

Section 172 (1) and Corporate Governance Statement

In accordance with Section 172 (1) of the Companies Act 2006 ('s172'), a director of a company must act in the way he/she/they considers, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole. The Company ensures this by carrying out the following in line with the corporate governance code. The Company applies its own corporate governance code but can be explained more fully by using the six Wates principles as shown below. There was no departure from these principles.

Opportunity and Risk

(a) The directors hold regular board meetings to discuss matters on the agenda which affect the opportunities and risks to the company. Agenda items include areas such as Risk, Remuneration, Policy & Procedures and Compliance to laws and regulations. The company takes account of the likely effects of decisions in the long term by including the attendance to these meetings by expert representatives of the specific areas who help aide decision making are ensure that decisions made are aligned with the Uniper's strategic goals.

Stakeholder relationships and engagement

(b) Key figures in the business are responsible for meeting customers, suppliers and any other stakeholders on a regular basis to discuss matters of mutual concern. This is particularly relevant in the area of political affairs, employee engagement and customers relations. Key suppliers and customers are liaised with on a regular basis by the UK function representatives so that matters of business are discussed and working relationships are strengthened. The business holds regular town hall meetings, the purpose of which is to cascade the results and future plans to colleagues in the business and take any questions or suggestions from them, in effect a forum for open communication between the Board and employees is maintained and encouraged. This ensures that the opinions and ideas of all those impacted are taken into consideration.

Remuneration

(c) Forums are also carried out in regards to remuneration with trade unions and employees. These forums are attended by the Company and employee representatives to align the group strategy of retention and remuneration with pay increases and bonus structures.

Director Responsibilities

(d) The board of directors take the issue of the impact of the business on the community and the environment very seriously and keep this area constantly under review with the assistance of the HSSE and HR function in the UK. Regular monitorisation of accidents, health related issues, safety of sites and wellbeing of employees, as well as constant update of working practices such as flexible working and DEI ensure that the Company remain focused at all times on its impact at a wider level.

Purpose and Leadership

(e) The strategy and purpose of the Company and Uniper as a whole – Flexible, balanced, bespoke – are fully dedicated to sustainability. The Directors discuss on a regular basis how the Company is meeting the Group wide strategy in place at that point in time, and what else it can do to fulfil these pillars by focusing on accelerating the energy transition and ensuring security of supply.

Board Composition

(f) All decisions made by the board, comprising of men and women who demonstrate excellence in their field, are approved by the majority of the directors and are assessed to ensure the likely effects of decisions in the long term are aligned with those of Uniper SE and the supervisory board, through approval panels and close discussions with the supervisory board and board of management. The composition of the board of Directors ensures that there is a breadth of knowledge and expertise at the Board level decision making process.

Further details are outlined in the Group's Sustainability Report 2023, which all Uniper entities must abide by. <https://www.uniper.energy/sites/default/files/2024-04/2023%20Sustainability%20Report%20EN.pdf>



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