

Counter-Motions and Election Proposals

– Sections 126 Para. 1 and 127 German Stock Corporation Act

Annual General Meeting Uniper SE on 24 May 2023

In the following, the counter-motions and election proposals to be published by Uniper SE according to Sec. 126 and 127 of the German Stock Corporation Act are provided.

For further information please refer to the invitation documents and the additional information on shareholders' rights.

Please note that the translation is a convenience translation made by Uniper SE for high level information purposes only which must not be relied upon. The shareholder only submitted a German version of the counter-motion which can be accessed through the German version of this website. Only the German version is decisive.

Uniper SE

Counter-motion submitted by shareholder Nina Palme for the Annual General Meeting of Uniper SE on 24 May 2023:

Agenda item 5: Resolution on elections to the Supervisory Board

The shareholder Nina Palme proposes to reject the election of Prof Dr Ines Zenke and Dr Gerhard Holtmeier to the Supervisory Board of Uniper SE.

Justification:

Prof Dr Ines Zenke and Dr Gerhard Holtmeier are to be dismissed on the basis of the possible resolution on the amendment to section 8 of the Articles of Association (right of appointment), as their appointment would conflict with the resolution of the Supervisory Board of 22 December 2021 on the basis of their personal and/or business relationship with a majority shareholder and the independence of the entire Supervisory Board would therefore no longer exist if agenda item 6 "Resolution on the amendment to section 8 of the Articles of Association (appointment right)" were adopted. This would mean that 4 out of 12 Supervisory Board members would no longer be independent.

Agenda item 6: Resolution on the amendment to section 8 of the Articles of Association (appointment right)

The shareholder Nina Palme proposes to reject the amendment of section 8 of the Articles of Association (appointment right).

Justification:

Pursuant to the resolution of the Supervisory Board of Uniper SE on 22 December 2021:

"...Definition of Targets

a. Basis

The Supervisory Board's composition should ensure that, as a whole, its members have at their command the expertise, skills and professional experience needed to fulfill their duties properly. Each member of the Supervisory Board of Uniper SE (hereafter "Company") should have or acquire the minimum expertise and skills needed in order to understand and assess all ordinary occurring business events and transactions without assistance.

b. Independence and Conflicts of Interest

The Supervisory Board should include a suitable number of independent candidates. Members are to be considered independent if they do not have a personal or business relationship with the Company, its Management Board, a controlling shareholder or a company affiliated with such a shareholder that could constitute a material rather than a merely temporary conflict of interest. The Supervisory Board includes a sufficient number of independent members if ten of its twelve members are independent. Employee representatives are, as a rule, deemed independent. ..."

as well as

"... b. Specific Energy Industry Competence

In addition, the Supervisory Board as a whole should have a particular understanding of the energy industry and of Uniper's business operations. ..."

With the amendment, an appointment right by federal entities is granted for an unlimited period, irrespective of the shares held. Rejection by the shareholders on the grounds of unsuitability is therefore no longer possible. The proposed resolution conflicts with the resolution of the Supervisory Board of 22 December 2021. Section 8, which has been in force until now, must therefore continue to apply.

Nina Palme

Wiesbaden, 04.05.2023