of 2021 Authorized Capital

The authorization resolved under agenda item 10 of the Annual General Meeting on 19 May 2021 to increase the Company’s share capital (2021 Authorized Capital) and to exclude shareholders’ subscription rights, as set out in section 3 para. 5 of the Articles of Association of Uniper SE, is cancelled once the 2024 Authorized Capital is validly created.

The Management Board has prepared a written report on this agenda item. This report is set out in section III. “Report of the Management Board pursuant to section 203 para. 2 sentence 2, section 186 para. 4 sentence 2 AktG on agenda item 8» following this agenda. This report is also available on the internet at [www.uniper.energy/gm](http://www.uniper.energy/gm).

**9. Resolution on the authorization for the issue of convertible bonds or bonds with warrants, profit participation rights or participating bonds and to exclude subscription rights, cancellation of 2021 Conditional Capital, creation of 2024 Conditional Capital and corresponding amendment of the Articles of Association**

Convertible bonds or bonds with warrants, profit participation rights or participating bonds can be essential instruments for securing sufficient capital resources as vital foundation for the development of a company. When using such financial instruments, the Company receives capital which it may possibly retain as equity capital later on.

The Company’s Management Board was last authorized by resolution of the Annual General Meeting on 19 May 2021 to issue convertible bonds or bonds with warrants, profit participation rights or participating bonds and to exclude subscription rights. The term of this authorization will expire on 18 May 2026. With this authorization, 2021 Conditional Capital was created, which provides for the issuance of shares representing a proportionate amount of the share capital of EUR 1.70 per share.

Since the share capital has meanwhile been reduced from EUR 14,160,161,306.70 to EUR 416,475,332.00 and the share capital per no-par value share has been reduced from EUR 1.70 to EUR 1.00 (see agenda item 8 above), the authorization to issue convertible bonds or bonds with warrants, profit participation rights or participating bonds and to exclude subscription rights is intended to be adjusted, i.e. renewed.

Therefore, Supervisory Board and Management Board propose to resolve as follows:

a) Authorization for the issue of convertible bonds or bonds with warrants, profit participation rights or participating bonds (respectively combinations of these instruments)

aa) Term of authorization, nominal amount, issue by group companies

The Management Board shall be authorized, subject to the approval of the Supervisory Board, to issue bearer convertible bonds or bonds with warrants, profit participation rights or participating bonds and/or combinations of these instruments (together hereinafter “**Bonds**”) once or several times on or before 14 May 2029, with a total nominal amount of up to EUR 2,000,000,000.00 and to grant the holders or creditors of Bonds (hereinafter “**Holder**s”) conversion or option rights to a total of up to 83,295,066 registered no-par value shares in the Company with a proportionate amount of the share capital in the

total amount of up to EUR 83,295,066.00 in accordance with the more detailed provisions of the terms and conditions of the Bonds. The Bonds may be issued against contribution or consideration in cash or kind, in particular interests in other companies.

The terms and conditions may also include a conversion obligation or an obligation to exercise an option at the end of the term or at an earlier date.

Different durations may be stipulated for the Bonds. In addition to issuances in Euros, the Bonds may also be issued in the legal currency of any OECD country, limited to the appropriate equivalent amount in Euros. Upon issuance in a currency other than Euro, the respective equivalent, as calculated on the basis of the Euro reference rate of the European Central Bank on the day before the resolution to issue the Bonds is passed, is to be used as basis.

The Bonds may also be issued by downstream affiliates of the Company; in this case, the Management Board is authorized, subject to the approval of the Supervisory Board, to guarantee the Bonds on behalf of the Company and to grant or impose conversion or option rights or obligations relating to shares in the Company to or on the Holders of such Bonds.

#### bb) Subscription rights, exclusion of subscription rights

Shareholders shall in principle be entitled to subscription rights for the Bonds. The statutory subscription right may also be granted in such manner that the Bonds are taken over by a credit institution or a similar entity pursuant to section 186 para. 5 sentence 1 AktG or a syndicate of such credit institutions or entities with an obligation to offer them to the shareholders for subscription. If Bonds are issued by a downstream affiliate, the Company must ensure that the statutory subscription rights for the Company's shareholders are guaranteed as set out above.

However, the Management Board shall be authorized, subject to the approval of the Supervisory Board, to exclude the shareholders' subscription rights

- for fractional amounts;
- to the extent necessary in order to grant subscription rights for new shares to the Holders of Bonds carrying conversion or option rights or a conversion or option obligation issued by the Company or its group companies to such extent as they would be entitled to upon exercising conversion or option rights or fulfilling conversion or option obligations, as the case may be;
- to the extent Bonds (i) are issued against cash payment and the issue price is not significantly lower than the theoretical market value of the Bonds determined according to recognized principles of financial mathematics and (ii) to the extent Bonds are issued against consideration in kind, provided the value of the consideration in kind is in a reasonable proportion to the market value of the Bonds to be determined in accordance with (i) above. However, this authorization to exclude subscription rights only applies to Bonds with rights to shares representing a proportionate amount of the share capital of no more than 10% of the share capital at the time this authorization takes effect or, should this value be lower, at the time of the utilization of this authorization.

These authorizations to exclude the subscription right only apply to the extent that the new shares issued under this authorization, together with shares which have been issued or disposed of by the Company during the term of this authorization up to its utilization under another existing authorization under exclusion of the subscription right of the shareholders, or which are to be issued due to rights that are issued during the term of this authorization up to its utilization on the basis of another existing authorization with an exclusion of the subscription right, and which enable or oblige to subscribe for shares of the Company, are not calculated to exceed 20% of the share capital at the time this authorization takes effect or, should this value be lower, at the time of the utilization of this authorization.

To the extent that profit participation rights or participating bonds without conversion rights/obligations or option rights/obligations are issued, the Management Board shall be authorized, subject to the approval of the Supervisory Board, to exclude the shareholders' subscription rights in their entirety if the terms and conditions applicable to such profit participation rights or participating bonds are similar to that of obligatory relationships, i.e., if they do not confer any membership rights in the Company, grant no right to participate in the liquidation proceeds and the interest rate is not calculated on the basis of the amount of the net income, distributable profit or dividends. In such event, in addition, the interest rate and the issue price of the profit participation rights or participating bonds have to correspond to current market conditions at the time of the issue.

cc) Conversion rights, conversion obligations

If Bonds carrying conversion rights and/or conversion obligations are issued, the Holders will have the right or the obligation to convert their Bonds in accordance with the more detailed terms and conditions of the Bonds determined by the Management Board with the approval of the Supervisory Board into registered no-par value shares of Uniper SE. The proportionate amount of the share capital attributable to the shares in the Company to be issued per Bond upon conversion may not exceed the nominal amount of the Bonds. Section 9 para.1 in conjunction with section 199 para. 2 AktG must be observed. The conversion ratio shall be calculated by dividing the nominal amount of the Bond by the determined conversion price for one share of the Company.

dd) Option rights, option obligations

If Bonds carrying option rights and/or option obligations are issued, one or more warrants shall be attached to each individual Bond, entitling or requiring the Holders to subscribe for registered no-par value shares of Uniper SE in accordance with the more detailed terms and conditions of the Bonds to be determined by the Management Board with the approval of the Supervisory Board. With respect to bonds with warrants denominated in Euros issued by Uniper SE, the terms and conditions of the Bonds may stipulate that the payment of the option price may also be effected in kind, particularly by the transfer of individual Bonds (trade-in) and, if necessary, an additional cash premium. The proportionate amount of the share capital attributable to the shares to be subscribed for each individual Bond may not exceed the nominal amount of the relevant individual Bonds.

ee) Conversion or option price

If Bonds carrying conversion rights and/or conversion obligations and/or Bonds carrying option rights and/or option obligations are issued, the conversion or option price, as the case may be, will amount to at least EUR 1.00.

Without prejudice to section 9 para.1 AktG, the conversion or option price may undergo a dilution protection adjustment in the event of the financial dilution of the value of the option rights/obligations or conversion rights/obligations in accordance with the more detailed provisions of the Bond unless such adjustment is already stipulated by law. This shall also apply in particular in the event of a capital increase or capital reduction or the payment of dividends to the shareholders of the Company. Dilution protection or adjustments can be provided for in particular by granting subscription rights, by changing the conversion or option price and by changing or granting cash components.

ff) Potential other provisions of the terms and conditions of the Bonds

The terms and conditions of the Bonds may stipulate the right of the Company to pay a cash amount instead of issuing new shares in case a conversion right or option right is exercised. The terms and conditions of the Bonds may also stipulate that the conversion or option rights of the Holders or the fulfilment of claims in the event of mandatory conversion or exercise of mandatory options may, at the discretion of the Company, be fulfilled either by delivering own shares of the Company or by issuing new shares from conditional capital.

The conversion or subscription ratio may, in accordance with the terms and conditions of the Bonds, be rounded up or down to whole numbers. The terms and conditions of the Bonds may provide for fractional amounts to be added up and/or compensated in cash; moreover, an additional payment in cash may be provided for.

The Management Board shall be authorized, with the approval of the Supervisory Board, to determine the further details relating to the issue and the terms and conditions of the Bonds, in particular the interest rate, issue price, term and denomination, dilution protection provisions, the conversion or option price and conversion periods and periods in which options may be exercised. Where group companies are to issue the Bonds, the Management Board shall also ensure that the corporate bodies of the group companies issuing the Bonds are in agreement.

b) Creation of new 2024 Conditional Capital

The share capital shall be conditionally increased by up to EUR 83,295,066.00 through the issue of up to 83,295,066 new registered no-par value shares with a proportionate amount of the share capital of EUR 1.00 (2024 Conditional Capital). The conditional capital increase shall serve the purpose of granting registered no-par value shares to the Holders of convertible bonds or bonds with warrants, profit participation rights or participating bonds (respectively combinations of these instruments), in each case carrying option rights, conversion rights, option obligations and/or conversion obligations, which are issued on or before 14 May 2029 by Uniper SE on the basis of the authorization resolved by the shareholders in the Annual General Meeting on 15 May 2024 under agenda item 9. The issue of the new shares is effected at the conversion or option price to be determined, in each case, in accordance with the aforementioned authorization resolution.

The conditional capital increase shall only be carried out to the extent that conversion or option rights are exercised or, as the case may be, Holders obliged to convert their Bonds or exercise the option fulfil their conversion obligation or, as the case may be, their obligation to exercise the option and that no cash settlement is granted and no own shares are used to satisfy such claims. In accordance with section 3 para. 3 of Uniper SE's Articles of Association and by way of derogation from section 60 para. 2 AktG, the Management Board shall be authorized to determine the entitlement to dividends for the new shares issued on the basis of the exercise of the conversion or option rights or the fulfilment of a conversion or option obligation.

The Management Board shall be authorized, with the approval of the Supervisory Board, to determine the further details of the implementation of the conditional capital increase.

c) Amendment of the Articles of Association

Section 3 para. 4 of the Articles of Association of Uniper SE shall be restated as follows:

"(4) The registered share capital is conditionally increased by up to € 83,295,066.00 through the issue of up to 83,295,066 registered no-par value shares (2024 Conditional Capital). The conditional capital increase is to be carried out only to the extent that the holders of option or conversion rights or persons obliged to convert their bonds under bonds with warrants or convertible bonds, profit participation rights or participating bonds which were issued by Uniper SE or its group companies on the basis of the authorisation resolved by the shareholders in the Annual General Meeting on 15 May 2024 under item 9 of the agenda exercise their option or conversion rights or, if they are obliged to convert their bonds or exercise their option, fulfil their conversion obligation or, as the case may be, their obligation to exercise the option and that no cash settlement is granted and no own shares are being used to satisfy such claims. The issue of the new shares is effected at the conversion or option price to be determined, in each case, in accordance with the aforementioned authorisation resolution.

In accordance with section 3 para. 3 of Uniper SE's articles of association and by way of derogation from section 60 para. 2 AktG, the Board of Management is authorised to determine the entitlement to dividends for the new shares issued on the basis of the exercise of the conversion or option rights or the fulfilment of a conversion or option obligation. The Board of Management is authorised, with the approval of the Supervisory Board, to determine the further details of the implementation of the conditional capital increase."

d) Authorization to modify the Articles of Association

The Supervisory Board shall be authorized to make adjustments to the wording of the Articles of Association in accordance with the respective issue of new shares in each individual case and to make all other related amendments to the Articles of Association that only affect the wording of the latter. This shall also apply in the event the authorization granted by the Annual General Meeting on

15 May 2024 under agenda item 9 is not utilized after the expiration of the authorization period and in the event the 2024 Conditional Capital is not used after the expiration of the periods for the exercise of conversion or option rights or for the fulfilment of conversion or option obligations.

e) Cancellation of the previous authorization

The authorization to issue bonds once or several times and to grant registered no-par value shares in the Company to Holders or creditors of bonds which was granted at the General Meeting on 19 May 2021 under agenda item 9 and which expires on 18 May 2026 shall be cancelled as of the effective date of this new authorization.

The Management Board has prepared a written report on this agenda item. This report is set out in section IV. "Report of the Management Board pursuant to section 221 para. 4 sentence 2, section 186 para. 4 sentence 2 AktG on agenda item 9" following this agenda. This report is also available on the internet at [www.uniper.energy/gm](http://www.uniper.energy/gm).

## 10. Resolution on the authorization to acquire and use treasury shares

The authorization to acquire and use treasury shares granted to the Management Board by the Extraordinary General Meeting on 19 May 2021 under agenda item 11 in accordance with section 71 para. 1 no. 8 AktG is limited until 18 May 2026.

Due to the cancellation of the 2021 Authorized Capital, the cancellation of the authorization dated 2021 for the issue of convertible bonds or bonds with warrants, profit participation rights or participating bonds and the cancellation of 2021 Conditional Capital, which are to be resolved under agenda items 8 and 9, and the renewal of the authorizations that is to be resolved under agenda items 8 and 9, it is intended, for the purposes of alignment with these authorizations, to also renew the authorization to acquire and use treasury shares, which is currently limited until 18 May 2026.

The Management Board is to be authorized to acquire and use treasury shares in accordance with section 71 para. 1 no. 8 AktG for the period up to 14 May 2029 as follows.

The Supervisory Board and the Management Board propose to resolve as follows:

- a) The Company is authorized, until 14 May 2029, to acquire treasury shares in an amount equivalent to up to a total of 10% of its share capital. The shares acquired as a result of this authorization, together with other treasury shares held by the Company or attributable to the Company pursuant to sections 71a et seqq. AktG, must not at any time account for more than 10% of the share capital.

At the Management Board's discretion, the shares may be acquired (1) on the stock exchange, (2) by way of a public offer addressed to all shareholders or a public solicitation to submit offers (hereinafter "**Acquisition Offer**"), (3) by way of a public offer or a public solicitation to submit offers for the exchange of liquid shares which are admitted for trading on an organised market within the meaning of the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz – "WpÜG"*) (hereinafter "**Exchange Shares**") for shares of the Company (hereinafter "**Exchange Offer**"), or (4) through the use of derivatives (put or call options or a combination of both).

- (i) If the shares are acquired on the stock exchange, the price per share (not including incidental acquisition costs) paid by the Company must not exceed the price of the Company's shares determined on that trading day on the Frankfurt Stock Exchange by the opening auction in Xetra trading (or a comparable successor system) by more than 10%, nor fall short of said price by more than 20%.
- (ii) Where the shares are acquired by way of an Acquisition Offer, the Company may determine a purchase price or a purchase price range at which it is prepared to acquire the shares.

However, subject to an adjustment during the offer period, the purchase price (not including incidental acquisition costs) must not exceed the average market price of the share of the Company on the Frankfurt Stock Exchange on the last three trading days prior to the public announcement of the Acquisition Offer, as determined based on the arithmetic means of the auction closing prices in Xetra trading, by more than 10%, nor fall short of said price by more

than 20%. If there are significant variations in the relevant market price of the shares after the public announcement, the purchase price may be adjusted. In that case, the average market price of the share on the Frankfurt Stock Exchange on the last three trading days prior to the public announcement of the adjustment, if any, as determined based on the arithmetic means of the auction closing prices in Xetra trading, shall apply. The Acquisition Offer may provide for further conditions.

If the Acquisition Offer is oversubscribed, the acceptance is to be effected, as a general rule, in proportion to the respective shares offered. However, it shall be permissible to provide for a preferred acceptance of small offers or small portions of offers up to a maximum of 150 shares.

- (iii) Where the shares are acquired by way of an Exchange Offer, the Company may determine an exchange ratio or an exchange range at which it is prepared to acquire the Company's shares. In this regard, a cash contribution may be granted as supplementary purchase price payment or as compensation for fractional amounts.

Subject to an adjustment during the offer period, the exchange ratio or the exchange range in the form of one or several Exchange Shares and notional fractions (in each case including any fractional amounts, but not including incidental acquisition costs) must not exceed the relevant value of a share of the Company by more than 10%, nor fall short of said value by more than 20%. In that case, the basis for calculating the exchange ratio or the exchange range shall be the average market prices of the Exchange Shares and of the shares of the Company on the Frankfurt Stock Exchange on the last three trading days prior to the public announcement of the Exchange Offer, as determined based on the arithmetic means of the auction closing prices in Xetra trading. If there are significant variations in the relevant market price of the shares of the Company or the Exchange Shares, the exchange ratio or the exchange range may be adjusted. In that case, the average market prices of the Exchange Shares and of the shares of the Company on the Frankfurt Stock Exchange on the last three trading days prior to the public announcement of the adjustment, if any, as determined based on the arithmetic means of the auction closing prices in Xetra trading, shall apply. The Exchange Offer may provide for further conditions.

If the Exchange Offer is oversubscribed, the acceptance is to be effected, as a general rule, in proportion to the respective shares offered. However, it shall be permissible to provide for a preferred acceptance of small offers or small portions of offers up to a maximum of 150 shares.

- (iv) Where the shares are acquired through the use of derivatives in the form of put or call options, or a combination of both, the option transactions must be conducted with a financial institution or through the stock exchange at terms close to market conditions, for the determination of which, inter alia, the purchase price payable upon exercise of the options, i.e. the strike price, shall be taken into account. In any case, where derivatives in the form of put or call options, or a combination of both, are used, the acquisition of treasury shares shall be capped at a total of 5% of the share capital. The term of the options shall not exceed 18 months and shall, in any case, end no later than 14 May 2029. Pursuant to section 186 para. 3 sentence 4 AktG mutatis mutandis, shareholders shall have no right to enter into such option transactions with the Company. However, the strike price (not including incidental acquisition costs, but taking into account option premiums received or paid) must not exceed the average market price of the share of the Company on the Frankfurt Stock Exchange on the last three trading days prior to the conclusion of the respective option transaction, as determined based on the arithmetic means of the auction closing prices in Xetra trading, by more than 10%, nor fall short of said price by more than 20%.

The authorizations may be exercised on one or several occasions, fully or in partial amounts, in pursuit of one or several objectives of the Company, but also by group companies or by third parties acting for the account of the Company or of group companies.

- b) With regard to treasury shares that will be or have been acquired based on the authorization granted under letter (a) above and/or prior authorizations granted by the General Meeting, the Management Board is authorized, subject to the approval of the Supervisory Board and excluding the shareholders' subscription rights, to use these shares as follows, in addition to selling them on the stock exchange or offering them by granting a subscription right to all shareholders:
- (i) The aforementioned shares of the Company may be sold against cash contribution, provided that the selling price is not significantly lower than the market price of the Company's shares at the time of the sale (section 186 para. 3 sentence 4 AktG). The total amount of shares sold, excluding subscription rights pursuant to section 186 para. 3 sentence 4 AktG, must not exceed a total of 10% of the Company's share capital. The calculation of the 10% limit shall be based on the amount of the share capital as of the date on which the authorization enters into effect or – if this value is lower – as of the date on which the authorization is exercised.
  - (ii) The aforementioned shares of the Company may be sold against consideration in kind, particularly in connection with business combinations or the acquisition of businesses, or parts thereof, interests in other companies, or other assets. For the purposes of this provision, "selling" is also the granting of conversion or subscription rights as well as call options and the transfer of shares as part of securities lending transactions. Furthermore, the aforementioned shares may also be used to terminate or settle valuation proceedings under company law (*gesellschaftsrechtliche Spruchverfahren*) of companies affiliated with the Company.
  - (iii) The aforementioned shares of the Company may be used to satisfy the rights of creditors of bonds carrying conversion or option rights or conversion obligations issued by the Company or its group companies.
  - (iv) The aforementioned shares of the Company may be offered for purchase and transferred to persons who are or were employed by the Company or one of its affiliates.
- c) Furthermore, the Management Board is authorized to cancel treasury shares, without such cancellation or its implementation requiring an additional resolution of the General Meeting.
- d) Shares may only be used while excluding subscription rights as specified in letter (b) above if the new shares issued under this authorization, which have been issued or disposed of by the Company during the term of this authorization up to its utilization under another existing authorization excluding the subscription rights of shareholders, or which are to be issued due to rights that are issued during the term of this authorization up to its utilization on the basis of another existing authorization with an exclusion of subscription rights, and which enable or oblige to subscribe for shares of the Company, mathematically do not exceed 20% of the share capital at the time this authorization takes effect or, should this value be lower, at the time of the utilization of this authorization.
- e) The authorizations specified under letter (b) above may be used on one or several occasions, wholly or in part, individually or in combination, also in respect of treasury shares acquired by dependent companies or companies in which the Company holds a majority interest, or for their account or for the account of the Company.
- f) The authorization to purchase and use treasury shares which was granted at the General Meeting on 19 May 2021 and which expires on 18 May 2026 shall be revoked as of the effective date of this new authorization.

The Management Board has prepared a written report on this agenda item. This report is set out in section V. "Report of the Management Board pursuant to section 71 para. 1 no. 8 in conjunction with section 186 para. 4 sentence 2 AktG on agenda item 10" following this agenda. This report is also available on the internet at [www.uniper.energy/gm](http://www.uniper.energy/gm).

## II. Additional information on agenda item 6 – Compensation report pursuant to section 162 AktG

### Compensation Report pursuant to Section 162 of the German Stock Corporation Act

The compensation report prepared by the Board of Management and the Supervisory Board of Uniper SE (hereinafter also “Uniper” or the “Company”) in accordance with Section 162 of the German Stock Corporation Act (*Aktiengesetz*, “AktG”) presents the basic features of the compensation plans for members of the Board of Management and of the Supervisory Board, and it provides information about the individuals who were current or former members of the Board of Management and of the Supervisory Board in the 2023 fiscal year and about the compensation granted and owed to them.

The compensation report has been audited – both formally and in terms of content – by PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft beyond the requirements of Section 162 (3) AktG. The compensation report and the enclosed report on the audit of the compensation report are published on Uniper SE’s website at [Compensation | Uniper]. As provided for by Section 120a (4) AktG, the compensation report will be submitted for approval to the Annual General Meeting of Uniper SE on May 15, 2024.

The Board of Management and the Supervisory Board submitted the compensation report prepared pursuant to Section 162 AktG for the 2022 fiscal year to the Annual General Meeting on May 24, 2023, for a shareholder resolution on its approval, which was granted with 99.99% of the vote. The Board of Management and the Supervisory Board see this clear vote in favor as confirmation that the format and content of compensation reporting has strong approval from shareholders, and the existing structure as well as the high level of transparency will therefore be maintained.

#### 1. The 2023 Fiscal Year in Review

##### Personnel Changes on the Board of Management and on the Supervisory Board

Prof. Dr. Klaus-Dieter Maubach (Chief Executive Officer (CEO)), David Bryson (Chief Operating Officer (COO)) and Tiina Tuomela (Chief Financial Officer (CFO)) respectively departed from the Board of Management of Uniper SE effective at the end of February 2023.

The Supervisory Board of Uniper SE appointed Dr. Jutta A. Dönges to the Management Board of Uniper SE as CFO on January 20, 2023 and Holger Kreetz to the Management Board of Uniper SE as COO on February 10, 2023, both with effect from March 1, 2023. Dr. Jutta A. Dönges, who had been a member of Uniper SE’s Supervisory Board since December 2022, resigned from the Supervisory Board of Uniper SE effective on February 28, 2023. Holger Kreetz had been head of the Asset Management division at Uniper until then.

At an extraordinary meeting on March 24, 2023, the Supervisory Board of Uniper SE resolved to appoint Michael Lewis as CEO of Uniper SE. The formal appointment of Michael Lewis as CEO was made by the Supervisory Board of Uniper SE on May 3, 2023, and became effective on June 1, 2023.

In addition, the Supervisory Board of Uniper SE appointed Dr. Carsten Poppinga to the Board of Management of Uniper SE on May 15, 2023, effective August 1, 2023. Dr. Carsten Poppinga succeeded Niek den Hollander, who, as previously announced, departed from the Board of Management on July 31, 2023, as Chief Commercial Officer (CCO).

Dr. Gerhard Holtmeier, who had been managing director of UBG Uniper Beteiligungsholding GmbH since December 2022, joined the Supervisory Board of Uniper SE as a new member effective March 21, 2023. Dr. Gerhard Holtmeier was nominated by the Federal Ministry of Finance and UBG to succeed Dr. Jutta A. Dönges on the Supervisory Board. The Düsseldorf District Court had appointed Dr. Holtmeier and additional shareholder representatives as members of the Supervisory Board. Shareholders then formally elected the initially court-appointed shareholder representatives to the Supervisory Board at the Annual General Meeting on May 24, 2023.

## **New Compensation Plan for the Members of the Board of Management**

The framework agreement concluded between Uniper SE and the Federal Republic of Germany on December 19, 2022, enabling the package of measures to stabilize the Uniper Group financially, including the conditions imposed by the European Commission for state-aid approval, and the German Energy Security Act (EnSiG) each contain restrictions regarding the compensation of the members of Uniper SE's Board of Management ("Compensation Restrictions").

Pursuant to these restrictions, Uniper will ensure that, as long as at least 75% of the stabilization measure has not been repaid or, where applicable, additional EU state-aid approval conditions have not been fulfilled,

- (a) no entitlement to compensation will be granted, i.e., promised or paid out, or established or promised in conditional or other form, to any member of executive management (including any corporate group payments in the case of dual employment at another group company) beyond the fixed compensation of that member as of December 31, 2021. For persons who become members of Uniper's executive management (or whose responsibilities within executive management change) after that date, the maximum compensation is set at the fixed compensation of executive management members having the same level of responsibility as of December 31, 2021. This provision applies subject to conflicting mandatory statutory obligations of the Company;
- (b) (a) no bonuses, other variable or comparable compensation components, (b) no (other) compensation components in addition to the fixed compensation within the meaning of Section 87 (1), sentence 1, AktG and (c) no discretionary special (including share-based) payments, gifts, premiums or compensation components or legally non-mandatory severance payments, will be granted, i.e., promised or paid out, or established or promised in conditional or other form, to members of executive management (in each case including any corporate group payments in the case of dual employment at another group company).

The "members of executive management" in the context are the members of the Board of Management of Uniper SE.

Against this backdrop, the Supervisory Board of Uniper SE adopted a new compensation plan at the end of 2022 that reflects the Compensation Restrictions contained in the package of measures to stabilize the Uniper Group financially and thus provides for no variable compensation. By extension, there are no performance criteria whose application can be reported on for the 2023 fiscal year. Availing of the stabilization package assures both the Company's viability as a going concern and its liquidity, thus delivering financial stability and promoting the Company's long-term development. The new compensation plan was approved by the Annual General Meeting on May 24, 2023, with 99.99% of the vote and took effect retroactively as of January 1, 2023. The principal changes in the compensation plan are described below:

Compensation Plan of the Board of Management		
Previous Compensation Plan (approved on May 19, 2021)	Compensation element	New Compensation Plan (approved on May 24, 2023)
<b>Non-Performance-Based Compensation (Fixed Compensation)</b>		
<ul style="list-style-type: none"> <li>Members of the Board of Management receive a fixed base salary, paid as a monthly salary</li> </ul>	Base salary	<ul style="list-style-type: none"> <li>Members of the Board of Management receive a fixed base salary, paid as a monthly salary</li> </ul>
<ul style="list-style-type: none"> <li>Compensation in kind, standard market fringe benefits (provision of a company car, payment of costs associated with medical screening, accident insurance, ...)</li> </ul>	Fringe benefits	<ul style="list-style-type: none"> <li>Compensation in kind, standard market fringe benefits (provision of a company car <b>or a comparable benefit</b>, payment of costs associated with medical screening, accident insurance, ...)</li> </ul>
<ul style="list-style-type: none"> <li>Defined contribution pension plan, contributions equivalent to a maximum of 18% of eligible compensation</li> </ul>	Pension entitlements	<ul style="list-style-type: none"> <li>Defined contribution pension plan, contributions equivalent to a maximum of 18% of eligible compensation</li> </ul>
<b>Performance-Based Compensation (Variable Compensation)</b>		
<ul style="list-style-type: none"> <li>Plan type: Target bonus</li> <li>Performance period: 1 year</li> <li>Performance measures: <ul style="list-style-type: none"> <li>Adjusted net income</li> <li>Individual targets, team goals</li> </ul> </li> <li>Cap: 200%</li> </ul>	Annual bonus (STI)	<b>Eliminated</b>
<ul style="list-style-type: none"> <li>Plan type: Performance Cash Plan</li> <li>Performance period: 3 years</li> <li>Performance measures: <ul style="list-style-type: none"> <li>Adjusted net income</li> <li>Cash CAPEX</li> <li>Portfolio transformation</li> <li>ESG goals</li> </ul> </li> <li>Cap: 250%</li> </ul>	Long-term incentive (LTI)	<b>Eliminated</b>
<b>Other Contract and Plan Components</b>		
<ul style="list-style-type: none"> <li>Chief Executive Officer: €6.2 million</li> <li>Ordinary Board of Management member: €3.5 million</li> </ul>	Maximum compensation	<ul style="list-style-type: none"> <li><b>Chief Executive Officer: €2 million</b></li> <li><b>Ordinary Board of Management member: €1.4 million</b></li> </ul>
<ul style="list-style-type: none"> <li>Retention ("malus") and clawback provisions enable reduction (malus) and reclaiming (clawback) of variable compensation in the event of incorrect consolidated financial statements and in the event of compliance violations</li> </ul>	Retention and clawback	<b>Eliminated</b>
<ul style="list-style-type: none"> <li>Severance payments are capped at two years' compensation and shall not exceed the compensation due for the remaining term of the service agreement ("severance cap")</li> <li>In the event of a premature loss of a position on the Board of Management due to a change-of-control event, members of the Board of Management are entitled to a severance payment.</li> <li>Any severance payments are offset against the allowance payable under non-compete clauses</li> </ul>	Service agreement termination provisions	<ul style="list-style-type: none"> <li>Severance payments – <b>where legally mandatory</b> – are capped at two years' compensation and shall not exceed the compensation due for the remaining term of the service agreement ("severance cap")</li> <li><b>No entitlement to a severance payment, nor to a special right of termination, in the event of a change of control</b></li> <li>Any severance payments are offset against the allowance payable under non-compete clauses</li> </ul>

## 2. Basic Features of the Board of Management Compensation Plan

### Base Salary

The members of the Board of Management receive a fixed base salary, which is paid as a monthly salary. The base salary amounts to €1.24 million for the Chief Executive Officer and to €0.7 million for ordinary members of the Board of Management.

### Fringe Benefits

Compensation in kind and fringe benefits customary in the market, such as the assumption of mobility costs through provision of a company car (for the Chief Executive Officer, including driver) or a comparable benefit (e.g., provision of a BahnCard 100), the payment of costs associated with medical screening and the provision of baggage and accident insurance.

The Supervisory Board further has the ability to grant compensation payments for detriments to new Board of Management members on a one-time basis in cases where such payments are deemed unavoidable. This, in particular, allows the Company to compensate for verified losses of compensation already granted by a candidate's previous employer that could result from a transfer to Uniper. In addition, moving expenses and rent payments entailed by a new appointment and the associated change of residence can be reimbursed on a temporary basis. This gives the Supervisory Board the necessary flexibility in recruiting the best possible candidates for the Board of Management.

Michael D. Lewis received a one-time compensation payment of roughly € 0.7 million in cash. An amount of roughly € 0.1 million was added to his defined contribution pension plan. The compensation payments were made in order to compensate for the loss of compensation commitments at his previous employer triggered by his transfer to Uniper SE. Michael D. Lewis must return this compensation payment if the service agreement is terminated for a reason that precludes payment of severance before a period of three years has lapsed.

Moreover, a property damage liability insurance policy has been agreed, subject to a deductible of 10% on each damage claim, with a maximum cumulative annual cap of 150% of the beneficiary's annual fixed base salary.

### **Defined Contribution Pension Plan**

Uniper SE grants to the members of the Board of Management a defined contribution pension plan in the form of a schedule of contributions. Under the plan, an amount totaling not more than 18% of eligible compensation (base salary and the annual bonus for 100% target attainment under the 2021 Compensation Plan) is granted for contributions. The amount of the annual contributions is made up of a fixed base percentage (14%) and a matching contribution (4%). The matching contribution will only be granted if the Board of Management member makes a minimum contribution in the same amount by deferring compensation. The matching contribution funded by the Company will be suspended if the dividend distribution corridor set by the Supervisory Board is not met for three consecutive years. The credits are converted pursuant to actuarial principles into units of capital (based on the age of 62) and accrue to the pension accounts of the members of the Board of Management. The units of capital earn interest each year at the yield of long-term government bonds of the Federal Republic of Germany observed in that year. Board of Management members (upon reaching the age of 62) or their surviving dependents may opt to have the accrued balance on their pension account paid out in the form of a pension, in installments or in one lump sum.

The following table provides an overview of the expenses and the present value of the employer-financed pension obligations without contributions from deferred compensation. The present value of the pension obligations has been calculated as required by applicable International Financial Reporting Standards (IFRS). An IFRS actuarial interest rate of 3.70% (2022: 3.70%) was used for discounting. The entitlements to occupational retirement benefits expired for Prof. Dr. Klaus-Dieter Maubach and Tiina Tuomela when they departed from the Company before the end of the statutory three-year period for vesting; only those entitlements arising from deferred compensation remain in effect. For David Bryson und Niek den Hollander, the entitlements to occupational retirement benefits had already vested when they left the Company. The respective benefit claim amounts for a covered event are governed by the level of the benefit account including any interest credited.

€ in thousands	Expense (service cost & interest cost) in fiscal year		Actuarial (gains)/losses in fiscal year <sup>2)</sup>		Present value of the defined benefit obligation as of December 31	
	2023	2022	2023	2022	2023	2022
<b>Members of the Board of Management serving as of Dec. 31, 2023</b>						
Michael D. Lewis (since June 1, 2023) <sup>1)</sup>	79	–	343	–	422	–
Dr. Jutta A. Dönges (since March 1, 2023)	143	–	65	–	208	–
Holger Kreetz (since March 1, 2023)	164	–	54	–	218	–
Dr. Carsten Poppinga (since August 1, 2023)	0	–	145	–	145	–
<b>year</b>						
Prof. Dr. Klaus-Dieter Maubach (until February 28, 2023)	117	332	-653	-45	0	536
David Bryson (until February 28, 2023)	90	247	-67	-227	617	594
Niek den Hollander (until July 31, 2023)	208	242	-8	-204	622	422
Tiina Tuomela (until February 28, 2023)	76	258	-458	-133	0	382
<b>Total</b>	<b>877</b>	<b>1.079</b>	<b>-579</b>	<b>-608</b>	<b>2.233</b>	<b>1.934</b>

1) Michael D. Lewis will be allocated an amount of approximately 0.1 million € to his defined contribution pension plan, which compensates him for the loss of compensation commitments at his previous employer triggered by his transfer to Uniper SE.

2) In addition to the expenses (service cost & interest cost) in the fiscal year, the actuarial gains/losses explain the development of the present value of the defined pension obligations between the respective reporting dates. Due to the mid-year entries of Michael D. Lewis and Dr. Carsten Poppinga after the first quarter of the 2023 fiscal year, the expense is included in the actuarial gains.

## Payments from Board Mandates

The members of the Board of Management of Uniper SE serve on supervisory boards of subsidiaries of Uniper SE. In accordance with the compensation plan, the Board of Management members waive all payments for such board mandates. Customary attendance fees and reimbursement of costs remain unaffected and may be collected. For appointments to supervisory boards outside the Group, the Supervisory Board of Uniper SE shall decide whether and to what extent compensation should be offset.

## Services of Third Parties

In the 2023 fiscal year, none of the Board of Management members received services from a third party with respect to their work as members of the Board of Management of Uniper SE.

## Payments Associated with Termination of Board of Management Duties

In the event of early termination of the service agreement by Uniper SE, severance is limited to the annual fixed compensation for a period of two years from the early termination of the service agreement and shall in no case exceed the compensation for the remaining term of the service agreement. No right to payment of severance exists if the service agreement is terminated based on a removal within the meaning of Section 84 (4) AktG due to a breach of duty for which the Board of Management member is responsible, or for cause within the meaning of Section 626 of the German Civil Code, or if the Board of Management member resigned even though continued exercise of the office due to serious breaches of duty would not have been unreasonable for the Company.

Unless waived by Uniper SE, the service agreements of Board of Management members include a non-compete clause. Pursuant to this clause, the members of the Board of Management are contractually prohibited for a period of 12 months after the termination of their service agreements from working directly or indirectly in a governing body (managing director, executive board member) or as a general representative, or in a management position or similar function, for a direct or indirect competitor of Uniper SE or its affiliates. During this period, members of the Board of Management are paid an allowance of one-twelfth of their annual compensation at the end of each calendar month. This allowance is offset against any other severance payments.

Prof. Dr. Klaus-Dieter Maubach, David Bryson and Niek den Hollander received allowances for the contractually stipulated non-compete period following the termination of their activities in the 2023 fiscal year. The amount of the allowance was determined, in accordance with the service agreements in effect at that time, based on 100% of the previously stipulated target annual compensation (i.e., including the annual bonus and the long-term incentive) and was paid for the period from April 2023 through September 2023 for Prof. Dr. Klaus-Dieter Maubach and David Bryson, and for the period from August 2023 through January 2024 for Niek den Hollander. It amounts to roughly €1.55 million for Prof. Dr. Klaus-Dieter Maubach and to roughly €0.88 million each for David Bryson and Niek den Hollander. The non-compete clause was waived for Tiina Tuomela. Severances were not paid.

## Maximum Compensation

Compensation of members of the Board of Management is limited by Section 87a (1), sentence 2, no.1, AktG to a maximum amount (maximum compensation). The total amount of all payouts granted for a single year, including the expenses for any fringe benefits and pension entitlements, is capped at this maximum amount, irrespective of when the payouts take place. According to the new compensation system (approved on May 24, 2023), the maximum compensation is € 2.0 million for the Chief Executive Officer and € 1.4 million for the ordinary members of the Board of Management. For board members appointed before May 24, 2023, the previously approved compensation system is applicable, with a maximum compensation of € 6.2 million for the Chief Executive Officer and € 3.5 million for the ordinary members of the Board of Management..

Due to the exclusion of performance-based compensation, the respectively applicable maximum compensation according to Section 87a (1), sentence 2, no.1, AktG has been complied with for the 2023 fiscal year.

### 3. Board of Management Compensation by Member

The following tables show the compensation granted and owed to each member of the Board of Management in the 2023 fiscal year in accordance with Section 162 AktG (base salary and expenses for fringe benefits), including expenses for pensions, as well as the relative share of each component. The term "compensation granted and owed" relates to the extent to which the members are receiving payments and represents the compensation for which the underlying activity was performed in full at the close of fiscal 2023. In addition, on transparency grounds, the compensation granted and owed for the previous year, i.e., the 2022 fiscal year, is also presented for Board of Management members who were active in the 2023 fiscal year. Against the backdrop of a KfW loan having been drawn down in the spring of 2022, no annual bonuses were granted or owed for the 2022 fiscal year. In addition, because of the stabilization package and the associated framework agreement, performance-based compensation components (short-term incentive and long-term incentive) remain excluded for the 2023 fiscal year in the new compensation plan.

#### Compensation Granted and Owed – Board of Management Members Serving as of Dec. 31, 2023

	Michael D. Lewis since June 1, 2023			Dr. Jutta A. Dönges since March 1, 2023		
	(Chief Executive Officer - CEO)			(Chief Financial Officer - CFO)		
	2023 € (k)	%	2022 € (k)	2023 € (k)	%	2022 € (k)
Base salary	723	50%	-	583	95%	-
Fringe benefits <sup>1)</sup>	10	1%	-	28	5%	-
Other compensation <sup>2)</sup>	709	49%	-	0	0%	-
<b>Total</b>	<b>1.443</b>	<b>100%</b>	-	<b>611</b>	<b>100%</b>	-
Annual bonus	-	-	-	-	-	-
Long-term incentive	-	-	-	-	-	-
<b>Total compensation granted and owed</b>	<b>1.443</b>	<b>100%</b>	-	<b>611</b>	<b>100%</b>	-
Service cost	79	-	-	142	-	-
<b>Grand total</b>	<b>1.522</b>	-	-	<b>752</b>	-	-

1) Aside from the customary fringe benefits, rent payments that were reimbursed when Dr. Jutta A. Dönges was appointed are also included.

2) Other compensation for Michael D. Lewis consists of a one-time payment to compensate for the loss of compensation commitments (long-term incentive) at his previous employer triggered by his transfer to Uniper SE. Michael D. Lewis must return this compensation payment if the service agreement is terminated for a reason that precludes payment of severance before a period of three years has lapsed. Michael D. Lewis furthermore received approximately 660 € in attendance fees for participating in supervisory board meetings of subsidiaries.

## Compensation Granted and Owed – Board of Management Members Serving as of Dec. 31, 2023

	Dr. Carsten Poppinga since August 1, 2023			Holger Kreetz since March 1, 2023		
	(Chief Commercial Officer - COO)			(Chief Operating Officer - COO)		
	2023 € (k)	%	2022 € (k)	2023 € (k)	%	2022 € (k)
Base Salary	292	97%	-	583	98%	-
Fringe benefits	8	3%	-	13	2%	-
<b>Total</b>	<b>300</b>	<b>100%</b>	<b>-</b>	<b>596</b>	<b>100%</b>	<b>-</b>
Annual bonus	-	-	-	-	-	-
Long-term incentive	-	-	-	-	-	-
<b>Total compensation granted and owed</b>	<b>300</b>	<b>100%</b>	<b>-</b>	<b>596</b>	<b>100%</b>	<b>-</b>
Service cost	0	-	-	164	-	-
<b>Grand total</b>	<b>300</b>	<b>-</b>	<b>-</b>	<b>760</b>	<b>-</b>	<b>-</b>

## Compensation Granted and Owed – Board of Management Members Who Departed in Fiscal 2023

	Prof. Dr. Klaus-Dieter Maubach until February 28, 2023			Tiina Tuomela until February 28, 2023		
	(Chief Executive Officer - CEO)			(Chief Financial Officer - CFO)		
	2023 € (k)	%	2022 € (k)	2023 € (k)	%	2022 € (k)
Base salary <sup>1)</sup>	310	17%	1,240	175	86%	700
Fringe benefits <sup>2)</sup>	4	0%	16	29	14%	73
Other compensation <sup>3)</sup>	1,550	83%	-	-	-	-
<b>Total</b>	<b>1,864</b>	<b>100%</b>	<b>1,256</b>	<b>204</b>	<b>100%</b>	<b>773</b>
Annual bonus	-	-	-	-	-	-
Long-term incentive	-	-	-	-	-	-
<b>Total compensation granted and owed</b>	<b>1,864</b>	<b>100%</b>	<b>1,256</b>	<b>204</b>	<b>100%</b>	<b>773</b>
Service cost	111	-	329	71	-	255
<b>Grand total</b>	<b>1,975</b>	<b>-</b>	<b>1,585</b>	<b>276</b>	<b>-</b>	<b>1,028</b>

1) The appointments to the Management Board of Prof. Dr. Klaus-Dieter Maubach and Tiina Tuomela ended on February 28, 2023, while their service contracts ended on March 31, 2023. Therefore, both received a prorated compensation for three months.

2) Aside from the customary fringe benefits, rent payments that were reimbursed when Tiina Tuomela was appointed are also included here.

3) Prof. Dr. Klaus-Dieter Maubach received an allowance for the contractually stipulated non-compete period following the termination of his activities in the 2023 fiscal year. The amount of the allowance was determined, in accordance with the service agreement, based on 100% of the previously stipulated target annual compensation and was paid for the period from April 2023 through September 2023. The non-compete clause was waived for Tiina Tuomela. Furthermore, Prof. Dr. Klaus-Dieter Maubach received approximately 381 € in attendance fees for participating in supervisory board meetings of subsidiaries.

## Compensation Granted and Owed – Board of Management Members Who Departed in Fiscal 2023

	Niek den Hollander until July 31, 2023			David Bryson until February 28, 2023		
	(Chief Commercial Officer - CCO)			(Chief Operating Officer - COO)		
	2023 € (k)	%	2022 € (k)	2023 € (k)	%	2022 € (k)
Base salary <sup>1)</sup>	408	31%	700	175	17%	700
Fringe benefits <sup>2)</sup>	16	1%	25	3	0%	18
Other compensation <sup>3)</sup>	875	67%	-	875	83%	-
<b>Total</b>	<b>1,299</b>	<b>100%</b>	<b>725</b>	<b>1,054</b>	<b>100%</b>	<b>718</b>
Annual bonus	-	-	-	-	-	-
Long-term incentive	-	-	-	-	-	-
<b>Total compensation granted and owed</b>	<b>1,299</b>	<b>100%</b>	<b>725</b>	<b>1,054</b>	<b>100%</b>	<b>718</b>
Service cost	190	-	237	66	-	240
<b>Grand total<sup>4)</sup></b>	<b>1,489</b>	<b>-</b>	<b>963</b>	<b>1,120</b>	<b>-</b>	<b>958</b>

1) The appointment to the Management Board of David Bryson ended on February 28, 2023, while his service contract ended on March 31, 2023. Therefore, he received a prorated compensation for three months.

2) Aside from the customary fringe benefits, rent payments that were reimbursed when Niek den Hollander was appointed are also included here.

3) David Bryson and Niek den Hollander received allowances for the contractually stipulated non-compete period following the termination of their activities in the 2023 fiscal year. The amount of the allowance was determined, in accordance with the service agreements, based on 100% of the previously stipulated target annual compensation and was paid for the period from April 2023 through September 2023 for David Bryson, and for the period from August 2023 through January 2024 for Niek den Hollander.

4) For Niek den Hollander, the previous compensation system (approved on May 19, 2021) and the maximum compensation of €3.5 million defined therein are decisive.

No compensation for former members of the Board of Management was granted or owed in the 2023 fiscal year. Also, no variable compensation components were reclaimed.

## 4. Basic Features of Supervisory Board Compensation

The compensation for members of the Supervisory Board determined by the Annual General Meeting is governed by Section 15 of the Articles of Association of Uniper SE. The objective of the compensation is to strengthen the independence of the Supervisory Board as a governing body. The compensation of the Supervisory Board of Uniper SE takes account of this objective and of the associated tasks and work performed by the Supervisory Board members. Accordingly, aside from fixed compensation, requirements specific to certain roles, burdens in terms of time and responsibilities are also taken

into account. This is achieved, on the one hand, through greater emphasis on the compensation of the Chairman of the Supervisory Board and the deputies and, on the other hand, through compensation for work on committees. Appropriate compensation befitting the duties of the role makes it possible to attract and retain suitable candidates for membership of the Supervisory Board. This contributes to the long-term development of the Uniper Group.

Section 113 (3), sentence 1, AktG requires that, for listed companies, a resolution on the compensation of Supervisory Board members must be voted on at least once every four years. The compensation of the Supervisory Board members is reviewed regularly for appropriateness. When conducting this review, the compensation of the Supervisory Board members is compared against a peer group of companies that are similar to the Uniper Group in terms of geographic location, size and economic situation. The Supervisory Board had previously defined this peer group as the companies listed on the MDAX. The Supervisory Board, supported by the Executive Committee, proposes adjustments to the Supervisory Board's compensation to the Annual General Meeting.

Overview of Supervisory Board Compensation			
<b>Fixed compensation</b>	€70,000 p.a.		
<b>Differentiation</b>	Supervisory Board Chair: 3× compensation, Vice Chair: 2× compensation		
	The chair and the deputy chairs of the Supervisory Board receive no additional compensation for their work on committees.		
<b>Committee compensation</b>		<b>Chair</b>	<b>Membership</b>
	<b>Audit and Risk Committee</b>	€70,000	€35,000
	<b>Other committees</b>	€35,000	€15,000
	<b>Nomination Committee</b>	No separate compensation	
	<b>Ad-hoc committees</b>		
Members serving on multiple committees are paid only the highest applicable committee compensation.			

## 5. Supervisory Board Compensation by Member

The following tables show the compensation granted and owed to each member of the Supervisory Board in the 2023 and 2022 fiscal years, as well as the relative shares of total compensation of each component. Moreover, a total of roughly € 33 thousand (2022: € 2 thousand) in outlays was reimbursed to the Supervisory Board.

### Supervisory Board Compensation

	2023						2022	
	Annual compensation		Committee compensation		Compensation from subsidiaries		Total	Total
	€ (k)	%	€ (k)	%	€ (k)	%	€ (k)	€ (k)
<b>Supervisory Board members serving as of Dec. 31, 2023</b>								
Thomas Blades (Chairman of the Supervisory Board)	210	100%	0	0%	–	–	210	6
Harald Seegatz (Vice Chair of the Supervisory Board)	140	94%	0	0%	8	6%	148	147
Prof. Dr. Ines Zenke (Vice Chair of the Supervisory Board)	140	100%	0	0%	–	–	140	4
Prof. Dr. Werner Brinker	70	67%	35	33%	–	–	105	97
Judith Buss	70	50%	70	50%	–	–	140	140
Dr. Gerhard Holtmeier (since March 21, 2023)	55	67%	27	33%	–	–	82	–
Holger Grzella	70	82%	15	18%	–	–	85	59
Diana Kirschner	70	67%	35	33%	–	–	105	66
Viktoria Kulambi	70	82%	15	18%	–	–	85	79
Magnus Notini	70	82%	15	18%	–	–	85	53
Dr. Marcus Schenck	70	82%	15	18%	–	–	85	2
Immo Schlepper	70	67%	35	33%	–	–	105	92
<b>Supervisory Board members who departed in fiscal 2023</b>								
Dr. Jutta Dönges (until February 28, 2023)	11	67%	6	33%	–	–	17	3
<b>Total</b>	<b>1.116</b>	<b>–</b>	<b>268</b>	<b>–</b>	<b>8</b>	<b>–</b>	<b>1.392</b>	<b>748</b>

Prior to the 2021 fiscal year, Supervisory Board members had received a component of 20% of their compensation in the form of variable compensation. That compensation was allocated as a right to a future payment in the form of virtual shares. Supervisory Board members serving at that time therefore still hold virtual shares that have not yet been paid out. Because of the Federal Republic of Germany's stabilization package, a right to compensation for members of the Uniper SE's Supervisory Board, advisory board or other corporate governing bodies may arise only in the form of fixed compensation. Accordingly, any payout of outstanding virtual shares is excluded as long as at least 75% of the stabilization measure has not been repaid or, where applicable, additional EU state-aid approval conditions have not been fulfilled.

## 6. Comparative Presentation of Changes in Compensation and Earnings

The following overview describes the changes in compensation granted and owed to current and former members of the Board of Management and of the Supervisory Board in accordance with Section 162 AktG, as well as the change in average employee compensation and the changes in earnings of the Uniper Group over the last four years.

Average employee compensation reflects the remuneration of pay-scale employees, non-pay-scale employees and management personnel of Uniper SE in Germany (excluding the members of the Board of Management and of the Supervisory Board and employees in the Trading division) on a full-time-equivalent basis. Average employee compensation reflects all of the compensation components paid; examples include base salary, Christmas bonus, additional pay, fringe benefits, performance-based compensation and special payments.

The earnings measure applied for the Group is adjusted net income, because it is used as a internal management indicator within the Group and as a key indicator of the profitability of its operations after taxes and after financial results. Also, in line with Section 162 AktG, the net income or loss pursuant to Section 275 of the German Commercial Code of Uniper SE is shown in € (millions).

### Comparative Presentation of Changes in Compensation and Earnings<sup>1)</sup>

	2023 € (k)	Change %	2022 € (k)	Change %	2021 € (k)	Change %	2020 € (k)
<b>Board of Management members serving as of Dec. 31, 2023</b>							
Michael D. Lewis (since June 1, 2023)	1,443	–	–	–	–	–	–
Dr. Jutta A. Dönges (since March 1, 2023)	611	–	–	–	–	–	–
Holger Kreetz (since March 1, 2023)	596	–	–	–	–	–	–
Dr. Carsten Poppinga (since August 1, 2023)	300	–	–	–	–	–	–
<b>Members of the Board of Management who departed in fiscal 2023</b>							
Prof. Dr. Klaus-Dieter Maubach (until February 28, 2023)	1,864	48%	1,256	-37%	1,999	–	–
David Bryson (until February 28, 2023)	1,054	47%	718	-52%	1,496	-31%	2,170
Niek den Hollander (until July 31, 2023)	1,299	79%	725	-52%	1,504	45%	1,041
Tiina Tuomela (until February 28, 2023)	204	-74%	773	-33%	1,155	–	–
<b>Supervisory Board members serving as of Dec. 31, 2023</b>							
Thomas Blades (Chairman of the Supervisory Board; member since December 22, 2022)	210	3550%	6	–	–	–	–
Harald Seegatz (Vice Chair)	148	1%	147	-23%	190	29%	147
Prof. Dr. Ines Zenke (Vice Chair of the Supervisory Board; member since December 22, 2022)	140	3550%	4	–	–	–	–
Prof. Dr. Werner Brinker	105	8%	97	15%	85	77%	48
Judith Buss (since May 19, 2021)	140	0%	140	61%	87	–	–
Dr. Gerhard Holtmeier (since March 21, 2023)	82	–	–	–	–	–	–
Holger Grzella (since May 18, 2022)	85	44%	59	–	–	–	–
Diana Kirschner (since May 18, 2022)	105	60%	66	–	–	–	–
Viktoria Kulambi (since May 19, 2021)	85	7%	79	82%	44	–	–
Magnus Notini (since May 18, 2022)	85	60%	53	–	–	–	–
Dr. Marcus Schenck (since December 22, 2022)	85	3550%	2	–	–	–	–
Immo Schlepper	105	15%	92	-10%	102	50%	68
<b>Supervisory Board members who departed in fiscal 2023</b>							
Dr. Jutta Dönges (until February 28, 2023)	17	490%	3	–	–	–	–
<b>Employees</b>							
Average employee compensation	89	-6%	95	5%	91	-2%	93
<b>Uniper's business performance</b>							
Net income/loss pursuant to Section 275 HGB of Uniper SE (€ in millions)	8,578	135%	-24,202	16500%	146	-71%	505
Adjusted net income of the Uniper Group (€ in millions)	4,432.0	160%	-7,386	-916%	906	17%	775

1) The year-over-year changes in the individual members of the Board of Management and of the Supervisory Board resulted particularly from appointments and departures during the year, from payouts of past tranches of long-term compensation components and from the transition of the Supervisory Board's compensation to a pure fixed compensation package. The change from 2021 to 2022 in the compensation of the members of the Board of Management is explained by the exclusion of performance-based compensation for the 2022 fiscal year as part of the stabilization package.

## Auditor's Report

To Uniper SE, Düsseldorf

We have audited the remuneration report of Uniper SE, Düsseldorf, for the financial year from January 1, to December 31, 2023, including the related disclosures, which was prepared to comply with § [Article] 162 AktG [Aktengesetz: German Stock Corporation Act].

### Responsibilities of the Executive Directors and the Supervisory Board

The executive directors and the supervisory board of Uniper SE are responsible for the preparation of the remuneration report, including the related disclosures, that complies with the requirements of § 162 AktG. The executive directors and the supervisory board are also responsible for such internal control as they determine is necessary to enable the preparation of a remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud or error.

### Auditor's Responsibilities

Our responsibility is to express an opinion on this remuneration report, including the related disclosures, based on our audit. We conducted our audit in accordance with German generally accepted standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer (Institute of Public Auditors in Germany) (IDW). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the remuneration report, including the related disclosures, is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts including the related disclosures stated in the remuneration report. The procedures selected depend on the auditor's judgment. This includes the assessment of the risks of material misstatement of the remuneration report including the related disclosures, whether due to fraud or error.

In making those risk assessments, the auditor considers internal control relevant to the preparation of the remuneration report including the related disclosures. The objective of this is to plan and perform audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the executive directors and the supervisory board, as well as evaluating the overall presentation of the remuneration report including the related disclosures.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Audit Opinion

In our opinion, based on the findings of our audit, the remuneration report for the financial year from January 1, to December 31, 2023, including the related disclosures, complies in all material respects with the accounting provisions of § 162 AktG.

### Reference to an Other Matter – Formal Audit of the Remuneration Report according to § 162 AktG

The audit of the content of the remuneration report described in this auditor's report includes the formal audit of the remuneration report required by § 162 Abs. [paragraph] 3 AktG, including the issuance of a report on this audit. As we express an unqualified audit opinion on the content of the remuneration report, this audit opinion includes that the information required by § 162 Abs.1 and 2 AktG has been disclosed in all material respects in the remuneration report.

### Restriction on use

We issue this auditor's report on the basis of the engagement agreed with Uniper SE. The audit has been performed only for purposes of the Company and the auditor's report is solely intended to inform the Company as to the results of the audit. Our responsibility for the audit and for our auditor's report is only towards the Company in accordance with this engagement. The auditor's report is not intended for any third parties to base any (financial) decisions thereon. We do not assume any responsibility, duty of care or liability towards third parties; no third parties are included in the scope of protection of the underlying engagement. § 334 BGB [Bürgerliches Gesetzbuch: German Civil Code], according to which objections arising from a contract may also be raised against third parties, is not waived.

Düsseldorf, February 27, 2024

**PricewaterhouseCoopers GmbH**  
**Wirtschaftsprüfungsgesellschaft**

(sgd.) Aissata Touré

(sgd.) Frank Schemann

Wirtschaftsprüferin  
(German Public Auditor)

Wirtschaftsprüfer  
(German Public Auditor)

### III. Report of the Management Board pursuant to section 203 para. 2 sentence 2, section 186 para. 4 sentence 2 AktG on agenda item 8

Section 3 para. 5 of the Articles of Association of Uniper SE provides for authorized capital (2021 Authorized Capital). The 2021 Authorized Capital has so far not been used and still amounts to EUR 145,112,289.00. The authorization expires on 18 May 2026. Against this background, new authorized capital is intended to be created in the amount of EUR 208,237,666.00 (2024 Authorized Capital).

Management Board and Supervisory Board therefore propose to the General Meeting of Shareholders that the previous 2021 Authorized Capital be cancelled and that a new 2024 Authorized Capital be created in the amount of EUR 208,237,666.00.

The 2024 Authorized Capital is proposed as the Company must be in the position to act swiftly and flexibly in the changing markets at any time in the interest of its shareholders. The Management Board therefore regards it as its duty to assure that the Company - irrespective of any specific plans for utilization - will always have the necessary instruments for raising capital at its disposal. As decisions on meeting the Company's capital requirements usually must be made on short notice, it is important that the Company will not be dependent on the rhythm of annually held General Meetings in this regard. With the instrument of authorized capital, the legislature has made allowance for this prerequisite. Strengthening the equity base and financing the acquisition of investments are the predominant causes for the utilization of authorized capital.

If the 2024 Authorized Capital is used, shareholders generally have a subscription right.

However, the proposal provides for the optional exclusion of this subscription right, subject to the Supervisory Board's consent, if the new shares in the event of a capital increase against contributions in cash according to section 186 para. 3 sentence 4 AktG are issued at a price that is not significantly below the stock market price. This authorization makes it possible for the Company to seize market opportunities in its various fields of business swiftly and flexibly and to meet any arising capital requirements even on very short notice if necessary. The exclusion of subscription rights thus not only facilitates swifter action but also the placement of shares at a price that is close to the stock market price, i.e. without the significant discount usually required for the issue of subscription rights. This leads to higher issue proceeds for the benefit of the Company. Moreover, with such a placement new shareholder groups can be targeted. In making use of this authorization, the Management Board will determine the discount at as low an amount as possible according to the prevailing market conditions at the time of placement. The total number of shares issued under exclusion of subscription rights according to section 186 para. 3 sentence 4 AktG may not exceed 10% of the share capital at the time this authorization takes effect or at the time of the utilization of this authorization.

In compliance with statutory provisions, these conditions make allowance for the interest of the shareholders with respect to protection against the dilution of their shareholdings. Each shareholder generally has the option to purchase the shares necessary to maintain his or her respective shareholding percentage at comparable conditions on the stock exchange as the issue price of the new shares will be close to the stock market price and due to the limitation of the volume of the capital increase under exclusion of subscription rights. It is thus assured that the utilization of the 2024 Authorized Capital under exclusion of subscription rights will adequately protect financial interests while additional options will be made available to the Company in the interest of all shareholders.

In addition to that, the exclusion of subscription rights is to be an option insofar as is necessary in order to grant the creditors of bonds issued or to be issued subscription rights to new shares if the terms and conditions of the respective bond provide for it. Terms and conditions of such bonds usually provide for protection against dilution. If shares with subscription rights are issued below the current stock market price after the issue of the bond, the value - at otherwise unchanged conditions - of the conversion or option rights of the creditors of bonds is diminished. For the protection of creditors of bonds, creditors are usually granted a discount on the option or conversion price for later issues of stock with shareholders' subscription rights; another option is to grant the creditors subscription rights to new shares, such as granted to the shareholders, according to the terms and conditions of the bond. The creditors of bonds are thus treated as if they had already exercised their option or conversion rights

or if the conversion obligation were already fulfilled. The exclusion of the shareholders' subscription right is necessary to enable the Company to grant such subscription rights to the creditors of bonds. The option to grant stock to the creditors instead of reducing the option or conversion price can be economically more favourable for the Company. By granting stock instead of a discount on the option or conversion price, the Company can achieve a higher issue price for the shares to be issued in the event of conversion or the exercise of options.

The exclusion of subscription rights is also be an option in order to issue shares to employees and executives of the Company as well as employees of affiliates by way of a capital increase. This authorization for the exclusion of subscription rights is to enable the Company to grant another form of share-based payment to its staff by the issue of shares and thus to commit them even more to the Company or to win new qualified employees for the Company. The 2024 Authorized Capital thus enhances the option for the issue of new shares according to the resolution passed under agenda item 10 by the General Meeting of Shareholders of 15 May 2024. The Management Board will be governed in the definition and the kind of the terms and conditions of employee stocks solely by the interest of the shareholders and the Company and it will particularly take into account the interest of the existing shareholders in avoiding a dilutive effect as a result of the issue of new shares as far as possible. The Management Board will report on its decisions and the number of shares issued in this context.

Moreover, the Management Board is to be enabled to exclude fractional amounts from the shareholders' subscription right, subject to the Supervisory Board's consent. This makes the utilization of the authorization possible through rounded amounts. The implementation of an issue is thus made easier. These new shares excluded from subscription rights as "free fractions" are used in the best possible way in the Company's interest.

Finally, the exclusion of subscription rights is to be made possible in the event of capital increases against contributions in kind, but only to the extent that the aggregate amount of shares issued under this authorization against contributions in kind with an exclusion of the shareholders' subscription rights does not exceed 10% of the share capital at the time this authorization takes effect or, should this value be lower, at the time of the utilization of this authorization.

The Management Board will thus be enabled to have Company shares at its disposal in order to use them in suitable individual cases in connection with the acquisition of companies, interests in other companies, or other assets. Negotiations may bring up the necessity not to provide money as consideration but stock. The option to offer the Company's shares as consideration therefore creates an advantage in the competition for interesting acquisition targets as well as the necessary range of options for seizing opportunities that open up for the acquisition of companies, interests in other companies, or other assets while preserving the Company's liquidity. Also under the aspect of an optimized financing structure, payment in shares can make sense. The Company will not incur any disadvantages as the issue of shares against consideration in kind requires that the relation of the value of the consideration in kind to the value of the shares is appropriate.

It is also to be made possible to use the 2024 Authorized Capital under exclusion of the shareholders' subscription right for servicing conversion and option rights originating from bonds for which subscribers have not provided consideration in cash but in kind. This makes it possible to use convertible bonds or bonds with warrants (or participating bonds) as "acquisition currency" in connection with the acquisition of companies, interests in other companies, or other assets and thus also improves the Company's opportunities in the competition for interesting acquisition targets.

These authorizations to exclude the subscription right only apply to the extent that the new shares issued under this authorization, together with shares which have been issued or disposed of by the Company during the term of this authorization up to its utilization under another existing authorization under exclusion of the subscription right of the shareholders, or which are to be issued due to rights that are issued during the term of this authorization up to its utilization on the basis of another existing authorization with an exclusion of the subscription right, and which enable or oblige to subscribe for shares of the Company, are not calculated to exceed 20% of the share capital at the time this authorization takes effect or, should this value be lower, at the time of the utilization of this authorization. When calculating this limit, any disposal of treasury shares is also to be taken into account insofar as the transaction takes place during the term of this authorization under exclusion of subscription rights. Furthermore, those shares are to be taken into account for this limit that were issued or are to be issued for servicing bonds (including participating bonds) carrying conversion or option rights or, respectively, conversion obligations insofar as the bonds or participating bonds have been issued

during the term of this authorization under exclusion of subscription rights. This means that the Management Board may exclude subscription rights only to the extent that exclusions of subscription rights according to the 2024 Authorized Capital to be resolved under agenda item 8 and with respect to bonds issued during the term of the authorization involve a maximum number of shares up to a total amount of the share capital of EUR 83,295,066.00. This limit guarantees a corresponding cap on the exclusion of subscription rights and confines the potential dilution for shareholders excluded from subscription.

The Management Board will duly examine in each individual case whether to make use of the authorization for a capital increase under exclusion of the shareholders' subscription rights. It will make use of the authorization only if Management Board and Supervisory Board share the opinion that this is in the interest of the Company and thus in the interest of its shareholders.

The Management Board will report to the General Meeting of Shareholders on any utilization of this authorization.

## IV. Report of the Management Board pursuant to section 221 para. 4 sentence 2, section 186 para. 4 sentence 2 AktG on agenda item 9

The proposed authorization of the Management Board with the approval of the Supervisory Board once or several times on or before 14 May 2029 for the issue of convertible bonds or bonds with warrants, profit participation rights or participating bonds, or of a combination of these instruments (hereinafter "**Bonds**"), in a total nominal amount of up to EUR 2,000,000,000.00 and for the creation of the related 2024 Conditional Capital of up to EUR 83,295,066.00 is intended to expand the options, which are described in more detail below, available to Uniper SE for the financing of its activities and to grant the Management Board access, with the approval of the Supervisory Board, to a flexible and timely financing, which is in the best interests of the Company, in particular if favourable capital market conditions exist. By issuing Bonds, the Company can use attractive financing opportunities, taking into account the market situation, to provide the Company with adequate capital resources and thus ensure a decisive basis for the Company's development. In addition, the issue of Bonds (in combination with other measures, if necessary) provides the opportunity to tap new investor groups, in particular so-called anchor investors. Furthermore, the issue of Bonds provides the Company with capital which may later be retained as equity.

The Company is to be entitled to raise funds through the issue of Bonds in Euros or, limited to the corresponding Euro equivalent, in other legal currencies of OECD countries. If the Bonds are issued in a currency other than Euro, the corresponding equivalent value, calculated according to the Euro reference rate of the European Central Bank on the day before the resolution on the issue of the Bonds is passed, must be used as a basis. The Bonds may also stipulate the possibility of an obligation to exercise conversion and option rights at the end of the term or at an earlier point in time.

As a general rule, the shareholders are entitled to the statutory subscription rights for Bonds with option or conversion rights or conversion or option obligations (section 221 para. 4 in connection with section 186 para. 1 AktG). In order to facilitate the technical processing of the issue, it is intended to grant the Company the option of issuing the Bonds to a credit institution or a syndicate of credit institutions, subject to the obligation to offer the Bonds to the shareholders in accordance with their subscription rights (indirect subscription right pursuant to section 186 para. 5 AktG).

The exclusion of subscription rights for fractional amounts facilitates the utilization of the authorization sought by round amounts. This simplifies the technical processing of the shareholders' subscription rights. The exclusion of subscription rights for the benefit of holders of bonds carrying conversion or option rights or conversion or option obligations that already have been issued has the advantage that the conversion or option price for the conversion or option rights or conversion or option obligations that already have been issued does not have to be reduced and that, thus, a higher total inflow of funds can be achieved.

The Management Board will furthermore be authorized, with the approval of the Supervisory Board, to exclude the subscription rights of the shareholders if the issue of the Bonds with option or conversion rights or conversion or option obligations is carried out in return for cash payment at an issue price which is not significantly lower than the market price of these Bonds. This gives the Company the opportunity to quickly and flexibly make use of market opportunities and to obtain better conditions for the determination of the interest rate and the issue price of the Bonds by stipulating terms and conditions which are more closely related to the market environment. A stipulation of terms and conditions that are closely related to the market environment and a smooth placement would not be possible if subscription rights had to be observed. Section 186 para. 2 AktG allows for the publication of the subscription price (and, thus, the terms and conditions of these Bonds) until the third to last day of the subscription period. However, given the often observable volatility of the equity markets, there is still a market risk for several days, leading to safety margins being applied when determining the terms and conditions of the issue and hence resulting in terms that are not close to market conditions. Furthermore, if the subscription rights are granted, a successful placement with third parties is made more difficult or entails additional efforts, given the uncertainty regarding the exercise of the subscription rights (subscription behaviour). Finally, when granting subscription rights the Company is unable

to react to favourable or unfavourable market conditions on short notice because of the duration of the subscription period, but is exposed to declining stock prices during the subscription period which may lead to the Company procuring capital on unfavourable terms.

Pursuant to section 221 para. 4 sentence 2 AktG, the provision in section 186 para. 3 sentence 4 AktG applies accordingly to this case of an exclusion of subscription rights with the limitation that rights to shares with a pro rata amount of the share capital of no more than 10% of the share capital can be issued.

Section 186 para. 3 sentence 4 AktG further stipulates that the issue price of a share in a capital increase may not be significantly lower than the market price. This provision is intended to ensure that the value of the shares is not significantly diluted. Whether or not such dilution effect occurs in the event of an issue of Bonds with option or conversion rights or conversion or option obligations without granting subscription rights may be determined by calculating the theoretical market value of the Bonds in accordance with generally accepted financial mathematical methods and comparing it to the issue price of the Bond. If in the process of a duly conducted examination this issue price is found to be only insignificantly lower than the theoretical market value at the time of the issue of the Bonds, the exclusion of subscription rights is permissible in accordance with the spirit and purpose of the provision in section 186 para. 3 sentence 4 AktG because the deduction is merely insignificant. This would result in the imputed value of a subscription right being close to zero, thus ensuring that the shareholders will not suffer any material economic disadvantages from the exclusion of the subscription rights. Independently from this examination conducted by the Management Board, a determination of terms and conditions which are closely related to market conditions and thus the avoidance of a significant dilution of the value is ensured in cases where a book-building procedure is conducted. In the course of this procedure, the Bonds are priced on the basis of the purchasing orders submitted by investors, thus leading to a determination of a total value of the Bonds which is close to market conditions. All this ensures that the exclusion of subscription rights does not lead to a significant dilution of the value of the shares.

In addition, in order to maintain the extent of their portion of the share capital of the Company, shareholders additionally have the option of acquiring shares through the stock market at any time even after the exercise of conversion or option rights or the occurrence of conversion or option obligations. In contrast, the authorization to exclude subscription rights facilitates the determination of terms and conditions close to market conditions, the highest possible extent of security regarding a placement with third parties and the utilization of favourable market situations at short notice by the Company.

Furthermore, the Management Board will be authorized, with the approval of the Supervisory Board, to exclude the subscription rights of the shareholders if the Bonds are issued in exchange for considerations in kind; provided that the value of the consideration in kind is in reasonable proportion to the market value of the Bond determined in accordance with the financial mathematical method described above. The authorization enables the Management Board, with the approval of the Supervisory Board, to have shares available in order to be able to sell them in return for consideration in kind, in particular as compensation in company mergers or for the acquisition of companies, parts of companies and interests in companies. National and international competition and the globalization of the economy increasingly demand this form of acquisition financing. The proposed authorization is intended to give the Company the necessary room for action so that it can quickly and flexibly take advantage of opportunities to acquire companies or interests in companies. The proposed exclusion of subscription rights takes this into account. When determining the valuation ratios, the Management Board will ensure that the interests of the shareholders are adequately safeguarded. As a rule, if the Management Board measures the value of the shares given as consideration, it will orientate itself on the market price of the Company's shares. The Management Board will report to the General Meeting on the use of this authorization.

The exclusion of subscription rights in the case of an issue against consideration in cash or in kind is limited to a total of 20% of the share capital. A corresponding stipulation in the authorization resolution likewise ensures that the 20% limit is not exceeded in the event of a capital reduction because the authorization to exclude subscription rights explicitly may not exceed 20% of the share capital at the time this authorization takes effect or, should this value be lower, at the time of the utilization of this authorization. When calculating the above-mentioned 20% limit, such shares are to be counted which are issued during the term of this authorization from authorized capital with an exclusion of subscription rights against cash contribution pursuant to section 186 para. 3 sentence 4 AktG or against contributions in kind. In addition, such new shares are to be counted which are acquired on the basis of an authorization granted by the General Meeting and are disposed of under the exclusion of subscription rights pursuant to section 71 para. 1 no. 8 sentence 5 in conjunction with section 186 para. 3 sentence 4 AktG. Shares issued or to be issued during the term of the authorization to service bonds with conversion and option rights or a conversion or option obligation, if issued under exclusion of shareholders' subscription rights, is also to be counted.

In the event profit participation rights or participating bonds without conversion or option rights or conversion or option obligations are to be issued, the Management Board is authorized, subject to the approval of the Supervisory Board, to exclude shareholders' subscription rights in their entirety if the terms and conditions applicable to such profit participation rights or participating bonds are similar to that of obligatory relationships, i.e., if they do not confer any membership rights in the Company, grant no right to participate in the liquidation proceeds and the interest rate is not calculated on the basis of the amount of the net income, distributable profit or dividends. In addition, it is required that the interest rate and the issue price of the profit participation rights or participating bonds have to correspond to current market conditions at the time of the issue. If the above-mentioned requirements are fulfilled, the exclusion of subscription rights does not cause any disadvantages for the shareholders since the profit participation rights or participating bonds do not confer any membership rights and do not grant any entitlement to the liquidation proceeds or the profits of the Company.

The 2024 Conditional Capital is required in order to be able to fulfil conversion and/or option rights or conversion or option obligations or tender rights with respect to shares of the Company, unless other forms of fulfilment are used to ensure delivery.

The Management Board will carefully consider on a case-by-case basis whether use of the authorization would be in the interests of the Company and its shareholders.

The Management Board will inform the General Meeting of the use of the authorization.

## V. Report of the Management Board pursuant to section 71 para.1 no. 8 in conjunction with section 186 para. 4 sentence 2 AktG on agenda item 10

The authorization is intended to give the Company the option, with a timeframe aligned to that of the authorizations to be resolved under agenda items 8 and 9, to acquire treasury shares to redeem them, to use them in acquisitions for the direct or indirect payment of the purchase price, or for the satisfaction of claims of creditors of bonds carrying conversion or option rights or conversion obligations as well as for allotting these shares to employees of the Company or its affiliates, or to resell them.

In its decision on the use of the treasury shares, the Management Board will solely be guided by the interests of the shareholders and of the Company. The Management Board will report to the General Meeting on any utilization of the proposed authorization.

In respect of the various possibilities for acquisition and disposal under the proposed authorization, the following should be noted in particular:

### **Acquisition through an Acquisition Offer or an Exchange Offer**

In addition to acquiring shares on the stock exchange, it is intended that the Company also be granted the option to acquire treasury shares through a public offer to be addressed to the Company's shareholders for the purchase or for the exchange of the Company's shares against other shares held by the Company. Besides, the acquisition may also be effected by means of a public solicitation to the shareholders to submit respective offers. For the Company, the public Exchange Offer constitutes an attractive alternative to other forms of acquiring treasury shares. Thereby, the Company is provided with more flexibility. At the same time, the Company is enabled to place its shareholdings with a wide range of investors. In order to determine an exchange ratio that is widely accepted in the market, shareholders may be asked to submit offers for exchange within the framework of a range set by the Company.

When acquiring treasury shares through a public Acquisition or Exchange Offer, the principle of equal treatment has to be observed. In the event that a public Acquisition or Exchange Offer is oversubscribed, the acceptance is to be effected in proportion to the respective shares offered. However, it should be permissible to provide for a preferred acceptance of small offers or small portions of offers of up to a maximum of 150 shares. This option is intended to avoid fractional amounts when determining acquisition quotas and small remainders, which facilitates technical processing. This is intended to apply *mutatis mutandis* in the event the Company publicly solicits shareholders to submit offers and more shares are offered than the Company is willing to acquire.

### **Acquisition through derivatives (put or call options)**

The authorization further provides that derivatives in the form of put or call options or a combination thereof may be used for the purpose of acquiring treasury shares. In this regard, where derivatives in the form of put or call options or a combination thereof are being used, treasury shares of up to a total maximum of 5% of the share capital may be acquired. By means of this additional alternative course of action, the Company expands its possibilities for structuring the acquisition of treasury shares in an optimal manner. The Management Board intends to use put and call options only as a supplement to the conventional repurchase of shares.

It may be advantageous to the Company to sell put options or to acquire call options instead of directly acquiring shares of the Company.

When granting a put option, the Company grants to the acquirer of the put option the right to sell shares of the Company to the Company at a price stipulated in the put option (strike price). As a so-called writer (*Stillhalter*), the Company is obliged to acquire the number of shares stipulated in the put option at the strike price if the put option is exercised. As consideration, the Company receives an option premium in return when granting the put option.

Exercising the put option is economically reasonable for its holder if the market price of the Company's share is lower than the strike price. If the put option is exercised, the liquidity outflow occurs on the exercise date. The option premium paid by the acquirer of the put option reduces the total consideration paid by the Company for the acquisition of the share. If the option is not exercised, the Company is unable to acquire treasury shares in this manner. However, it still retains the option premium received on the day on which the option was granted. When acquiring a call option, the Company receives the right against payment of an option premium, to purchase a previously determined number of shares at a previously determined price (strike price) from the seller of the option, the writer (*Stillhalter*). The Company thus purchases the right to acquire treasury shares. Exercising the call option is economically reasonable for the Company if the market price of the Company's share is higher than the strike price, as the Company is then able to purchase the shares from the writer (*Stillhalter*) at the lower strike price. By acquiring call options, the Company is able to hedge against rising share prices. In addition, the Company's liquidity is spared, since the fixed acquisition price for the shares must be paid only when the call option is exercised.

The term of an individual option may not exceed a total period of 18 months from the date of its conclusion and ends, in any event, upon the expiry of the term of the authorization, i.e. on 14 May 2029.

The purchase price (not including incidental acquisition costs, but taking into account the option premium paid or received, respectively) paid for the acquisition of the shares by the Company when exercising the options may not exceed the average market price of the share of the Company on the Frankfurt Stock Exchange during the last three exchange trading days prior to the conclusion of the respective option transaction, as determined based on the arithmetic means of the auction closing prices in Xetra trading, by more than 10% and may not fall below such arithmetic means by more than 20%.

The option transactions described herein are to be concluded with a financial institution or on the stock exchange. The right of the shareholders to conclude such option transactions with the Company is excluded in application, *mutatis mutandis*, of section 186 para. 3 sentence 4 AktG. Thereby, the management is enabled - in contrast to cases where an offer for the acquisition of the options is made to all shareholders - to conclude option transactions at short notice. By virtue of the determination of the option premium and the strike price described above, the shareholders are not negatively affected economically by the acquisition of treasury shares using put and call options. Since the Company receives or, respectively, pays a fair market price, the shareholders not participating in the option transactions do not lose any value. This is equivalent in effect to the position of the shareholders in case of a repurchase of shares through the stock exchange, where not all shareholders are actually able to sell shares to the Company. Insofar, the requirements of section 186 para. 3 sentence 4 AktG are fulfilled, according to which an exclusion of subscription rights is justified if the economic interests of the shareholders are safeguarded due to a price determination which is close to market conditions.

### **Resale of the acquired shares at a price close to market conditions**

With regard to the resale of acquired treasury shares, the authorization provides that the subscription right may be excluded in accordance with section 186 para. 3 sentence 4 AktG. In this regard, the selling price will closely reflect the respective current stock exchange price and will only insignificantly fall below it, if at all.

This exclusion of the subscription right provided for by statutory law (section 186 para. 3 sentence 4 AktG) serves the interest of the Company to be able, for example, to sell treasury shares to new shareholder groups at home and abroad. In this respect, opportunities may arise, in particular, under the current conditions of the respective stock markets, which have to be seized quickly, flexibly, and in a cost-efficient manner.

The Management Board will only use this authorization in such manner that the sum of the shares disposed of during the term of this authorization pursuant to this authorization, of the shares issued utilizing authorized capital against cash contribution and of the conversion and option rights for shares granted upon issuance of bonds carrying conversion or option rights or, respectively, conversion obligations against cash contribution - in each case excluding shareholders' subscription rights pursuant to section 186 para. 3 sentence 4 AktG - does not exceed 20% of the share capital at the time of the passing of the resolution regarding the disposal of the shares.

### **Resale of the acquired shares against, inter alia, consideration in kind**

The authorization further provides for an exclusion of subscription rights to allow the shares to be disposed of directly or indirectly against consideration in kind, including, in particular, in connection with business combinations or the acquisition of businesses, or parts thereof, interests in other companies, or other assets. For the purposes of this provision, "selling" is also the granting of conversion or subscription rights as well as call options and the transfer of shares as part of securities lending transactions. The Company is faced with increasing global competition also when acquiring companies. This international competition as well as the globalization of the economy increasingly require companies to be in a position to use treasury shares as consideration for planned acquisitions. The authorization proposed herein provides the Company with the required flexibility in order to be able to quickly and flexibly acquire companies or shareholdings therein in exchange for treasury shares without the need for capital measures. The authorization further provides that treasury shares may also be used to terminate or settle valuation proceedings under company law (*gesellschaftsrechtliches Spruchverfahren*). This provides the Company with more flexibility in order to settle such proceedings.

The total amount of the shares issued against contributions in cash or in kind and issued or disposed of with an exclusion of the subscription right may not exceed 20% of the share capital at the time this authorization takes effect or, should this value be lower, at the time of the utilization of this authorization. This 20% limit must include such shares which were issued or disposed of during the term of the authorization with an exclusion of the subscription right pursuant or according to section 186 para. 3 sentence 4 AktG as well as issued against contributions in kind under the 2024 Authorized Capital, and such shares which are to be issued during the term of this authorization in respect of bonds carrying conversion or option rights or conversion obligations which were issued with an exclusion of the shareholders' subscription right.

Therefore, if, for example, shares in an amount of 15% of the share capital have already been issued from the authorized capital against contributions in kind with an exclusion of the subscription right, only treasury shares in the maximum amount of 5% of the share capital may still be disposed of with an exclusion of the subscription right pursuant to section 186 para. 3 sentence 4 AktG. In the event that, in addition, convertible bonds have been issued with an exclusion of the subscription right, in application, mutatis mutandis, of section 186 para. 3 sentence 4 AktG, the amount of the share capital for which shares may be issued under this authorization with an exclusion of the subscription right is reduced accordingly.

### **Resale of acquired shares in connection with convertible bonds and bonds with warrants as well as to employees**

Furthermore, the authorization provides that treasury shares may be used, with an exclusion of the shareholders' subscription right, in order to satisfy conversion or option rights or, respectively, conversion obligations of creditors of bonds issued by the Company or its group companies. This may be useful in the course of a capital increase in order to use treasury shares, in whole or in part, for the fulfilment of conversion or option rights or, respectively, for the fulfilment of the conversion obligations. In this regard, it has to be taken into account that, as a general rule, subject to the adoption of deviating resolutions by the General Meeting, the bonds themselves may only be issued in observance of the shareholders' subscription right, with the consequence that, indirectly, the shareholders' subscription right is preserved.

Besides, acquired treasury shares may be offered for acquisition, with or without consideration, to current or former employees of the Company or its affiliates with an exclusion of the shareholders' subscription rights. In the context of stock-based compensation plans, they may also be used for transfer to the aforementioned employees.

### **Redemption of treasury shares**

Finally, the treasury shares may be redeemed by the Company without any further resolution of the General Meeting being required. The Management Board will only make use of this authorization if it believes after diligent consideration of all relevant issues that the redemption of the treasury shares is in the interest of the Company and, thus, of its shareholders.

# VI. Additional information and notifications

## 1. Total number of shares and voting rights

As of the date of invitation to the General Meeting, the share capital of Uniper SE is EUR 416,475,332.00 and is divided into 416,475,332 no-par value registered shares (shares without a nominal amount), each carrying one vote. The total number of voting rights on the date of invitation to the General Meeting is therefore 416,475,332.

## 2. General Meeting without physical presence of the shareholders or their proxies

On the basis of the authorization in section 17 para. 2 sentence 1 of the Company's Articles of Association, the Management Board has decided to hold the General Meeting as a virtual General Meeting pursuant to section 118a para. 1 sentence 1 AktG without the shareholders or their proxies being physically present. Shareholders or their proxies (with the exception of the Company-appointed proxies) are excluded from being physically present at the place of the General Meeting, Rotterdamer Straße 141, 40474 Düsseldorf.

In view of the fact that the General Meeting will be held in the form of a virtual meeting in line with the provision contained in section 118a AktG, we would like to ask you to pay particular attention to the notifications, in particular on the possibility of following the General Meeting via audiovisual means, on exercising voting rights, the right to submit motions, the right to submit statements, the right to speak, the right to request information and the right to object to resolutions.

## 3. Registration for the General Meeting, access to the password-protected online service

Only shareholders who have registered with Uniper SE by no later than the end of

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and whose registered shares are registered in the share register are entitled to attend the General Meeting (i.e. for the electronic connection to the General Meeting online) – themselves or by proxy – and exercise their voting rights as well as shareholders' rights requiring attendance. Pursuant to section 67 para. 2 sentence 1 AktG, rights and obligations arising from shares only exist in relation to the Company for and against those entered in the share register.

The registration has to be submitted in German or English and sent either to the following address:

**Uniper SE Hauptversammlung  
c/o ADEUS Aktienregister-Service-GmbH  
20558 Hamburg  
Germany**

or by fax or e-mail to:

**Fax: +49 89 207037951  
e-mail: hv-service.uniper@adeus.de**

or using the password-protected online service on the internet in compliance with the procedure specified by Uniper SE at:

**[www.uniper.energy/gm-service](http://www.uniper.energy/gm-service)**

The password-protected online service will be available to the shareholders and their proxies for the purpose of registering for the General Meeting and exercising shareholders' rights from the date of the distribution of the invitation by email to the end of the General Meeting.

Shareholders who wish to log into the password-protected online service require their shareholder number and the corresponding access password. Shareholders who have already registered for e-mail distribution of the invitation to the General Meeting will receive their shareholder number together with the invitation e-mail to the General Meeting and must use the access password specified upon registration. All other shareholders registered in the share register will receive their shareholder number and their access password together with the invitation letter for the General Meeting.

In order to be able to access the password-protected online service, proxies will receive their own access data by letter once they have provided evidence of their authorization. Authorization should thus be granted as early as possible in order to ensure that proxies receive their access data in good time.

Shareholders registered in the share register who are not registered for the General Meeting also have access to the online service. However, without proper registration for the General Meeting, shareholders cannot connect to the General Meeting electronically and cannot exercise any shareholder rights at the General Meeting. Shareholders who are not duly registered can therefore only follow the meeting as spectators via the audiovisual transmission.

Further information on the procedure when using the password-protected online service is available at:

**[www.uniper.energy/gm-service](http://www.uniper.energy/gm-service).**

In order to register for the General Meeting and exercise shareholder rights, in particular voting rights, the shareholdings recorded in the share register as at the end of 8 May 2024 are relevant. Any applications for the transfer of entries in the share register which are received after the end of 8 May 2024 (technical record date or *maßgeblicher Bestandsstichtag*), but before the end of the General Meeting on 15 May 2024, will be processed and taken into account in the share register only with effect after the General Meeting on 15 May 2024. The status of the share register at the time the General Meeting is held is thus identical to the status of the share register at the end of 8 May 2024. All acquirers of shares in the Company who have not yet been registered in the share register are therefore asked to submit their applications for the transfer of entries in good time.

Intermediaries listed in the share register may register for the General Meeting and exercise voting rights for shares which they do not own only if authorized by the corresponding shareholder.

Registering for the General Meeting does not affect the transferability of the shares concerned. Shareholders are still free to dispose of their shares after having registered for the General Meeting.

#### **4. Audiovisual transmission of the General Meeting, electronic connection**

Shareholders registered in the share register and their proxies can follow the entire General Meeting on the day of the General Meeting starting at 10:00 hours CEST via audiovisual transmission online via the password-protected online service available at:

**[www.uniper.energy/gm-service](http://www.uniper.energy/gm-service).**

To this end, shareholders must log into the password-protected online service by using their access data as set out under section VI.3. above.

Shareholders or, if third parties (with the exception of the Company-appointed proxies) are authorized, such authorized proxies will be electronically connected to the virtual General Meeting if they have duly registered for the General Meeting and successfully logged into the password-protected online service for shareholders of Uniper SE for the duration of the virtual General Meeting on 15 May 2024.

On 15 May 2024 during the General Meeting, the shareholder can electronically connect to the General Meeting by logging into the password-protected online service.

The shareholder can also appoint one or several third parties to represent him/her at the General Meeting (cf. section VI. 6.). In that case, he/she can only connect electronically to the General Meeting and thus exercise all participation rights in the General Meeting if he/she logs into the password-protected online service during the General Meeting on 15 May 2024 and revokes any authorizations issued to third parties. In contrast, authorizations issued to the Company-appointed proxies do not need to be revoked. Any potential absentee votes or instructions to the Company-appointed proxies (see section VI.6) remain unchanged by a respective revocation. Even without a respective revocation, it is possible to follow the live stream of the General Meeting as well as vote or amend votes via the password-protected online service.

On 15 May 2024 during the General Meeting, a proxy can electronically connect to the General Meeting by logging into the password protected online service.

If the shareholder or his/her proxy has authorized another third party or multiple third parties to represent him/her at the General Meeting, the respective proxy can only electronically connect and thus exercise all participation rights in the General Meeting if he/she logs into the password-protected online service during the General Meeting on 15 May 2024 and revokes the authorizations granted to further third parties via the password-protected online service. In contrast, authorizations issued to the Company-appointed proxies do not need to be revoked. Also in this case, any potential absentee votes or instructions to the Company-appointed proxies remain unchanged by respective revocations. Even without a respective revocation, it is possible to follow the live stream of the General Meeting as well as vote or amend votes via the password-protected online service.

Use of the password-protected online service during the virtual General Meeting and the electronic connection to the meeting is only possible if the requirements set out under section VI.3. above have been met at all times.

## 5. Submitting absentee votes (Briefwahl)

Shareholders may exercise their voting rights at the virtual General Meeting through absentee voting. In this case timely registration, **i.e. by no later than the end of 8 May 2024**, and registration of the relevant shares in the share register in accordance with the requirements specified in section VI.3. above are required. The shareholdings registered in the share register as at the end of 8 May 2024 are relevant in particular in this context, too.

Shareholders may exercise their voting rights by absentee voting either in written form (by letter or fax) or electronically (by e-mail or by entering their vote in the password-protected online service).

Voting rights exercised in written form must be exercised by using the form provided to the shareholders together with the invitation, which is to be sent to the address or fax number specified in section VI.3. above.

Voting rights exercised electronically must be exercised either by using the form provided to the shareholders together with the invitation, which is to be sent to the e-mail address specified in section VI.3. above, or by using the password-protected online service at

**[www.uniper.energy/gm-service](http://www.uniper.energy/gm-service).**

If shareholders register for the General Meeting via the password-protected online service, this will not be deemed a vote cast (equivalent to a "no vote") as long as and to the extent that such shareholders do not exercise their voting rights. **Votes can be initially submitted and subsequently changed** at any time after timely registration until the deadlines as determined by the chairman in connection with the voting on the day of the General Meeting after prior announcement.

Intermediaries, shareholders' associations, proxy advisors or other persons specified in section 135 para. 8 AktG and authorized third parties (see section VI.6 below) who have been authorized by shareholders may also make use of absentee voting in accordance with the rules specified above and in compliance with the deadlines stated.

## 6. Exercise of voting rights by proxies

Shareholders may have their voting rights exercised by authorized persons such as intermediaries, shareholders' associations, proxy advisors or proxies of Uniper SE or third parties. If a shareholder appoints more than one proxy, the Company is entitled to refuse one or more of them.

In the case of voting rights exercised by proxy, timely registration by the shareholder or the proxy and registration in the share register in accordance with the requirements specified in section VI.3. above are also required **by no later than the end of 8 May 2024**. The shareholdings registered in the share register as at the end of 8 May 2024 are relevant in particular in this context, too.

Intermediaries, shareholders' associations, proxy advisors and authorized third parties may also have their voting rights exercised by issuing proxy authorizations and instructions exclusively to the Company-appointed proxies or by way of absentee voting (see section VI.5 above).

The proxy authorization must be granted or revoked and proof of authorization provided to Uniper SE in text form and must be sent to the address, fax number or e-mail address specified above in section VI.3.

If authorizations to exercise voting rights are issued to intermediaries, shareholders' associations, proxy advisors or other persons specified in section 135 para. 8 AktG, the relevant processes and forms of such authorization must be based on the relevant requirements of the recipients, who are to be contacted in due time in this context. Intermediaries, shareholders' associations and proxy advisors or equivalent persons or institutions who participate in the password-protected online service of the Company can also be authorized via the password-protected online service in line with the procedure specified by the Company at

**[www.uniper.energy/gm-service](http://www.uniper.energy/gm-service).**

Please use the authorization option provided for in the registration form, if possible. A sample form for authorization is also available on the internet at

**[www.uniper.energy/gm](http://www.uniper.energy/gm).**

Proxies appointed by Uniper SE may also be authorized using the password-protected online service at

**[www.uniper.energy/gm-service](http://www.uniper.energy/gm-service).**

The proxies will exercise the voting rights exclusively on the basis of the instructions issued by the respective shareholder; they are obliged to vote in accordance with the instructions issued to them. The representation by Company-appointed proxies will be limited to exercising the right to vote on agenda items, motions and election proposals in accordance with instructions issued; they will not exercise the right to vote at their own discretion. Company-appointed proxies will not accept instructions to exercise other shareholder rights, in particular instructions to submit motions and election proposals, to make statements and to request information or to file objections against resolutions of the General Meeting.

Proxy authorizations and instructions to the Company-appointed proxies may be issued, in each case after the shareholders have been duly registered in line with the requirements set out in section VI.3. above, at any time both in advance of and during the General Meeting on 15 May 2024 until the deadlines as determined by the chairman in connection with the voting on the day of the General Meeting after prior announcement.

Authorizations can also be granted to third parties via the password-protected online service.

## 7. Supplementary regulations on the exercise of voting rights

If the Company receives divergent declarations on the exercise of voting rights for the same shareholding by different means of transmission, only the declaration submitted last will be considered. If it is not recognizable for the Company which of the declarations made in due form and time was submitted last, these declarations will be considered in the following order: (1) via the online service, (2) section 67c (1) and (2) sentence 3 AktG in conjunction with art. 2 paras 1 and 3 and art. 9 para. 4 of the Implementing Regulation (EU) 2018/1212 (3) declarations sent by e-mail, (4) declarations sent by letter.

If declarations with more than one form of voting are received by the same means of transmission outside the online service and it is not recognizable for the Company which of the declarations made in due form and time has been submitted last, the following will apply: absentee votes will have priority over the granting of proxy and instructions to the Company-appointed proxies, and the latter will have priority over the granting of proxy and instructions to an intermediary, a shareholders' association, a proxy advisor or a person equivalent to these pursuant to section 135 para. 8 AktG.

Should an individual vote be held on an agenda item without this having been communicated in advance of the General Meeting, an instruction to exercise the voting right that was previously given to the proxies on this agenda item or a vote cast on this agenda item by absentee vote will, insofar as it is not changed or revoked, also be deemed to be a corresponding instruction or corresponding vote for each item of the associated individual vote.

## 8. Further voting information

If the voting right is exercised by means of an electronic absentee vote, the receipt of the electronically cast vote will be confirmed electronically by the Company to the person casting the vote in accordance with the legal requirements.

In accordance with the legal requirements, persons casting votes can obtain confirmation from the Company via the online service within one month after the day of the General Meeting as to whether and how their vote was counted.

## 9. Special shareholders' rights

### a. Requests to have items added to the agenda – art. 56 sentence 2 and sentence 3 of the SE Regulation, section 50 para. 2 SEAG, section 122 para. 2 AktG

Pursuant to art. 56 sentence 2 and sentence 3 of the SE *Regulation*, section 50 para. 2 SEAG, section 122 para. 2 AktG, shareholders whose shares amount in aggregate to one twentieth of the share capital or represent an amount of the share capital corresponding to EUR 500,000 (the latter amount equaling 500,000 shares in Uniper SE) may request that items be added to the agenda and published.

Any new item has to be accompanied by a statement of reason or a resolution proposal. The request has to be addressed in writing to the Management Board of the Company and has to be received by the Company at least 30 days prior to the General Meeting of the Company, i.e. **by no later than the end of 14 April 2024**. Any request to have items added to the agenda is to be sent to the following address:

**Uniper SE  
– Vorstand –  
Holzstraße 6  
40221 Düsseldorf  
Germany**

Any additions to the agenda which have to be published – to the extent that they have not already been published together with the convening notice of the General Meeting – will be announced in the German Federal Gazette (*Bundesanzeiger*) without undue delay following receipt of such request including name and place of residence or registered office of the requestor. In addition, they will be published online at

**[www.uniper.energy/gm](http://www.uniper.energy/gm).**

**b. Counter-motions and election proposals as well as motions – section 118a para. 1 sentence 2 no. 3, section 126 paras 1 and 4, section 127, section 130a para. 5 sentence 3, para. 6 AktG**

Shareholders have the opportunity to submit counter-motions against proposals of the Management Board and/or Supervisory Board on specific items of the agenda as well as election proposals for any election of Supervisory Board members and/or auditors to the Company prior to the General Meeting in line with section 126 para.1 and section 127 AktG. The Company will publish any counter-motions and election proposals on the Company's website provided the relevant statutory provisions are met.

If counter-motions and election proposals are to be published in advance by Uniper SE in accordance with section 126 paras 1 to 3 and section 127 AktG, they must be sent to the following address or e-mail address **by no later than the end of 30 April 2024**:

**Uniper SE  
– Vorstand –  
Holzstraße 6  
40221 Düsseldorf  
Germany**

**[gegenantraege@uniper.energy](mailto:gegenantraege@uniper.energy)**

The Company will make available counter-motions and election proposals received by the Company at the above address or e-mail address **by no later than the end of 30 April 2024**, including the name of the shareholder, any statement of reasons and any statement by the management, without undue delay on the Company's website at

**[www.uniper.energy/gm](http://www.uniper.energy/gm).**

The Management Board and the Supervisory Board reserve the right to comment on counter-motions and election proposals during the General Meeting. Counter-motions and election proposals which are sent to a different address will not be considered. In addition, the Company may refrain from publication in whole or in part if certain further requirements specified in more detail in section 126 paras 1 to 3 or section 127 AktG are fulfilled or may summarize counter-motions or election proposals and their statements of reason. No statement of reason is required at least in case of an election proposal. Election proposals for election to the Supervisory Board have to include the name, current profession and place of residence of the proposed person as well as his/her membership on other supervisory boards to be established pursuant to statutory provisions in Germany. The relevant information, including the name of the shareholder, any statement of reason to be made accessible, mandatory information pursuant to section 127 sentence 4 AktG and any statement by the management, will be published on the internet at

**[www.uniper.energy/gm](http://www.uniper.energy/gm).**

Pursuant to section 126 para. 4 AktG, motions or election proposals from shareholders which have to be made available in accordance with section 126 paras 1 to 3 or section 127 AktG are deemed to have been submitted at the time of being made available. The voting right can be exercised in respect of the motion or election proposal via the password-protected online service once shareholders are able to demonstrate compliance with the legal or statutory requirements for exercising the voting right, i.e. if the requirements specified in section VI.3. for registration for the General Meeting have been met. If the shareholder submitting the motion or election proposal has not been duly legitimised and registered for the General Meeting, the motion does not have to be discussed at the meeting.

The right of the chairman of the meeting to have management proposals voted on first remains unaffected. If the management proposals are accepted with the necessary majority, any related counter-motions or (deviating) election proposals are deemed obsolete.

In addition, shareholders and their proxies who are electronically connected to the meeting may also submit motions and election proposals to the meeting via video link using the password-protected online service (see also section VI.9.d.).

**c. Right to submit statements – sections 118a para. 1 sentence 2 no. 6 and 130a paras 1 to 4 AktG**

Shareholders who have duly registered for the General Meeting, i.e. who have met the requirements for registration and exercising voting rights pursuant to section VI.3., may submit statements in text form on the agenda items via the password-protected online service. A statement must not exceed a maximum of 10,000 characters (including spaces).

Statements must be submitted by no later than **9 May 2024, 24:00 hours (CEST)**, exclusively via the password-protected online service accessible on the Company's website at

**[www.uniper.energy/gm-service](http://www.uniper.energy/gm-service).**

Statements that were not submitted by a shareholder who is duly registered for the virtual General Meeting, which comprise more than 10,000 characters (including spaces) or where a case as provided for in section 130a para. 3 sentence 4 in conjunction with section 126 para. 2 sentence 1 no. 1, no. 3 or no. 6 AktG applies will not be made available.

Any shareholder statements that were duly submitted on time and are to be made available will be published in the language in which they were submitted, together with any management statement, by no later than 10 May 2024, 24:00 hours (CEST), via the password-protected online service accessible on the Company's website at

**[www.uniper.energy/gm-service](http://www.uniper.energy/gm-service)**

for all shareholders and their proxies registered for the General Meeting.

The opportunity to submit statements does not constitute an opportunity to submit questions in advance pursuant to section 131 para. 1a AktG; motions, election proposals, questions and objections to General Meeting resolutions included in the submitted statements will not be taken into account at the General Meeting; motions and election proposals can be submitted, the right to request information asserted and objections filed against General Meeting resolutions only using the methods specifically described in this invitation.

**d. Right to speak – sections 118a para. 1 sentence 2 no. 7 and section 130a paras 5 and 6 AktG**

Shareholders or their proxies who are electronically connected to the General Meeting will be granted a right to speak via video link in order to address the General Meeting.

The request to speak can be registered from the beginning of the meeting via the passwordprotected online service. Such speeches may contain motions and election proposals pursuant to section 118a para. 1 sentence 2 no. 3 AktG and requests for information pursuant to section 131 para. 1 AktG. No other manner of submitting questions by way of electronic or other communication, either before or during the General Meeting, has been provided for. The chairman of the meeting will explain the procedure for addressing the General Meeting and giving speakers the floor in more detail at the General Meeting.

Pursuant to section 19 para. 3 sentence 1 of the Company's Articles of Association, reasonable time restrictions may be applied by the chairman to the shareholders' right to ask questions, submit enquiries and speak at the General Meeting. The chairman is in particular entitled, pursuant to section 19 para. 3 sentence 1 of the Company's Articles of Association, to determine a reasonable time frame for the course of the meeting as well as for the discussion of the items on the agenda and for the individual enquiries and speeches at the beginning of the General Meeting or during its course.

The Company reserves the right to test the functionality of the video link, i.e. the audiovisual transmission between the shareholder and the Company, in the General Meeting and prior to the shareholder addressing the General Meeting and to refuse to allow them to speak if functionality cannot be guaranteed. For the purposes of video communication, shareholders should therefore have a web-enabled device with a camera and microphone and a stable internet connection. However, no software components or apps need to be installed on the end devices.

**e. Right to request information – sections 118a para. 1 sentence 2 no. 4 and sections 131 and 130a para. 5 sentence 3 and para. 6 AktG**

Pursuant to section 118a para.1 sentence 2 no. 4 and section 131 AktG, any shareholder or proxy who is electronically connected to the General Meeting must, on request, be given information by the Management Board on the Company's affairs, as well as on the legal and business relationships of Uniper SE with affiliates and on the situation of the group as a whole and the entities included in the consolidated financial statements, at the General Meeting, provided such information is necessary in order to make an informed judgement on an agenda item and the Management Board does not have a right to refuse to disclose such information.

Pursuant to section 19 para. 3 sentence 1 of the Company's Articles of Association, reasonable time restrictions may be applied by the chairman to the shareholders' right to ask questions and speak at the General Meeting. The chairman is in particular entitled, pursuant to section 19 para. 3 sentence 1 of the Company's Articles of Association, to determine a reasonable time frame for the course of the meeting as well as for the discussion of the items on the agenda and for the individual enquiries and speeches at the beginning of the General Meeting or during its course.

It is intended that the chairman will order, in line with section 131 para.1f AktG, that all types of rights to request information pursuant to section 131 para.1 AktG may be exercised at the General Meeting only via video link using the password-protected online service, i.e. in the context of the right to speak (see also section VI.9.d.). No other submission of questions by way of electronic or other communication is provided for, neither before nor during the General Meeting.

**f. Right of objection – section 118a para. 1 sentence 2 no. 8 AktG in conjunction with section 245 AktG**

Shareholders and their proxies who have duly registered and are electronically connected to the General Meeting have the right to object to the resolutions passed by the General Meeting by submitting their objection electronically to the notary instructed to keep the record of the General Meeting using the password-protected online service for shareholders via the Company's website at

**[www.uniper.energy/gm-service](http://www.uniper.energy/gm-service)**

in line with the procedure laid down therein by Uniper SE. Corresponding declarations may be submitted from the opening of the General Meeting up to its closing by the chairman of the General Meeting. The information contained in section VI.3. should be noted in the context of accessing the password-protected online service.

**g. Further information on shareholders' rights**

Further information regarding the rights of shareholders pursuant to art. 56 sentence 2 and sentence 3 of the SE *Regulation*, section 50 para. 2 SEAG, sections 118a, 122 para. 2, 126 paras 1 and 4, 127, 130a, 131 para. 1 in conjunction with section 245 AktG is available on the internet at

**[www.uniper.energy/gm](http://www.uniper.energy/gm)**

## **10. Website on which the information pursuant to section 124a AktG is available / Additional information**

The information pursuant to section 124a AktG and the information pursuant to section 125 AktG in conjunction with Commission Implementing Regulation (EU) 2018/1212 as well as the current version of the Company's Articles of Association are available on the internet under

**[www.uniper.energy/gm](http://www.uniper.energy/gm).**

All of the aforementioned information will also be accessible during the General Meeting via the above-mentioned website.

Furthermore, the voting results will also be published on the above-mentioned website after the General Meeting in accordance with section 130 para. 6 AktG.

The list of participants will be made available to all shareholders and proxies electronically connected to the General Meeting via the online service, which can be accessed at the above-mentioned website, as soon as it is completed during the virtual General Meeting.

## **11. Times**

Unless expressly stated otherwise, all times in this invitation to the General Meeting refer to Central European Summer Time (CEST) applicable in Germany.

## **12. Information for shareholders regarding data protection**

The protection of your data and the lawful processing of such data have a high priority for us.

Our privacy policy summarizes all information regarding the processing of personal data of our shareholders clearly in one place.

The information on data protection for shareholders can be found at

**[www.uniper.energy/privacy-policy/shareholders](http://www.uniper.energy/privacy-policy/shareholders).**

In addition, it is available on the internet at

**[www.uniper.energy/gm](http://www.uniper.energy/gm).**

The Company's general information on data protection can be found at

**[www.uniper.energy/privacy-policy](http://www.uniper.energy/privacy-policy).**

Düsseldorf, April 2024

The Management Board

**Uniper SE**  
Holzstraße 6  
40221 Düsseldorf  
Germany

[www.uniper.energy](http://www.uniper.energy)

HRB 77425, Local court of Düsseldorf

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