



Annual General Meeting
of Uniper SE on 8 May 2025

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 8 May 2025, 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).¹

The Board of Management has decided, based on the authorization in section 17 para. 2 sentence 1 of Uniper SE's (hereinafter also the **“Company”**) 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”)²

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, which is available at:

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 proxy 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 II.

¹ 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.

² 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 2024, together with the combined management report for Uniper SE and the Uniper Group for financial year 2024 and the report of the Supervisory Board

On 24 February 2025, the Supervisory Board approved the annual financial statements and the consolidated financial statements prepared by the Board of Management, 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 Board of Management 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

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

2. Resolution on the appropriation of distributable profit

The Company received stabilisation measures on the basis of the framework agreement concluded with the German government on 19 December 2022.

In accordance with the statutory provisions of section 29 (1a) sentence 9 German Energy Security of Supply Act, no dividends or other profit distributions that are not contractually or legally owed may be paid during the period in which the stabilization measures are in place.

The Supervisory Board and the Board of Management therefore propose that Uniper SE's distributable profit (*Bilanzgewinn*) for the 2024 financial year in the amount of EUR 262,323,685.71 be allocated to increase other retained earnings.

3. Resolution on the discharge (*Entlastung*) of the members of Uniper SE's Board of Management for financial year 2024

The Supervisory Board and the Board of Management propose to discharge the members of the Board of Management of Uniper SE who were in office in financial year 2024 for such period:

- a) Mr Michael Lewis
- b) Dr Jutta Dönges
- c) Mr Holger Kreetz
- d) Dr Carsten Poppinga

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

4. Resolution on the discharge (*Entlastung*) of the members of Uniper SE's Supervisory Board for financial year 2024

The Supervisory Board and the Board of Management propose to discharge the members of the Supervisory Board of Uniper SE who were in office in financial year 2024 for such period:

- a) Mr Thomas Blades
- b) Prof Dr Werner Brinker
- c) Ms Judith Buss
- d) Mr Holger Grzella
- e) Dr Gerhard Holtmeier
- f) Ms Diana Kirschner
- g) Ms Victoria Kulambi

- h) Mr Magnus Notini
- i) Dr Marcus Schenck
- j) Mr Immo Schlepper
- k) Mr Harald Seegatz
- l) 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.

5. 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:

- a) PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Düsseldorf, is appointed as auditor of the annual financial statements and consolidated financial statements for financial year 2025;
- b) PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Düsseldorf, is appointed as auditor for any potential review of abbreviated financial statements and interim management reports for financial year 2025; and
- c) Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Düsseldorf, is appointed as auditor for any potential review of the condensed financial statement and the interim management report for the first quarter of financial year 2026, which will be issued before the Annual General Meeting in 2026.

Pursuant to Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC ("**EU Auditor Regulation**"), Uniper SE is obliged to change its auditor at certain time intervals. The recommendation of the Audit Committee regarding the resolution proposal under lit. c) was preceded by a selection procedure carried out in accordance with art. 16 of the EU Auditor Regulation. Following this, the Audit Committee submitted a reasoned recommendation to the Supervisory Board in favour of Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Düsseldorf, and Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Düsseldorf, for the proposed audit mandate, and expressed a reasoned preference for Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Düsseldorf.

The Audit Committee has declared that its recommendation is free from any undue influence by a third party and that no clause limiting the choice within the meaning of art. 16 (6) of the EU Auditor Regulation has been imposed upon it.

6. Resolution on the appointment of the auditor for the sustainability report for financial year 2025

The Supervisory Board proposes to the General Meeting – based on the recommendation of the Audit and Risk Committee – to resolve as follows:

PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Düsseldorf, is appointed as the auditor of the sustainability report for financial year 2025. The resolution will only be implemented if the CSRD Implementation Act provides that any sustainability report that is to be prepared for financial year 2025 must be audited by an auditor to be appointed by the General Meeting.

The appointment of the auditor of the sustainability report by the General Meeting is carried out as a precautionary measure in light of Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022 amending Regulation (EU) No 537 /2014 and Directives 2004/109/EC, 2006/43/EC and 2013/34/EU as regards sustainability reporting by companies ("**Corporate Sustainability Reporting Directive, CSRD**"), which is to be transposed into national law. EU member states were obliged to transpose the CSRD into national law by 6 July 2024. However, the German legislator has not yet transposed the CSRD into German law ("**CSRD Implementation Act**"). In order to avoid holding another General Meeting in 2025 to elect an auditor for the Sustainability Report for the 2025 financial year, it is proposed that an auditor be appointed at the General Meeting on 8 May 2025.

7. Resolution on approving the compensation report for financial year 2024

Pursuant to section 162 AktG, the Board of Management 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 Board of Management 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 Board of Management propose to resolve as follows:

The General Meeting approves the compensation report for the financial year ending 31 December 2024.

The compensation report is available on the internet at

www.uniper.energy/gm

8. Resolution on the confirmation of the compensation system and the compensation for the members of the Supervisory Board

Pursuant to section 113 para. 3 AktG, the general meeting of a listed company shall resolve, at least every four years, on the compensation of the members of the supervisory board; a resolution confirming the existing compensation is permissible. The current compensation for the members of the Supervisory Board of Uniper SE, as set out in section 15 of the Company's articles of association, and the underlying compensation system were approved by the General Meeting on 19 May 2021.

An increase of 10% in the fixed compensation and in the additional compensation for membership of committees is proposed. The adjustment is based on the compensation for inflation that the members of the Board of Management have received since 1 October 2024.

The compensation system for the Supervisory Board ("**Compensation System for the Supervisory Board 2025**") is published on the internet at:

www.uniper.energy/gm

The Supervisory Board and the Board of Management propose the following resolutions:

a) The compensation system for the Supervisory Board 2025 – as accessible on the internet at www.uniper.energy/gm – is approved.

b) Section 15 of the articles of association of Uniper SE is amended as follows:

"(1) The members of the Supervisory Board shall receive on an annual basis a compensation in the amount of € 77,000. The Chairmen and members of the committees shall receive additionally on an annual basis as compensation:

(a) function in the audit and risk committee: Chairman: € 77,000; member: € 38,500;

(b) function in other committees: Chairman: € 38,500; member: € 16,500;

(c) acting as a member of the nomination committee or of any committee established for particular individual case does not entitle the member to additional compensation. In case a member of the Supervisory Board has functions in more than one committee, only the function in the committee with the highest compensation entitles to additional compensation.

- (2) The Chairman of the Supervisory Board shall receive on an annual basis a compensation in the amount of € 231,000, each of his Deputy Chairmen € 154,000. Such compensation also covers functions as chairman or member of a committee.
 - (3) In case of changes in the Supervisory Board during a year, the payment of the compensation for the running financial year is made pro rata temporis.
 - (4) The company reimburses the members of the Supervisory Board for their expenses incurred through their mandate as members of the Supervisory Board, which includes also applicable VAT on their compensation and reimbursement payments.
 - (5) The company may take out liability insurance covering the statutory liability arising from the actions as a Supervisory Board member for the benefit of the Supervisory Board members."
- c) The above compensation for the Supervisory Board shall apply from the day of the Annual General Meeting on 8 May 2025.

II. 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 Board of Management 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

1 May 2025

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

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.

To log in to the password-protected online service, shareholders need their shareholder number and the corresponding access password. Shareholders who receive the invitation to the General Meeting by e-mail will be sent the information required to log in to the online service with the invitation e-mail. All other shareholders entered in the share register will receive their login data for the online service with the invitation to 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

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 1 May 2025 are relevant. Any applications for the transfer of entries in the share register which are received after the end of 1 May 2025 (technical record date or *maßgeblicher Bestandsstichtag*), but before the end of the General Meeting on 8 May 2025, will be processed and taken into account in the share register only with effect after the General Meeting on 8 May 2025. 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 1 May 2025. 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

To this end, shareholders must log into the password-protected online service by using their access data as set out under section II.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 8 May 2025.

On 8 May 2025 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 II. 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 8 May 2025 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 II.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 8 May 2025 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 8 May 2025 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 II.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 1 May 2025**, and registration of the relevant shares in the share register in accordance with the requirements specified in section II.3. above are required. The shareholdings registered in the share register as at the end of 1 May 2025 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 II.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 II.3. above, or by using the password-protected online service at

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 II.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 II.3. above are also required **by no later than the end of 1 May 2025**. The shareholdings registered in the share register as at the end of 1 May 2025 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 II.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 II.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

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

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

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 II.3. above, at any time both in advance of and during the General Meeting on 8 May 2025 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) declarations sent by e-mail, (3) 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 Board of Management 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 7 April 2025**. 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

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 Board of Management 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 and/or auditors of the sustainability report 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 23 April 2025**:

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

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 23 April 2025**, 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

The Board of Management 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

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 II.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 II.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 II.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 the end of 2 May 2025**, exclusively via the password-protected online service accessible on the Company's website at

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 the end of 3 May 2025**, via the password-protected online service accessible on the Company's website at

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 password-protected 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 Board of Management 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 Board of Management 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 II.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

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 II.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

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

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

In addition, it is available on the internet at

www.uniper.energy/gm

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

www.uniper.energy/privacy-policy

Düsseldorf, March 2025

The Board of Management

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Germany

www.uniper.energy

HRB 77425, Local court of Düsseldorf

Event ID: GMETUN0125RSDE