

## Additional Information on Shareholder Rights

pursuant to article 56 sentence 2 and sentence 3 of the SE Regulation, section 50 (2) SEAG, sections 118a, 122 (2), 126 (1) and (4), 127, 130a, 131 (1) in conjunction with section 245 AktG

### concerning Uniper SE's Extraordinary Virtual General Meeting on 8 December 2023\*

#### Conduct of the Extraordinary General Meeting as a virtual General Meeting

The Management Board has decided, with the consent of the Supervisory Board and on the basis of § 17 (2) of the Company's Articles of Association, that the General Meeting will be held as a

#### virtual General Meeting pursuant to section 118a (1) sentence 1 of the German Stock Corporation Act (*Aktiengesetz*, AktG)<sup>1</sup>

It is not possible for the shareholders or their proxies (with the exception of the Company-appointed proxies) to be physically present at the place of the General Meeting.

The shareholders are entitled, amongst others, to the following rights:

#### 1. Requests to have items added to the agenda – article 56 sentence 2 and sentence 3 of the SE Regulation, section 50 (2) SEAG, section 122 (2) AktG

Pursuant to article 56 sentence 2 and sentence 3 of the Council Regulation (EC) No 2157/2001 of 8 October 2001 on the statute for a European Company (SE) (SE Regulation), section 50 (2) German SE implementation act (*SE-Ausführungsgesetz* – SEAG), section 122 (2) AktG, shareholders whose shares amount in aggregate to one twentieth of the share capital or represent an amount of the share capital corresponding to EUR 500,000 (the latter amount equaling 294,118 no-par value shares in Uniper SE if rounded up to the nearest whole number) may request that items are added to the agenda and published.

Any new item has to be accompanied by a statement of reason or a resolution proposal. The request has to be addressed in writing (section 126 BGB) to the Management Board of the Company and has to be received by the Company at least 30 days prior to the General Meeting of the Company, i.e. **by no later than the end of 7 November 2023**. The minimum holding period of 90 days applicable to shareholders of a German stock corporation does not apply to the shareholders of an SE. Any request to have items added to the agenda is to be sent to the following address:

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\* Please note that this is only a translation of the invitation to the General Meeting of Uniper SE made in German language. Only the German version of the invitation is legally binding. 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.

<sup>1</sup> The provisions applicable to stock corporations (*Aktiengesellschaften*) having their registered office in Germany, in particular the provisions of the German Commercial Code (*Handelsgesetzbuch* - "HGB") and the German Stock Corporation Act (*Aktiengesetz* - "AktG"), are also applicable to Uniper SE on the basis of the reference provisions in article 5, article 9 (1) lit. c) ii), article 53 and article 61 of Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) (hereinafter referred to as the "SE Regulation"), unless more specific provisions, in particular the SE Regulation, provide otherwise.

**Uniper SE  
– Vorstand –  
Holzstraße 6  
40221 Düsseldorf  
Germany**

Any requests to have items added to the agenda which have to be published – to the extent that they have not already been published together with the convening notice of the General Meeting – will be published in the German Federal Gazette (*Bundesanzeiger*) without undue delay following receipt of such request including name and place of residence or registered office of the requestor. In addition, they will be published on the internet at

[www.uniper.energy/gm](http://www.uniper.energy/gm).

The relevant provisions of the SE Regulation, the SEAG and the AktG read as follows:

**Article 56 SE Regulation**

One or more shareholders who together hold at least 10% of an SE's subscribed capital may request that one or more additional items be put on the agenda of any general meeting. The procedures and time limits applicable to such requests shall be laid down by the national law of the Member State in which the SE's registered office is situated or, failing that, by the SE's statutes. The above proportion may be reduced by the statutes or by the law of the Member State in which the SE's registered office is situated under the same conditions as are applicable to public limited-liability companies.

**Section 50 SEAG Convening and supplementing the agenda at the request of a minority (excerpt)**

- (2) The supplementing of the agenda of a general meeting with one or several items can be requested by one or several shareholders, provided that his/her or their participation amounts to 5 percent of the subscribed capital or the proportionate amount of EUR 500,000.“

**Section 122 AktG Convening a meeting at the request of a minority (excerpt)**

- (1) A general meeting shall be called if shareholders jointly representing at least one-twentieth of the subscribed capital request such meeting in writing, stating the purpose and the reasons of such meeting; such request shall be addressed to the management board. The articles of association may provide that the right to request a general meeting shall require another form and the holding of a lower portion of the subscribed capital. (...)
- (2) In the same manner shareholders jointly representing at least one-twentieth of the subscribed capital or a proportionate ownership of at least EUR 500,000 may request that items be included in the agenda and be disclosed. Each new item must be accompanied by supporting information or a formal resolution proposal. The request within the meaning of sentence 1 must be received by the company no later than 24 days, in the case of listed companies no later than 30 days, prior to the meeting; the day of receipt shall not be counted.

(...)

**Section 124 AktG Announcement of requests for amendment; proposals for resolution (excerpt)**

(1) If the minority pursuant to section 122 (2) has requested that items be placed on the agenda, these shall be announced either together with the convening of the meeting already or otherwise without undue delay after receipt of the request. Section 121 (4) shall apply mutatis mutandis; furthermore, in case of listed companies, section 121 (4a) shall apply mutatis mutandis. Announcement and sending shall in this case take place in the same manner as with the convening of a meeting.

(...)

## **2. Counter-motions and election proposals as well as motions – section 118a (1) sentence 2 no. 3, section 126 (1) and (4), section 127, section 130a (5) sentence 3, (6) AktG**

Shareholders have the opportunity to submit counter-motions against proposals of the Management Board and/or Supervisory Board on specific items on the agenda as well as election proposals to the General Meeting for any election of Supervisory Board members and/or auditors (provided that this is an item on the agenda of the General Meeting) prior to the General Meeting in line with section 126 (1) and section 127 AktG. Counter-motions must be accompanied by a statement of reasons; election proposals do not need a statement of reasons.

If counter-motions (accompanied by a statement of reasons) and election proposals are to be published in advance by Uniper SE in accordance with section 126 (1) to (3) and section 127 AktG, they must be sent exclusively to the following address **by no later than the end of 23 November 2023**:

**Uniper SE  
– Vorstand –  
Holzstraße 6  
40221 Düsseldorf  
Germany**

The Company will make available counter-motions and election proposals received by the Company at the above address by the end of 23 November 2023 at the latest, including the name of the shareholder, any statement of reasons and any comments by the administration, without undue delay on the website at

[www.uniper.energy/hv](http://www.uniper.energy/hv).

The Management Board and the Supervisory Board reserve the right to comment during the General Meeting on counter-motions and election proposals that meet the requirements described below. Counter-motions and election proposals which are sent to a different address will not be considered. In addition, the Company may refrain from a publication in whole or in part if certain further requirements specified in more detail in section 126 (1) to (3) or section 127 AktG are fulfilled or may summarize counter-motions or election proposals and their statements of reason.

No reasons have to be stated in respect of a shareholder's proposal for the election of members of the Supervisory Board or of auditors (provided that this is an item on the agenda of the General Meeting). In addition to the reasons stipulated in section 126 (2) AktG, the Management Board is further not obliged to make an election proposal accessible, amongst other things, if the proposal does not contain the name, profession, and place of residence of the candidate. Proposals for the election of members of the Supervisory Board also do not require to be made accessible if they do not include information regarding the membership of the proposed candidates for the Supervisory

Board in other supervisory boards which are to be established pursuant to statutory provisions as defined in section 125 (1) sentence 5 AktG.

Pursuant to section 126 (4) AktG, motions or election proposals from shareholders which have to be made available in accordance with section 126 (1) to (3) or section 127 AktG are deemed to have been submitted at the time of being made available. The voting right can be exercised in respect of the motion or election proposal via the password-protected online service once shareholders are able to demonstrate compliance with the legal or statutory requirements for exercising the voting right, i.e. if the requirements specified in section IV.3. of the invitation to the General Meeting for registration have been met. This shall apply mutatis mutandis to motions relating to items on the agenda which were subsequently placed on the agenda by separate announcement on the basis of a request for additions by shareholders pursuant to section 122 (2) AktG in conjunction with article 56 sentences 2 and 3 of the SE Regulation and section 50 (2) SEAG. If the shareholder submitting the motion or election proposal has not been duly legitimized and registered for the General Meeting, the motion does not have to be discussed at the meeting.

The right of the chairman of the meeting to vote first on the proposals of the administration remains unaffected. Should the proposals of the administration be adopted with the necessary majority, the counter-motions or (dissenting) election proposals shall be deemed to have been disposed of.

In addition, shareholders and their proxies being electronically connected to the meeting may also submit motions and election proposals to the meeting via video link using the password-protected online service (cf. section IV.9.c. of the General Meeting's invitation).

The underlying legal provisions read as follows:

#### **Section 118a AktG Virtual general meeting (excerpt)**

(2) (...) If a virtual general meeting is held, the following requirements must be met:

(...)

3. the shareholders attending the meeting online are granted the right to submit motions and election proposals to the meeting via video communication,

(...)

#### **Section 126 AktG Motions by shareholders**

(1) Motions by shareholders, including the shareholder's name, supporting information and, if any, management's discussion shall be made accessible to the eligible persons referred to in section 125 (1) through (3), subject to the conditions specified therein, provided that the shareholder has submitted at least 14 days prior to the meeting a counterproposal to a proposal of the management board and the supervisory board regarding a specific item on the agenda, together with supporting information, to the address designated for this purpose in the general meeting notice. The day of receipt shall not be counted. In the case of listed companies, the required accessibility shall be provided via the Internet website of the company. Section 125 (3) shall apply mutatis mutandis.

(2) A counterproposal and supporting information need not be made accessible

1. insofar as the management board would by reason of such accessibility become criminally liable;

2. if the counterproposal would result in a resolution of the general meeting that would be illegal or would violate the articles of association;
3. if the reasons contain statements which are manifestly false or misleading in material respects or which are libelous;
4. if a counterproposal of such shareholder based on the same facts has already been made accessible pursuant to section 125 for the purpose of a general meeting of the company;
5. if the same counterproposal of such shareholder based on essentially identical supporting information has already been made available pursuant to section 125 to at least two general meetings of the company within the past five years and at such general meetings less than one-twentieth of the subscribed capital represented has voted in favor of such counterproposal;
6. if the shareholder indicates that he/she will neither attend nor be represented at the general meeting; or
7. if within the past two years at two general meetings the shareholder has failed to make or cause to be made on his/her behalf a counterproposal communicated by him/her.

The supporting information need not be made accessible if it exceeds a total of 5,000 characters.

- (3) If several shareholders make counterproposals for resolution in respect of the same subject matter, the management board may combine such counterproposals and the respective supporting information.
- (4) In the case of a virtual general meeting, motions that are to be made accessible in accordance with (1) to (3) are deemed to have been made at the time they were made accessible. The company must enable voting rights on these motions to be exercised as soon as the shareholders can prove that the legal or statutory requirements for exercising the voting right have been met. If the shareholder submitting the application has not been duly legitimated and, if registration is required, has not been duly registered for the general meeting, the motion need not be addressed at the meeting.“

#### **Section 127 AktG Election nominations by shareholders (excerpt)**

Section 126 shall apply mutatis mutandis to a nomination by a shareholder for the election of members of the supervisory board or external auditors. No reasons need to be specified for the nomination, nor does the management board need to give notice of such a nomination if it fails to contain the particulars required by section 124 (3) sentence 4 and section 125 (1) sentence 5. (...)

#### **Section 124 AktG Announcement of requests for amendment; proposals for resolution (excerpt)**

- (3) (...) The proposal for the election of supervisory board members or auditors of the annual financial statements shall state their name, practiced profession and place of residence.  
(...)

#### **Section 125 AktG Information for shareholders and supervisory board members (excerpt)**

(1) At the latest 21 days prior to the general meeting, the management board of a company which has not exclusively issued registered shares must issue notification that the general meeting is to be convened as follows:

1. to the intermediaries holding shares of the company in custody,
2. to the shareholders and intermediaries who requested the notification, and
3. the associations of shareholders who have requested the notification or who have exercised voting rights at the last general meeting.

The day of the notification shall not be included in the calculation. If the agenda is to be amended pursuant to section 122 (2), the amended agenda must be communicated in the case of listed companies. The notification must include information on the options of exercising voting rights by proxy, including by shareholders' associations. In the case of listed companies, any proposal for the election of supervisory board members must include information on their membership of any other supervisory boards that are required to be set up by law; information on their membership of comparable domestic and foreign supervisory bodies of commercial enterprises should be attached.

(2) The management board of a company which has issued registered shares must issue the same notification to those shareholders entered in the share register at the beginning of the 21st day prior the general meeting as well as to the shareholders and intermediaries who have requested the notification and to the shareholders' associations who have requested the notification or who exercised voting rights at the last general meeting.

(3) Each member of the supervisory board may request that the management board send them the same notifications.

(...)

### **Section 130a AktG Right to make statements and to speak at virtual general meetings (excerpt)**

(5) (...) Motions and proposals for election pursuant to section 118a (1) sentence 2 no. 3, the request for information pursuant to section 131 (1), inquiries pursuant to section 131 (1d) and further questions pursuant to section 131 (1e) may be part of the speech. (...)

(6) The company may reserve the right in the invitation to test the functionality of the video communication between the shareholder and the company during the meeting and prior to the speech and to refuse to allow them to speak if the functionality cannot be guaranteed.

### **3. Right to submit statements – sections 118a (1) sentence 2 no. 6 and 130a (1) to (4) AktG**

Shareholders who have duly registered for the General Meeting, i.e. who have met the requirements for registration and exercising voting rights pursuant to section IV.3. of the invitation to the General Meeting, may submit statements in text form on the agenda items via the password-protected online service. A statement must not exceed a maximum of 10,000 characters (including spaces).

Statements must be submitted by no later than **2 December 2023, 24:00 hours (CET)**, exclusively via the password-protected online service accessible on the Company's website at

[www.uniper.energy/gm-service](http://www.uniper.energy/gm-service).

Statements that were not submitted by a shareholder who is duly registered for the General Meeting, which comprise more than 10,000 characters (including spaces) or where a case as provided for in section 130a (3) sentence 4 in conjunction with section 126 (2) sentence 1 no. 1, no. 3 or no. 6 AktG applies will not be made available.

Any shareholder statements that were duly submitted on time and are to be made available will be published in the language in which they were submitted, together with any management statement, by no later than 3 December 2023, 24:00 hours (CET), via the password-protected online service accessible on the Company's website at

[www.uniper.energy/gm-service](http://www.uniper.energy/gm-service)

for all shareholders and their proxies registered for the General Meeting.

The opportunity to submit statements does not constitute an opportunity to submit questions in advance pursuant to section 131 (1a) AktG; any questions contained in statements will therefore not be answered in the virtual General Meeting unless they are asked by way of video communication in the General Meeting. Motions, election proposals and objections to General Meeting resolutions included in the submitted statements will not be considered at the General Meeting; motions and election proposals can be submitted, the right to request information asserted and objections filed against General Meeting resolutions only using the methods specifically described in the invitation to the General Meeting.

The underlying legal provisions read as follows:

#### **Section 118a AktG Virtual general meeting (excerpt)**

(1) (...) If a virtual general meeting is held, the following requirements must be met:

(...)

6. the shareholders are granted the right to submit statements pursuant to section 130a (1) to (4) by way of electronic communication,

(...)

#### **Section 130a AktG Right to make statements and speak at virtual general meetings (excerpt)**

(1) In the case of a virtual general meeting, the shareholders have the right to submit statements on the items on the agenda prior to the meeting by means of electronic communication using the address provided for this purpose in the invitation. The right may be limited to shareholders duly registered for the meeting. The scope of the statements can be appropriately limited in the invitation.

(2) Statements must be submitted at the latest five days before the meeting.

(3) The statements submitted must be made available to all shareholders at the latest four days before the meeting. Access may be limited to shareholders duly registered for the meeting. In the case of listed companies, the statements must be made available on the company's website; in the case of sentence 2, the statements can also be made available on the website of a third party. Section 126 (2) sentence 1 no. 1, 3 and 6 apply *mutatis mutandis*.

- (4) Section 121 (7) applies to the calculation of the deadlines specified in (2) and (3) sentence 1.

(...)

#### **Section 126 AktG Motions submitted by shareholders (excerpt)**

- (2) A counter-motion and the related statement of reason are not required to be made accessible,

1. if the management board would render itself liable to prosecution by providing such access,

(...)

3. if the statement of reason is manifestly incorrect or misleading in material aspects or if it is offensive,

(...)

6. if the shareholder indicates that he will neither attend the general meeting nor arrange for a representative to attend on their behalf, (...)

#### **Section 121 AktG General information (excerpt)**

(...)

- (7) In the case of periods and deadlines that are counted back from the date of the general meeting, the date of the general meeting is not to be included in calculating such periods and deadlines. Bringing forward or postponing the date that falls on a Sunday, a Saturday or a public holiday to a preceding or following working day is not permitted. Sections 187 to 193 of the German Civil Code are not to be applied *mutatis mutandis*. In the case of non-listed companies, the articles of association may provide for a different calculation of the deadline.

#### **4. Right to speak – sections 118a (1) sentence 2 no. 7 and 130a (5) and (6) AktG**

Shareholders or their proxies being electronically connected to the General Meeting will be granted a right to speak via video link in order to address the General Meeting. The shareholder must ensure appropriate audio-visual transmission.

The request to speak can be registered from the beginning of the meeting via the password-protected online service. Such speeches may contain motions and election proposals pursuant to section 118a (1) sentence 2 no. 3 AktG and requests for information pursuant to section 131 (1) AktG. No other manner of submitting questions by way of electronic or other communication, either before or during the General Meeting, has been provided for. 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.

Pursuant to section 19 (3) sentence 1 of the Company's Articles of Association, the chairman may reasonably restrict, in terms of time, the right of shareholders to put questions, to submit enquiries and to speak at the General Meeting. Pursuant to section 19 (3) sentence 2 of the Company's Articles of Association, the chairman is, in particular, entitled to determine an appropriate framework, in terms of time, for both the course of the General Meeting and the discussion on

individual items on the agenda as well as for individual questions, enquiries and speaking contributions.

The Company reserves the right to test the functionality of the video link, i.e. the audio-visual transmission between the shareholder and the Company, in the General Meeting and prior to the shareholder addressing the General Meeting and to refuse to allow them to speak if functionality cannot be guaranteed. For the purposes of video communication, shareholders should therefore have a web-enabled device with a camera and microphone and a stable internet connection. However, no software components or apps need to be installed on the end devices.

The legal provision reads as follows:

#### **Section 118a AktG Virtual general meeting (excerpt)**

- (1) (...) If a virtual general meeting is held, the following requirements must be met: (...)
3. the shareholders attending the meeting online are granted the right to submit motions and proposals for election at the meeting via video communication,  
  
(...)
  7. the shareholders attending the meeting online are granted the right to speak at the meeting via video communication in accordance with section 130a (5) and (6),  
  
(...).

#### **Section 130a AktG Right to make statements and right to speak at virtual general meetings (excerpt)**

- (...)
- (5) Shareholders attending the general meeting online will be granted a right to speak via video communication. The form of video communication offered by the company shall be used for the speeches. Motions and proposals for election pursuant to section 118a (1) sentence 2 no. 3, the request for information pursuant to section 131 (1), inquiries pursuant to section 131 (1d) and further questions pursuant to section 131 (1e) may be part of the speech. Section 1 (2) sentence 2 shall apply *mutatis mutandis*.
  - (6) The company may reserve the right in the invitation to test the functionality of the video communication between the shareholder and the company during the meeting and prior to the speech and to refuse to allow them to speak if the functionality cannot be guaranteed.

#### **Section 131 AktG Right of shareholders to information (excerpt)**

- (1) Each shareholder shall upon request be provided with information at the general meeting by the management board regarding the company's affairs, to the extent that such information is necessary to allow for a proper evaluation of the relevant item on the agenda. The duty to provide information shall also extend to the company's legal and business relations with any affiliated enterprise. If a company makes use of the simplified procedure pursuant to section 266 (1) sentence 3, section 276 or section 288 of the German Commercial Code, each shareholder may request that the annual financial statements be presented to them at the general meeting on such annual financial statements in the form that would have been used if such simplifications had not been

applied. The duty of the management board of a parent company (section 290 (1) and (2) of the German Commercial Code) to provide information at the general meeting to which the consolidated financial statements and group management report are presented also extends to the situation of the group as a whole and the entities included in the consolidated financial statements.

- (2) (...) The articles of association or the rules of procedure pursuant to section 129 may authorize the chairman of the meeting to reasonably limit a shareholder's time to speak and ask questions and may provide relevant details in this respect.

(...)

The statutory provisions read as follows:

#### **Section 19 of the Articles of Association of Uniper SE (excerpt)**

- (3) The Chairman of the General Meeting may reasonably restrict, in terms of time, the right of shareholders to put questions and to speak. At the beginning or in the course of the General Meeting, he may, in particular, determine an appropriate framework, in terms of time, for both the course of the General Meeting and the discussion on individual items on the agenda as well as for individual questions and speaking contributions. In determining the time available for the individual questions and speaking contributions, the Chairman of the General Meeting may distinguish between first and repeated contributions and in accordance with further appropriate criteria.

#### **5. Right to request information – sections 118a (1) sentence 2 no. 4, and sections 131 and 130a (5) sentence 3 and (6) AktG**

Pursuant to section 118a (1) sentence 2 no. 4 and section 131 AktG, any shareholder, or their proxy, must, on request, be given information by the Management Board on the Company's affairs at the General Meeting and also about legal and business relationships of Uniper SE with affiliates as well as to the situation of the group as a whole and the entities included in the consolidated financial statements, provided such information is necessary in order to make an informed judgement on an agenda item and the Management Board does not have a right to refuse to disclose such information.

Pursuant to section 19 (3) sentence 1 of the Company's Articles of Association, reasonable time restrictions may be applied by the chairman to the shareholders' right to ask questions and speak at the General Meeting. Pursuant to section 19 (3) sentence 2 of the Company's Articles of Association, the chairman shall, in particular, be entitled to determine an appropriate framework, in terms of time, for both the course of the General Meeting and the discussion on individual items on the agenda as well as for individual questions, enquiries and speaking contributions.

It is intended that the chairman will order, pursuant to section 131 (1f) AktG, that the right to information pursuant to section 131 (1) AktG may be exercised at the General Meeting exclusively by way of video communication via the Online Service, i.e. within the scope of the right to speak (cf. section IV.9.d. of the General Meeting's invitation). No other submission of questions by way of electronic or other communication is provided for, neither before nor during the General Meeting.

If information has been disclosed to a shareholder outside the General Meeting by reason of their status as a shareholder, such information must also be disclosed to any other shareholder at the General Meeting upon request, even if such information is not necessary in order to make an

informed judgement in respect of the agenda item (section 131 (4) sentence 1 AktG). In the context of the General Meeting, it will thus be ensured that shareholders or their proxies who are attending the General Meeting online can submit their information requests via electronic communication using the password-protected online service on the Company's website at

[www.uniper.energy/gm-service](http://www.uniper.energy/gm-service)

in line with the relevant General Meeting procedure.

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 (5) sentence 1 AktG). Shareholders attending the General Meeting online may communicate their requests to the Company during the General Meeting via electronic communication using the password-protected online service on the Company's website at [www.uniper.energy/gm-service](http://www.uniper.energy/gm-service) in line with the relevant procedure. The information contained in section IV.3. of the invitation to the General Meeting should be noted in the context of accessing the password-protected online service.

The underlying legal provisions read as follows:

#### **Section 118a AktG Virtual general meeting (excerpt)**

(1) (...) If a virtual general meeting is held, the following requirements must be met:

(...)

4. the shareholders are granted a right to information in accordance with section 131 by means of electronic communication,

(...).

#### **Section 131 AktG Right of shareholders to information (excerpt)**

(1) Each shareholder shall upon request be provided with information at the general meeting by the management board regarding the company's affairs, to the extent that such information is necessary to allow for a proper evaluation of the relevant item on the agenda. The duty to provide information shall also extend to the company's legal and business relations with any affiliated enterprise. If a company makes use of the simplified procedure pursuant to section 266 (1) sentence 3, section 276 or section 288 of the German commercial code, each shareholder may request that the annual financial statements be presented to him at the general meeting on such annual financial statements in the form that would have been used if such simplifications had not been applied. The duty of the management board of a parent company (section 290 (1) and (2) of the German commercial code) to provide information at the general meeting to which the consolidated financial statements and group management report are presented also extends to the consolidated group's situation and the affiliated enterprises included in the consolidated financial statements.

(...)

(1d) Every shareholder who is electronically connected to the meeting must be granted the right to ask questions about all the answers given by the management board before and

during the meeting by means of electronic communication. (2) sentence 2 also applies to the right to ask follow-up questions.

(...)

- (1f) The chairman of the meeting can specify that the right to information pursuant to (1), the right to ask follow-up questions pursuant to (1d) and the right to ask questions pursuant to (1e) may only be exercised at the general meeting by way of video communication.
- (2) The information provided shall comply with the principles of conscientious and accurate accounting. The articles of association or the bylaws pursuant to section 129 may authorize the chairman of the meeting to reasonably limit a shareholder's time to speak and ask questions and may provide relevant details in this respect.
- (3) The management board may refuse to provide information:
  1. to the extent that providing such information is, according to sound business judgement, likely to cause a not inconsiderable disadvantage to the company or an affiliated enterprise;
  2. to the extent that such information relates to tax valuations or the amount of certain taxes;
  3. with regard to the difference between the value at which items are shown in the annual balance sheet and the higher market value of such items, unless the general meeting is to approve the annual financial statements;
  4. with regard to the methods of accounting and valuation, if disclosure of such methods in the notes suffices to provide a true and fair view of the actual condition of the company's assets, financial position and profitability within the meaning of section 264 (2) of the German commercial code; the foregoing shall not apply if the shareholders meeting is to approve the annual financial statements;
  5. insofar as the provision of such information would render the management board criminally liable;
  6. insofar as, in the case of a credit institution, a financial services institution or a securities institution, information need not be provided on the methods of accounting and valuation applied and setoffs made in the annual financial statements, management report, consolidated financial statements or group management report;
  7. if the information is continuously accessible on the Internet page of the company for at least seven days prior to the beginning and during the general meeting.

The provision of information may not be refused for other reasons.

- (4) If information has been provided to a shareholder by reason of his/her status as a shareholder outside a general meeting, such information shall upon request be provided to any other shareholder at the general meeting, even if such information is not necessary to permit a proper evaluation of an item on the agenda. In the case of a virtual general shareholders' meeting, it must be ensured that every shareholder electronically connected to the meeting can submit their request in accordance with the sentence 1 by means of electronic communication. The management board may not refuse to provide such

information on the grounds of (3) sentence 1, no. 1 through 4. Sentences 1 to 3 shall not apply if a subsidiary (section 290 (1) and (2) of the German commercial code), a joint venture (section 310 (1) of the German commercial code) or an associated company (section 311 (1) of the German commercial code) provides information to a parent company (section 290 (1) and (2) of the German commercial code) for the purpose of inclusion of the company in the consolidated financial statements of the parent company and such information is needed for such purpose.

- (5) If a shareholder has been denied information, such shareholder may request that their question and the reason for which the information was denied be recorded in the minutes of the meeting. In the case of a virtual general meeting, it must be ensured that every shareholder attending the meeting online can submit their request in accordance with sentence 1 via electronic communication.“

#### **Section 130a AktG Right to submit statements and speak at virtual general meetings (excerpt)**

(...)

- (5) Motions and proposals for election pursuant to section 118a (1) sentence 2 no. 3, the request for information pursuant to section 131 (1), inquiries pursuant to section 131 (1d) and further questions pursuant to section 131 (1e) may be part of the speech. (...)
- (6) The company may reserve the right in the invitation to test the functionality of the video communication between the shareholder and the company during the meeting and prior to the speech and to refuse to allow them to speak if the functionality cannot be guaranteed.

#### **Section 132 AktG Court decision regarding the right to request information (excerpt)**

- (1) The decision whether the management board must provide the information shall be exclusively made, upon a corresponding petition being made, by the regional court where the company has its registered office.
- (2) Each shareholder who has not been provided the requested information is entitled to submit an application; if a resolution has been passed on the agenda item to which the information referred, each of the shareholders who appeared at the general meeting and raised an objection at the general meeting and had it recorded in the minutes will be likewise entitled to submit such an application. In the case of a virtual general meeting, the following shareholders attending the meeting online are entitled to file a petition:
  1. each shareholder who has not been given the requested information,
  2. each shareholder who has declared an objection via electronic communication if a resolution has been passed on the agenda item to which the information relates.

The petition is to be filed within two weeks after the general meeting at which the request for information was refused.

- (3) Section 99 (1), (3) sentences 1, 2 and 4 to 6 and (5) sentences 1 and 3 apply accordingly. A complaint may be lodged only if the regional court declares it admissible in its decision. Section 70 (2) of the German Act on Proceedings in Family Matters and in Matters of Non-Contentious Jurisdiction shall apply *mutatis mutandis*.

- (4) Where the court complies with the petition, the information is also to be provided outside of the general meeting. Compulsory enforcement may be pursued based on the decision in accordance with the provisions of the German Code of Civil Procedure.
- (5) The court seized with the proceedings determines, at its reasonable discretion, which of the parties shall bear the costs of the proceedings.

The underlying provisions of the Company's articles of association read as follows:

**Section 19 of the Articles of Association of Uniper SE (excerpt)**

- (3) The Chairman of the General Meeting may reasonably restrict, in terms of time, the right of shareholders to put questions and to speak. At the beginning or in the course of the General Meeting, he may, in particular, determine an appropriate framework, in terms of time, for both the course of the General Meeting and the discussion on individual items on the agenda as well as for individual questions and speaking contributions. In determining the time available for the individual questions and speaking contributions, the Chairman of the General Meeting may distinguish between first and repeated contributions and in accordance with further appropriate criteria.

**6. Right of objection – section 118a (1) sentence 2 no. 8 AktG in conjunction with section 245 AktG**

Shareholders and their proxies duly registered and being electronically connected to the General Meeting have the right to object to the resolutions passed by the General Meeting by submitting their objection electronically to the notary instructed to keep the record of the General Meeting using the password-protected online service for shareholders via the Company's website at

[www.uniper.energy/gm-service](http://www.uniper.energy/gm-service)

in line with the procedure laid down therein by Uniper SE. Corresponding declarations may be submitted from the opening of the General Meeting up to its closing by the chairman of the General Meeting. The information contained in section IV.3 of the invitation to the General Meeting should be noted in the context of accessing the password-protected online service.

The notary has authorized the Company to receive objections via the Online Service; these will be forwarded to the notary.

The underlying legal provisions read as follows:

**Section 118a AktG Virtual general meeting (excerpt)**

- (1) (...) If a virtual general meeting is held, the following requirements must be met:

(...)

8. shareholders electronically connected to the meeting shall be given the right to declare an objection to a resolution of the general meeting by means of electronic communication.

(...)

**Section 245 AktG Authority to bring an action for avoidance (excerpt)**

The following shall have authority to bring an action for avoidance:

1. Any shareholder attending the general meeting, provided he/she has already acquired the shares prior to the agenda having been published by notice and provided he/she raised an objection concerning the resolution and has it recorded in the minutes.

(...)

In the case of a virtual general meeting, all shareholders electronically connected to the meeting shall be deemed to be in attendance within the meaning of sentence 1 no. 1.