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## Countermotion to the Annual General Meeting of Uniper SE on May 8, 2025

Ladies and Gentlemen,

As a shareholder of Uniper SE, I hereby submit in due form and time three countermotions to agenda items 5, 7 and 8 of the Annual General Meeting of Uniper SE on May 8, 2025. The countermotions are made pursuant to section 126 para. 1 of the German Stock Corporation Act. I request that they be duly published on the company's website and considered at the virtual Annual General Meeting.

### Countermotion to agenda item 5: Election of the auditor

Application:

***The Annual General Meeting may resolve not to approve the proposal to appoint PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Düsseldorf, as auditors and Group auditors for the 2025 financial year.***

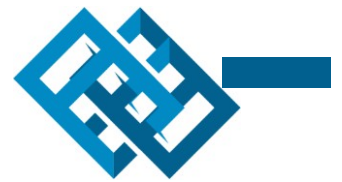
Justification:

PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft (PwC) has been the auditor of Uniper SE since the 2016 financial year. This is the ninth consecutive year of the mandate. Although this is still within the maximum limit of ten years permitted under EU law (Section 319a HGB in conjunction with the EU Audit Regulation), it is nevertheless urgently advisable to change auditors soon from a responsible corporate governance perspective.

Long-term commitment to one and the same auditor harbors the structural risk of so-called "familiarity" between the auditor and the company, which can lead to a decrease in critical distance and conflicts of interest - especially if the auditors are also entrusted with advisory services. The audit of the financial statements is a key element of trust between the company and its shareholders. Many investors believe that the necessary independence and objectivity can be strengthened through regular rotation.

As Uniper SE is also under state control and bears a special responsibility towards the public, an early change of auditor would be welcome not only for legal but also for reputational reasons.

I therefore call on all shareholders not to vote in favor of the proposal to elect PwC in order to enable a critical reflection on the auditor relationship to date.



## Counter-motion to agenda item 7: Approval of the remuneration report for the 2024 financial year

Application:

***The Annual General Meeting may resolve not to approve the remuneration report for the 2024 financial year prepared and submitted by the Management Board and Supervisory Board in accordance with Section 162 AktG.***

Justification:

In the remuneration report, the increase in the basic remuneration of the members of the Executive Board as of 1 January 2010 is disclosed.

October 2024 with a so-called inflation adjustment. The inflation rate from April 2022 to August 2024, which according to the report amounted to 10.4%, is used as the reference period. It is also stated that the basic remuneration has not been increased since the IPO in 2016 and that the variable remuneration has not been paid since 2022 in accordance with the EnSiG and EU requirements. On this basis, the Supervisory Board has now decided on a one-off increase.

However, this argument is not convincing from the perspective of active shareholders, particularly from the following points of view:

Remuneration increase despite weaker company performance:

The operating result (adjusted EBITDA) fell from 7.1 billion€ (2023) to 2.6 billion€ (2024).

Increasing fixed remuneration by more than 10% in a significantly weaker economic year sends the wrong signal.

State stabilization and public interest:

Uniper was rescued by taxpayers' money in 2022 and is still under state control. In this particular situation of responsibility, across-the-board salary adjustments without reference to performance are not appropriate.

Formal justification is not sufficient - lack of reference to employee development:

The 10.4% increase in basic remuneration is justified in the remuneration report solely by the loss of purchasing power due to inflation since 2022.

Although an inflation adjustment is legally permissible, it is not automatically appropriate from the perspective of responsible corporate governance if it is applied across the board and without differentiation takes place.

The Energy Security Act (Section 29 EnSiG) prohibits performance-related remuneration, but does permit different fixed remuneration depending on function, responsibility and performance. It is therefore neither legally required nor objectively justified that all members of the Management Board exactly the same percentage compensation.

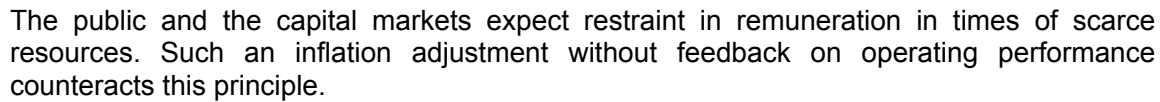
The comparison with the workforce is particularly critical:

The average employee remuneration actually fell in 2023 (from € 95 thousand€ to € 89 thousand) - and was increased in 2024, but not across the board, but via staggered pay scale adjustments.

This gives the impression that the Board of Directors is being compensated more generously than the employees, even though the company as a whole is still under state control, pays no dividends and its business results are declining.

A flat-rate increase without an individual performance assessment and without reference employee development is therefore not compatible with the principles of a fair and transparent remuneration policy.

Signal effect and acceptance:



For these reasons, I urge shareholders not to approve the remuneration report for 2024.

## Countermotion to agenda item 8: Remuneration of the Supervisory Board

Application:

***The Annual General Meeting may resolve to approve the proposal of the Executive Board and Supervisory Board proposed adjustment to the remuneration of Supervisory Board members with effect from May 8, 2025.***

Justification:

The remuneration of Supervisory Board members is to be increased by across the board. This applies to both the basic remuneration and the committee remuneration. From the perspective of a critical shareholder, such an adjustment is not justified at the present time:

No factual or performance-related justification:

The argument is based solely on the general price trend. However, there is no concrete evidence that the responsibility or the time spent on Supervisory Board work has changed significantly in the reporting period.

Contradiction to the economic situation:

The business situation is declining. At the same time, shareholders are not receiving an appropriate share in the company's success, while board remuneration is increasing.

### Disproportionality in the case of public participation:

Uniper is owned by the Federal Republic of Germany. Especially in such an environment, restraint in the remuneration policy should have top priority. An increase of without a comprehensible justification weakens the credibility of the company in the public arena.

Lack of benchmark or external audit:

It is not clear whether the proposed remuneration increase was objectively supported by external advice or market comparisons.

I therefore call on the Annual General Meeting not to approve this increase in remuneration and to develop a future, performance-related solution.

I request that my counter motions be duly published on the company's website and in the electronic Federal Gazette in accordance with the statutory requirements and thank you in advance for confirming receipt.

Best regards

B. C. C. C. C.