

## Compensation system for the Supervisory Board of Uniper SE

Pursuant to Section 113 (3) sentence 1 German Stock Corporation Act (Aktiengesetz – AktG), listed companies must resolve on the compensation of Supervisory Board members at least every four years, whereby a confirmatory resolution is possible pursuant to Section 113 (3) sentence 2 AktG. The compensation of the members of the Supervisory Board is governed by Section 15 of the Articles of Association of Uniper SE. It was last adjusted and resolved at the Annual Shareholders Meeting on May 19, 2021 with 99.92% approval. Therefore, the compensation of the Supervisory Board members must be submitted again to the Annual General Meeting in 2025 for resolution.

The basic system of the Supervisory Board compensation is to remain unchanged. An increase of 10% in both the fixed compensation and the additional compensation for membership of committees is proposed to compensate for inflation. The adjustment is based on the inflation adjustment that the members of the Board of Management received effective since October 1, 2024. The adjusted Supervisory Board compensation will be effective from the day of the Annual General Meeting on May 8, 2025.

The objective of the compensation system for the Supervisory Board is to strengthen the independence of the Supervisory Board as a governing body. The Supervisory Board is tasked with monitoring and advising the Board of Management in its management duties in accordance with the statutory provisions. Where determined by the Supervisory Board, significant transactions require its prior approval. The compensation of the Supervisory Board of Uniper SE takes account of these tasks and the associated performance of the Supervisory Board members. Therefore, next to fixed compensation, requirements specific to certain roles, burdens in terms of time and responsibilities are taken into account. This is achieved, on the one hand, through the greater emphasis on the compensation of the Chairman of the Supervisory Board and his deputies and, on the other hand, through the compensation for work on committees. The appropriate compensation in line with the duties of the role makes it possible to attract and retain suitable candidates for the office of the Supervisory Board. This contributes to the long-term development of Uniper Group.

When reviewing the compensation of the Supervisory Board, the appropriateness of the compensation of Supervisory Board members in relation to companies that are comparable to the Uniper Group in terms of country, size and economic situation (e.g. companies listed in the MDAX) is also regularly reviewed. An external and independent compensation consultant can provide support in this regard. The Supervisory Board, supported by the Executive Committee, proposes adjustments to the Supervisory Board compensation to the Annual Shareholders Meeting.

Members of the Supervisory Board receive an annual compensation of €77,000. The Chairman of the Supervisory Board receives an annual compensation of €231,000, his deputies €154,000 each. This also covers the memberships and chairmanships on committees.

Members of the Supervisory Board receive an additional annual compensation for holding memberships and chairmanships on committees:

- (a) Audit and Risk Committee: Chairmanship: €77,000; Membership: €38,500;
- (b) Other committees: Chairmanship: €38,500; Membership: €16,500;
- (c) Membership on the Nomination Committee and on committees formed on an ad hoc basis is not eligible for additional compensation.

If a Supervisory Board member belongs to more than one committee, compensation shall be paid only for the work in the Supervisory Board committee receiving the highest amount of compensation. In the event of changes in the Supervisory Board during the year, compensation shall be paid on a pro rata basis for the current fiscal year. The Company shall reimburse Supervisory Board members for expenses incurred in performing the duties of their office and any value added tax payable on the compensation and the expense reimbursement. The Company may take out a liability insurance policy for the benefit of Supervisory Board members, covering the legal liability arising from their activities on the Supervisory Board.

The compensation system of the Supervisory Board can be summarized as follows:

Overview of Supervisory Board Compensation			
Fixed compensation	€77,000 p.a.		
Differentiation	Supervisory Board Chair: 3× the compensation of an ordinary member of the Supervisory Board Deputy Chair: 2× the compensation of an ordinary member of the Supervisory Board		
	The chair and the deputy chairs of the Supervisory Board receive no additional compensation for their work on committees.		
Committee compensation		Chair	Membership
	Audit and Risk Committee	€77,000	€38,500
	Other committees	€38,500	€16,500
	Nomination Committee	No separate compensation	
	Ad-hoc committees		
	Members serving on multiple committees are paid only the highest applicable committee compensation.		
Expense reimbursement	The Company shall reimburse Supervisory Board members for expenses incurred in performing the duties of their office and any value added tax payable on the compensation and the expense reimbursement.		