

# Terms and Conditions of use for the Online Service for the General Meeting of Uniper SE

## I. Scope of application

These terms of use apply for all shareholders of Uniper SE using the Online Service at [www.uniper.energy/gm-service](http://www.uniper.energy/gm-service) for the General Meeting of Uniper SE. These terms and conditions regulate, inter alia, registration for the e-mail dispatch of the invitation to the General Meeting of Uniper SE, registration for the General Meeting of Uniper SE as well as exercising shareholders' rights via the Online Service.

Please refer to the general notifications concerning the invitation to the General Meeting, the registration and participation as it has been published in the course of the invitation document.

In case of information deviating between these terms and conditions and the invitation document, the information in the invitation is decisive at all times.

## II. E-mail dispatch

### 1. Registration for and participation in e-mail dispatch

We require your consent so that we can send you your invitation to the General Meeting of Uniper SE by e-mail. You can give your consent via the Online Service by registering for the e-mail dispatch of the invitation to the General Meeting.

Your custodian bank is required by law to transmit an e-mail address for communication with you. Shareholders for whom an e-mail address has been transmitted to us, are contacted by us by e-mail on a regular basis and asked to give their consent to the e-mail dispatch of invitations to general meetings. If you have not objected to the e-mail dispatch within the period specified in such message after receipt of said message, your consent is considered given by law. Please be aware that we always send e-mails unencrypted.

Minors can only be registered for the e-mail dispatch of the invitation to the General Meeting by their legal representatives or other persons authorized to represent them as part of their respective power of authorization. With the registration of a minor, you confirm to Uniper SE that you are acting on behalf of the respective minor with the necessary power of representation.

In preparation of the dispatch of the invitations to the General Meeting around four to seven weeks before each General Meeting, we determine for which of the persons registered for e-mail dispatch shares are entered in the share register of Uniper SE. If you are registered before this time, you will for the first time have the invitation to the General Meeting sent to the e-mail address which is registered in the share register for the General Meeting. Subsequent registrations can only be taken into account for the next General Meeting following the General Meeting after your registration.

Please let us know if you have not received your invitation to the General Meeting electronically, even though you registered for the e-mail dispatch. For this, please contact the Uniper shareholder hotline by e-mail at [hv-service.uniper@adeus.de](mailto:hv-service.uniper@adeus.de) or in writing at Uniper SE Hauptversammlung, c/o ADEUS Aktienregister-Service-GmbH, 20558 Hamburg, Germany.

Uniper SE reserves the right to decide on whether and which electronic methods of dispatch will be offered.

## 2. Providing the registration data

### E-mail address

Please indicate as the delivery address a valid e-mail address which you regularly use. If during the dispatch of the invitation to the General Meeting we receive a technical notification that the e-mail cannot not be delivered, we will send you the invitation to the General Meeting again by post at the postal address filed in the share register. Every shareholder is responsible for ensuring that the registered e-mail address is functional and that incoming e-mails are read. Should your e-mail address change, please inform us via the Online Service.

### Access password

To register for e-mail delivery of the invitation to the General Meeting you must determine – after initial registration with your shareholder number and the access code as provided in the invitation – a personal access password. Please keep this access password safe from access by third parties. In future, the access password can be used to amend your registration details and also to use the Online Service for shareholders of Uniper SE.

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 Annual 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 details for the online service with the letter of invitation to the Annual General Meeting.

## 3. Amending your registration details

The Online Service for shareholders is available throughout the year at [www.uniper.energy/hv-service](http://www.uniper.energy/hv-service). Via the Online Service you can change your e-mail address and your access password.

## 4. Withdrawal of your consent

You can withdraw your consent to e-mail dispatch of the invitation to the General Meeting via the Online Service at any time. Following your withdrawal, you will receive the invitation to the General Meeting again by post at the postal address filed in the share register. However, if withdrawal takes place after the technical preparations for sending out the invitations to the General Meeting have already started, we can only take your withdrawal in account for the subsequent General Meeting. In this case, we will endeavor to also send you the invitation to the General Meeting by post.

## 5. Disposal of your Uniper shares and acquisition of new Uniper shares

If you have disposed all of your Uniper shares between two General Meetings at any time and then again acquire Uniper SE shares up to approximately seven weeks before the next General Meeting of Uniper SE, the consent you provided to participate in the e-mail delivery of the invitation to the General Meeting will continue to apply.

In preparation of the dispatch of the invitations to the General Meeting around four to seven weeks before each General Meeting, we determine for which of the persons registered for e-mail dispatch shares are entered in the share register of Uniper SE. If at this point in time no shares are entered in the share register of Uniper SE in your name, your consent to participate in the e-mail dispatch of the invitation to the General Meeting is cancelled automatically. If you subsequently again acquire Uniper SE shares you will receive the invitations to General Meetings of Uniper SE by post unless you re-register for e-mail delivery.

### III. Registering for the General Meeting and exercising voting rights

#### 1. Online registration for the General Meeting

Registration for the General Meeting via the Online Service is possible – in accordance with the general deadline provisions for registration – until the registration deadline stated in the invitation. After registering for the General Meeting in due time, you or your proxies can use the Online Service to vote via the online absentee voting system or to authorize the persons appointed by Uniper SE or to authorize intermediaries (including credit institutions), shareholders' associations and proxy advisors participating in the Online Service to vote on your behalf and issue them with instructions relating to the agenda points.

If you have received several invitations with different shareholder numbers, please register online for the General Meeting separately for each of these shareholder numbers. Otherwise, only a partial registration is made possible for those shares registered under those shareholder numbers, for which this registration has taken place, while all other shares registered under different shareholder numbers are not being registered.

We recommend that you make early use of the Online Service to register for the General Meeting so that in the event of any technical problems you can still register by post or e-mail in good time before the end of the registration period. We ask shareholders who have registered for the e-mail dispatch for the invitation to the General Meeting and who therefore do not receive any registration documents by post to contact us by e-mail at [hv-service.uniper@adeus.de](mailto:hv-service.uniper@adeus.de) in case of disturbances.

#### 2. Ordering admission cards

It is not possible to order admission cards this year. The General Meeting will be held as a purely virtual meeting without the physical presence of shareholders or their proxies.

#### 3. Voting via the online absentee voting system

In the Online Service you can cast your votes via the absentee voting system (“**online absentee vote**”).

If you have registered on time for the General Meeting, you can cast your votes and change them via the online absentee voting system until the expiry of the deadlines as determined by the chairman in connection with the voting on the day of the General Meeting after prior announcement. This also applies if you have cast absentee votes or registration for voting outside the Online Service in good time.

If you have cast absentee votes via the Online Service and also in a different manner, your last cast vote is valid.

You can also use the Online Service to vote on such motions and election proposals that are submitted during the General Meeting by way of video communication from shareholders or their authorized third parties.

#### 4. Authorization of the persons appointed by Uniper SE to vote on your behalf.

You can authorize the proxies appointed by Uniper SE to vote on your behalf via the Online Service.

The proxies appointed by Uniper SE are neutral and exercise the right to vote solely on the basis of the instructions given by you. Should any agenda item require individual voting any instruction issued in this respect will apply mutatis mutandis to each individual sub-item.

Proxies appointed by Uniper SE cannot accept instructions to submit questions or applications, to submit statements and to raise objections to resolutions of the General Meeting.

The proxies appointed by Uniper SE represent you anonymously, i.e. without giving your name.

If you have registered on time for the General Meeting, you can authorize and instruct the proxies appointed by Uniper SE to vote on your behalf and change your instructions via the Online-Service until the expiry of the deadlines as determined by the chairman in connection with the voting on the day of the General Meeting after prior announcement. If you have authorized and instructed the proxies appointed by Uniper SE outside the Online Service, you can change your instructions via the Online Service until this time as well.

If you have authorized and instructed proxies appointed by Uniper SE to vote on your behalf both via the Online Service and in any other way, your most recently given instruction is prioritized.

You can also use the Online Service to issue instructions to the proxies appointed by Uniper SE on motions and election proposals that are made during the General Meeting by way of video communication from shareholders or their authorized third parties.

#### 5. Authorization of intermediaries, shareholders' associations and proxy advisors via the Online Service

In the Online Service you can authorize intermediaries, shareholders' associations and proxy advisors participating in the Online Service by using the option "Authorization and instructions for an intermediary / shareholders' association / proxy advisor".

If you authorize an intermediary, a shareholders' association or proxy advisor in good time before the end of the registration period mentioned in the invitation, you can still amend the instructions given to the intermediary / shareholders' association / proxy advisor via the Online Service until the expiry of the deadlines as determined by the chairman in connection with the voting on the day of the General Meeting after prior announcement. This also applies if you timely authorize an intermediary, a shareholders' association or a proxy advisor outside the Online Service.

If you have authorized and instructed an intermediary, a shareholders' association or proxy advisor both via the Online Service and in any other way, your most recent authorization and instruction is prioritized.

The authorized intermediary, shareholders' association respectively proxy advisor is exclusively responsible for exercising the voting right.

You can also use the Online Service to issue instructions to intermediaries, shareholders' associations and proxy advisors on motions and election proposals that are made during the General Meeting by way of video communication from shareholders or their authorized third parties.

If you have authorized intermediaries, shareholders' associations and proxy advisors, it is necessary to revoke this authorization in order to be able to exercise the right to speak, the right to submit motions, the right to object and to view the list of participants.

#### 6. Change of authorized representative

If you have authorized an intermediary, a shareholders' association or proxy advisor which participates in the Online Service, instead of granting authorization to that intermediary, shareholders' association or proxy advisor, you may grant authorization via the Online Service to another intermediary, shareholders' association or proxy advisor participating in the Online Service up to the time of the end of registration mentioned in the invitation. The most recently granted authorization is prioritized. Previously granted authorizations are considered as having been revoked and are no longer taken into consideration.

## 7. Authorization of a third party

In order to use the Online Service, the authorized third party will be sent access data after proper registration by the shareholder, which enables them to exercise their rights via the Online Service. The authorization should therefore be given as early as possible in order to enable timely access to the access data by the third party.

If you have authorized a third party, it is necessary to revoke this authorization in order to be able to exercise the right to speak, the right to submit motions, the right to object and to view the list of participants.

## 8. Live transmission of the General Meeting

The entire General Meeting will be webcast live for shareholders of Uniper SE or their proxies over the internet ([www.uniper.energy/gm-service](http://www.uniper.energy/gm-service)). You can obtain online access by entering your shareholder number and your access code. Please find your shareholder number and your access code in the invitation sent to you. In case you are already registered for e-mail dispatch of the invitation to the General Meeting with an access password selected by yourself, please use this self-assigned access password.

## 9. Right for shareholders to ask questions

Shareholders and their proxies attending the General Meeting online will be granted a right to speak via video communication. The shareholder must ensure appropriate audio and visual transmission.

The request to speak can be registered from the beginning of the meeting via the Online Service and such speeches may contain motions and election proposals pursuant to section 118a para. 1 sentence 2 no. 3 German Stock Corporation Act (*Aktiengesetz*, "AktG") and requests for information pursuant to section 131 para. 1 AktG. 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.

The technical minimum requirements for setting up a live video connection are a web-enabled device with a camera and microphone and a stable internet connection. For recommendations regarding optimum functionality of video communication, please see [www.uniper.energy/gm](http://www.uniper.energy/gm). Persons wishing to speak must ensure that their end devices have a camera and a microphone which can be accessed from the browser. No further software components or apps need to be installed on the end devices. Shareholders or their proxies who have registered to speak will be asked by the chairman of the meeting to attend the meeting online and to this end will receive a corresponding notification via the Online Service, which they will need to confirm with a click.

To use the online service with all its functionalities (e.g. login, password reassignment or contributions via video communication), please use the latest operating systems and the latest version of browsers. Older versions of browsers or operating systems may not be fully supported.

If you have authorized an intermediary, a shareholders' association or proxy advisor who participates in the Online Service, or a third party, it is necessary to revoke this authorization in order to be able to exercise the right to speak via video communication.

## 10. Right of objection and right to request information

Duly registered shareholders and their proxies may object to the resolutions passed by the General Meeting by submitting their objection to the notary instructed to keep the record of the General Meeting via the Online Service under [www.uniper.energy/gm-service](http://www.uniper.energy/gm-service). In addition, if a shareholder has been denied information, the shareholder may request that their question and the reason why the information was denied be set down in the record of the General Meeting (section 131 para. 5 AktG).

Corresponding declarations may be submitted from the opening of the General Meeting up to its closing by the chairman of the General Meeting.

## 11. Statements

Shareholders and their proxies who have duly registered for the General Meeting, may submit statements on the agenda items via the Online Service. A statement must not exceed a maximum of 10,000 characters (including spaces).

Statements must be submitted as stated in the invitation to the General Meeting via the Online Service at [www.uniper.energy/gm-service](http://www.uniper.energy/gm-service).

## IV. Associations of persons / legal entities

Please note that in the case of associations of persons (e.g. married couples, communities of heirs), partnerships or legal entities entered in the share register, the person carrying out registration or amendment of the registration details, casting absentee votes, authorizing the proxies appointed by Uniper SE or intermediaries, shareholders' associations or proxy advisors participating in the Online Service as well as giving or amending instructions, must be authorized to do so by all members of the association of persons, respectively the partnership / legal entity, or have the necessary legal power to represent the association of persons / legal entity. As a user of the Online Service, you confirm to Uniper SE that you are authorized in the required manner.

## V. Duty of care of the user

Please do not make your shareholder number and your access password available to unauthorized persons so that no third party can utilize your access.

If misuse is suspected, you should have your access blocked by sending an E-Mail to [hv-service.uniper@adeus.de](mailto:hv-service.uniper@adeus.de).

Please make sure you close the Online Service properly by logging out at the corresponding button. Properly closing the program prevents unauthorized parties from being able to see or manipulate your entries during your absence. Your inputs in the Online Service are only registered if you receive a receipt for the respective transaction.

## VI. Stability and availability / Exclusion of liability

The technical and organizational measures taken by us to guarantee the proper functioning of our internet services and data security are in line with the most modern standards. However, with the current state of the art the availability, functioning, stability and reliability of the internet service can be subject to fluctuations and disruption. Uniper SE has no influence on the availability, functioning, stability and reliability of the telecommunications network and the internet services and network elements of third parties. Uniper SE cannot therefore guarantee and assume liability for the availability, functioning, stability and reliability of the telecommunications network and the internet services and network elements of third parties as well as for access to our internet service at all times. Furthermore, Uniper SE assumes no responsibility for faults and defects in the hardware and software used for the Online Service, including that of service provider companies unless intent or gross negligence are present. If safety considerations make this appear imperative, we reserve the right to suspend or shut down our internet services without further announcement. In the event of technical problems please contact the Uniper shareholder hotline by e-mail at [hv-service.uniper@adeus.de](mailto:hv-service.uniper@adeus.de) or in writing at Uniper SE Hauptversammlung, c/o ADEUS Aktienregister-Service-GmbH, 20558 Hamburg.

## VII. Information on data protection

The security and protection of your personal data are of the utmost priority for us. We guarantee these with secure data communication methods which are in line with the latest state of the art.

In connection with using the Online Service your data are only stored, processed and used for the following purposes:

- Registration for e-mail delivery of the invitation to the General Meeting
- Registration for the General Meeting
- Voting via the online absentee voting system
- Granting authorization to a third party
- Granting authorization and instructions to the persons appointed by Uniper SE to vote on your behalf, to an intermediary, a shareholders' association or proxy advisor participating in the Online Service
- Voting receipt
- Possibility to register for right to speak
- Identification when calling up the video transmission of the General Meeting for shareholders
- Declaration of objection against resolutions of the General Meeting and request information
- Publication of previously submitted statements
- Confirmation of vote
- Updating your address details in the share register

Your data will only be stored by us to the extent and for the duration set out in the statutory provisions, in particular in order to meet accountability obligations in terms of German stock corporation law.

Further information on data protection for shareholders of Uniper SE can be found at [www.uniper.energy/privacy-policy/shareholders](http://www.uniper.energy/privacy-policy/shareholders).

## VIII. Amendments to the terms and conditions of use

We reserve the right to amend these terms and conditions of use at any time. The terms and conditions of use are adopted or amended particularly if we wish to technically expand the Online Service or take into consideration amended legal regulations, especially German stock corporation law. The currently applicable terms and conditions of use will be displayed each time you access the Online Service. By accessing the Online Service, you explicitly accept the terms and conditions of use in the currently applicable version.