

## **ANNUAL GENERAL MEETING OF UNIPER SE ON 24 MAY 2023**

### **Statement of the management of Uniper SE to the countermotions of Ms Nina Palme as of 4 May 2023 regarding agenda item 5 (Resolution on elections to the Supervisory Board) and agenda item 6 (Resolution on the amendment to section 8 of the Articles of Association (appointment right))<sup>1</sup>**

*The shareholder proposes to reject the election of Prof Dr Ines Zenke and Dr Gerhard Holtmeier to the Supervisory Board of Uniper SE as well as the amendment of section 8 of the Articles of Association of Uniper SE.*

Under agenda item 5, four candidates are proposed to be elected by the Annual General Meeting as shareholder representatives to the Supervisory Board of Uniper SE. Each election will become effective upon the close of the Annual General Meeting on 24 May 2023 for the remainder of the term of office of the members of the Supervisory Board who resigned with effect as of the end of 21 December 2022. Upon nomination by the Federal Government, Dr Gerhard Holtmeier and Prof Dr Ines Zenke are proposed by the Supervisory Board for election to the Supervisory Board. In case of approval of the election proposals to the Annual General Meeting, the Supervisory Board will comprise twelve members as stipulated in the Articles of Association. The competency profile of the Supervisory Board, which provides for at least ten independent members, will be fulfilled.

Under agenda item 6, the amendment of section 8 of the Articles of Association of Uniper SE is proposed to introduce an appointment right for the Federal Government's acquisition entity, UBG Uniper Beteiligungsholding GmbH, having its registered office in Berlin.

The Framework Agreement on Stabilization Measures pursuant to the German Energy Security Act (*Energiesicherungsgesetz*) concluded between Uniper SE and the Federal Republic of Germany on 19 December 2022 provides for the insertion of a right of the Federal Government to appoint up to two members of the shareholder representatives on the Supervisory Board of Uniper SE in the Articles of Association.

The appointment right of the Federal Government will only become effective after the Annual General Meeting upon registration of the amendments to the Articles of Association with the commercial register. Further, it can only be exercised if a shareholder representative elected upon proposal by the Federal Government resigns from the Supervisory Board. Therefore, the Federal Government cannot appoint any further members in addition to the six elected shareholders representatives during the running term of office of the Supervisory Board members, i.e. for the running election period.

In addition, the Federal Government has explicitly notified the Company that it refrains from exercising its appointment right for both Supervisory Board members for the running election period. Thereby, it is ensured that during the running election period – even in case of an early resignation of members of the Supervisory Board – no (further) members in addition to the Supervisory Board members elected under agenda item 5 will be appointed by the Federal Government to the Supervisory Board.

The competency profile of the Supervisory Board, which provides for at least ten independent members, will be fulfilled.

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<sup>1</sup> Please note that this is merely a translation of the statement of the management of Uniper SE, which was issued in German. 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.

Therefore, the management adheres to the proposals to the Annual General Meeting.