



Rules of Procedure for the Supervisory Board of Uniper SE

Table of Contents

	Page
Section 1 General	2
Section 2 Chair and deputy	2
Section 3 Convening	2
Section 4 Adoption of resolutions	3
Section 5 Appointment, removal, and remuneration of members of the board of management.	3
Section 6 Reserved matters	4
Section 7 Duty of confidentiality and responsibility of the members of the supervisory of board	5
Section 8 Committees	5
Section 9 Executive committee.....	6
Section 10 Audit and risk committee.....	6
Section 11 Nomination committee	7
Section 12 Sustainability committee	8
Section 13 Attending the meetings of the supervisory boards or its committees	8
Section 14 Information and reporting duties	8
Section 15 Co-operation with the auditor	9
Section 16 Composition of the supervisory board	9
Section 17 Conflicts of interests, transparency, and self-assessment	10
Section 18 Training.....	10

The supervisory board of the company, by adopting a resolution, agreed upon the following rules of procedure:

**Section 1
General**

The supervisory board performs its activities in accordance with the legal provisions, the articles of association of Uniper SE, and these rules of procedure. It is guided by the recommendations and suggestions of the German Corporate Governance Code.

**Section 2
Chair and deputy**

- (1) The supervisory board shall elect, following the general meeting upon the conclusion of which its term of office commences, a chair and two deputies, one based upon a proposal by the shareholders' representatives and the other based upon a proposal by the employees' representatives. A separate convening notice for the meeting is not required. As regards the election of the chair, the oldest member in terms of age among the shareholder representatives has the chair; section 4 para. 6 shall apply accordingly. Only a shareholder representative elected as a member by the general meeting may be elected chair of the supervisory board. The chair of the supervisory board shall be independent from the company and the board of management.
- (2) In case the membership of the chair should cease before the expiry of the chair's term of office, the supervisory board has to conduct a new election without undue delay. In case the membership of a deputy should cease, the new election takes place no later than in the next regular meeting of the supervisory board following the cessation of membership.

**Section 3
Convening**

- (1) The supervisory board may be convened once in each calendar quarter, it must be convened twice in each calendar half year.
- (2) The supervisory board shall be convened by a notice in writing communicated, as a rule at least 14 calendar days in advance, by the chair or a deputy, the agenda, the time and place of the meeting being specified. If the chair so determines, meetings may also be held using electronic means of communication (e.g. by video conference) or individual members of the supervisory board may participate in face-to-face meetings using electronic means of communication. In urgent cases, meetings may be convened verbally, by phone, e-mail or by means of other electronic media, the period specified above not being complied with. The same applies to an amendment to the agenda. All documents required for resolutions shall be communicated to the members of the supervisory board along with the invitation. The board of management shall ensure that the members of the supervisory board can familiarise with such documents in due time.
- (3) The chair is obliged to convene the supervisory board if this is requested by a member of the supervisory board or by the board of management.
- (4) The items of the agenda shall be communicated in the convening notice. In the event of an item of the agenda not being properly communicated a resolution as regards such item shall only be adopted provided that no member of the supervisory board objects thereto prior to the resolution being adopted. Members of the supervisory board who are not present must be given an opportunity in such case to object, within a reasonable period of time to be determined by the chair, to the adoption of such resolution or to vote in writing as regards the subject of the resolution.

The resolution shall only take effect provided that the members of the supervisory board who were not present do not object thereto within the period of time determined.

Section 4
Adoption of resolutions

- (1) Resolutions of the supervisory board shall be adopted at meetings. Resolutions of the supervisory board may also be adopted by votes cast in text form, by telephone, video conference, or by means of other electronic media. The result is to be put on record by the chair. The provisions on the adoption of resolutions at meetings shall apply accordingly in the cases of sentence 2.
- (2) The supervisory board constitutes a quorum if all members have been invited and at least one half of the total number of members which it is required to comprise participates in the adoption of a resolution. In any case, at least three members must participate in the resolution. A member also participates in the adoption of resolutions if such member abstains from voting.
- (3) Absent supervisory board members may participate in the adoption of resolutions by arranging for their written votes or signed votes in form of a telefax or electronic copy to be submitted by other supervisory board members.
- (4) The meetings shall be chaired by the chair of the supervisory board or, in the event that he is unable, by its deputy. In the absence of the chair, supervisory board meetings shall be chaired by the deputy elected upon on a proposal by the shareholders' representatives, and if he is prevented from attending, by the deputy elected upon on a proposal by the employees' representatives. The chair of the meeting shall determine the course of the meeting and the form of voting.
- (5) In the case of resolutions and elections, a simple majority of the votes cast shall be sufficient, unless otherwise provided by law.
- (6) In the event that the supervisory board vote results in a tie, the vote of the chair, or if the chair does not participate in the adoption of the resolution, the vote of the deputy, provided that the latter is a shareholder representative, shall be the casting vote.
- (7) Minutes shall be prepared as regards the deliberations and resolutions of the supervisory board, and such minutes shall be signed by the chair or, in the event that he is unable, by the deputy. Minutes on resolutions adopted outside meetings shall be provided without undue delay to all members of the supervisory board.
- (8) Declarations of intent of the supervisory board shall be issued by the chair or, in the event that he is unable, by the deputy in the name of the supervisory board.

Section 5
**Appointment, removal, and remuneration of members
of the board of management**

- (1) The supervisory board shall appoint and remove the members of the board of management, and is competent for the conclusion, amendment, and termination of the service agreements entered into with members of the board of management. When appointing members of the board of management, the supervisory board shall take diversity into account. Together with the board of management it shall ensure that there is long-term succession planning.
- (2) The members of the board of management shall be appointed by the supervisory board for a maximum period of five years; the first-time appointment of a member of the board of management, should be for a period of not more than three years.

- (3) Any re-appointment prior to one year before the end of an appointment period at the same time as termination of the current appointment shall only happen if special circumstances apply.
- (4) The term of appointment of a member of the board of management shall end at the latest upon the expiration of the month in which the member concerned of the board of management reaches the general retirement age.
- (5) The supervisory board decides on the remuneration system for the members of the board of management and, on this basis, determines the actual remuneration for each member of board of management. Moreover, it examines regularly the remuneration system for the board of management.

Section 6 Reserved matters

- (1) The following transactions and measures shall require previous approval by the supervisory board:
 - (a) determining the investment, finance, and staff planning of the group for the following financial year (budget),
 - (b) acquiring and disposing of companies, partnerships, shareholdings and business divisions (except for financial investments) as well as capital expenditure for fixed assets, to the extent that in the individual case, the market value or, if no market value is available, the book value exceeds €300,000,000; this does not apply to acquisitions and disposals within the group;
 - (c) financing measures that are not covered by any resolution of the supervisory board on financial budgeting pursuant to lit. (a) and have a value that exceeds €1,000,000,000 in the individual case; this does not apply to financing measures within the group,
 - (d) concluding, amending, and revoking any enterprise agreements (Unternehmensverträge),
 - (e) measures which may only be carried out with the approval of the supervisory board of Uniper SE in accordance with the Framework Agreement concluded between Uniper SE and the Federal Republic of Germany on December 19, 2022 (annex 1 to these rules of procedure).
- (2) Furthermore, the board of management requires the consent of the supervisory board where it participates in transactions or measures at affiliated enterprises by way of instruction, consent or casting of votes in corporate bodies.
- (3) In addition to the transactions and measures stipulated in para. 1, the supervisory board may subject other types of transactions and measures to a requirement of its consent.
- (4) In cases where waiting for the prior approval of the supervisory board shall create material disadvantages for the company, the board of management shall seek the approval of the executive committee. The supervisory board shall be informed about such a decision in text form without undue delay and shall receive an oral report at the next supervisory board meeting.

Section 7
Duty of confidentiality and responsibility of the members
of the supervisory of board

- (1) The members of the supervisory board shall not be bound by orders or instructions and may not accept them.
- (2) The members of the supervisory board shall be obliged to treat as confidential any confidential reports provided or confidential advice given to them of which they become aware because of their activity in the supervisory board. This applies in particular to the course of the deliberations, the statements made, the votes as well as other personal statements made by the single members of the supervisory board. Reports classified as confidential as well as financial data which have not yet been published must not be disclosed to third parties. The members of the supervisory board shall ensure that any members of staff and consultants possibly engaged by them comply in the same form with the duty of confidentiality. This duty of confidentiality shall remain applicable also after the termination of the office.
- (3) Upon termination of the mandate, the member of the supervisory board shall return to the company all confidential documents still in his or her possession which he or she received or prepared in the course of his or her activities as a member of the supervisory board, or, if data were stored electronically, delete them. If third parties or the company assert claims in connection with the supervisory board activity against a member of the supervisory board or a former member after he or she has left the supervisory board, the company shall grant the person concerned and any lawyers commissioned by him or her access to the supervisory board documents prepared during the term of the mandate of the person concerned for the purpose of defending against the claims raised. The person concerned is obliged to use the information and documents received exclusively for the purpose of defending the claims asserted in judicial and extrajudicial proceedings. The company is obliged to retain the supervisory board documents in accordance with the statutory retention periods.

Section 8
Committees

- (1) The supervisory board may establish one or several committees from among its members. To the extent permitted by law, the adoption of resolutions may be delegated to such committees.
- (2) The supervisory board sets up an executive committee as specified in section 9 below, an audit and risk committee as specified in section 10 below, a nominations committee as specified in section 11 below and a sustainability committee as specified in section 12 below.
- (3) The supervisory board can issue rules of procedure for the committees.
- (4) Unless otherwise provided for in the rules of procedure issued for the committees, the provisions of section 3 para.2 and 4 and of sections 4 and 13 shall apply *mutatis mutandis* to the committees of the supervisory board.
- (5) Reports on the committees' activities shall regularly be provided to the supervisory board and in an appropriate form, but at least orally in every ordinary meeting of the supervisory board. In addition, if the chair of the supervisory board is not a member of a committee, the chair of the supervisory board shall be informed without undue delay of all material findings by the committee in connection with the activities of the committee concerned.

Section 9
Executive committee

- (1) The executive committee shall be made up of the supervisory board chair, the two deputies, two further members elected upon a proposal of the employees' representatives as well as another member elected upon a proposal of the shareholders' representatives. The chair of the executive committee shall be the chair of the supervisory board.
- (2) The executive committee has the following tasks:
 - (a) preparing personnel-related supervisory board decisions, in particular by making proposals on the appointment, reappointment or recall of members of the board of management, conclusion, amendment and termination of employment contracts with the members of the board of management, determination and amendment of total remuneration,
 - (b) submitting a proposal on the compensation system for the board of management, including the main contract elements, to be resolved and regularly reviewed by the supervisory board,
 - (c) decisions *in lieu* of the supervisory board giving approval to any side activities or other activities of a member of the board of management as specified in section 88 of the German Stock Corporation Act and to material transactions between the company on the one hand and parties related with a member of the board of management, on the other hand,
 - (d) decisions *in lieu* of the supervisory board with regard to the board of management's business allocation plan,
 - (e) long-term succession planning for the board of management together with the board of management,
 - (f) decisions *in lieu* of the supervisory board according to section 6 para. 4,
 - (g) as far as legally possible, adopting resolutions in cases where, in order to avoid major disadvantages for the company, it does not seem acceptable to wait for the next meeting of the supervisory board, and where it is not possible to obtain a decision of the supervisory board within the necessary period of time; in such cases, the supervisory board shall be promptly informed about such a decision in writing as well as by means of a verbal account at the next supervisory board meeting.

Section 10
Audit and risk committee

- (1) The audit and risk committee shall be made up of six supervisory board members to be elected by the supervisory board. The audit and risk committee elects its chair from among its members based upon a proposal by the shareholders' representatives and a deputy upon a proposal by the employees' representatives. The chair of the audit and risk committee shall have appropriate expertise in the field of accounting or auditing and shall be independent from the company, the board of management and the controlling shareholder.
- (2) The audit and risk committee shall deal in particular with
 - the monitoring of the accounting process, including the non-financial or sustainability reporting process,

- the provision of reports by accredited independent third parties as an annex to the management report or in another publicly accessible manner,
 - the effectiveness of the internal control system, the risk management system and the internal auditing system, as well as
 - the audit of the financial statements and, if applicable, of the sustainability report, in particular the selection and independence of the auditors, the quality of the audits and additional services provided by the auditors.
- (3) In addition, the audit and risk committee shall deal with compliance issues.
- (4) The audit and risk committee shall prepare the proposal made by the supervisory board to the annual shareholders meeting for the election of the auditor of the financial statements as well as, if applicable, for the auditor of the sustainability report and shall make a recommendation.
- (5) The audit and risk committee shall discuss with the auditor the audit risk assessment, the audit strategy and audit planning, and the audit results. The chair of the audit and risk committee shall regularly discuss the progress of the audit with the auditor and report thereon to the committee.
- (6) The members of the audit and risk committee shall be the recipients of the annual financial statements, the management report, the proposal for the appropriation of the net income for the year, the semi-annual and quarterly financial reports, as well as the consolidated financial statements and the group management report.
- (7) The audit and risk committee shall prepare the supervisory board's decision with regard to the adoption of the annual financial statements and the approval of the consolidated financial statements. For this purpose, the audit and risk committee shall pre-audit the annual financial statements, the management report (including the non-financial or sustainability report), the consolidated financial statements, the group management report (including the group non-financial or sustainability report) and the proposed appropriation of net income as well as – as far as not part of the (group) management report – the separate (consolidated) non-financial report.
- (8) The audit and risk committee shall discuss semi-annual and quarterly financial reports with the board of management prior to their publication.
- (9) Each member of the audit and risk committee may, via the chair of the committee, obtain information directly from the heads of those central divisions of the company that are responsible within the company for the tasks relating to the audit and risk committee in accordance with paragraph 2 above. The chair of the committee shall inform all members of the audit and risk committee of the information obtained. If information is obtained in accordance with sentence 1, the board of management must be informed immediately.

Section 11 Nomination committee

- (1) The nomination committee shall be made up of the supervisory board chair, who shall also chair the nomination committee, the deputy of the chair of the supervisory board elected upon a proposal of the shareholders' representatives, who shall also be the deputy of the chair of the nomination committee, as well as another representative of the shareholders to be elected by the supervisory board.
- (2) The function of the nomination committee shall be to propose to the supervisory board, in consideration of the supervisory board's objectives with regard to its composition under section 16, suitable candidates for its proposals to the general meeting.

Section 12
Sustainability committee

- (1) The sustainability committee shall be made up of four supervisory board members to be elected by the supervisory board. The sustainability committee elects its chair from among its members based upon a proposal by the shareholders' representatives and a deputy upon a proposal by the employees' representatives.
- (2) The sustainability committee advises the board of management and the supervisory board on issues relating to sustainable corporate governance and the integration of ESG aspects (environmental, social and governance) into the corporate strategy. It shall deal in particular with:
 - (a) monitoring the effectiveness of Uniper SE's ESG policies and procedures and the strategic sustainability plan and measuring the effectiveness against the various stakeholder expectations,
 - (b) monitoring and reviewing Uniper SE's performance in relation to the sustainability goals and indicators (including inclusion in sustainability indices),
 - (c) supervising and governing the ESG strategy process including ESG strategy and mitigation measures & steering mechanism,
 - (d) reviewing the non-financial or sustainability reporting with regards to sustainability management, including strategy and relevant metrics & targets,
 - (e) supervising Uniper's stakeholder engagement regarding scope of ESG reporting, ESG ratings and rankings as well as stakeholder input, engagement and validation,
 - (f) submission of proposals to the supervisory board on material ESG topics and preparation of corresponding resolutions for the supervisory board.

Section 13
Attending the meetings of the supervisory boards or its committees

- (1) The members of the board of management shall attend the meetings of the supervisory board unless otherwise ordered by the chair of the supervisory board in the individual case or by a resolution adopted by the supervisory board in the individual case. If the statutory auditor is called in as an expert, the board of management does not participate in this agenda item of the meeting unless the supervisory board deems its participation necessary. The chair of the supervisory board may admit further persons to meetings of the supervisory board in the individual case. As regards the decision taken by the chair of the supervisory board on the admission of further persons to a meeting, each member of the supervisory board shall be entitled to demand that a resolution be adopted by the supervisory board on such admission.
- (2) The supervisory board shall also meet on a regular basis without the board of management.
- (3) If third parties who are not bound by a professional obligation or an agreement with the company or any of its affiliates to maintain confidentiality attend meetings of the supervisory board or of its committees pursuant to these provisions, the chair of the supervisory board shall have the persons concerned sign a separate confidentiality statement.

Section 14
Information and reporting duties

- (1) The board of management shall regularly inform the supervisory board in accordance with the rules set out in the rules of procedure for the board of management of Uniper SE.

- (2) Between the meetings, the chair of the supervisory board shall be in regular contact with the board of management, in particular the chair of the board of management, in order to discuss with them the issues of strategy, business development, risk situation, the risk management and compliance of the enterprise.

Section 15

Co-operation with the auditor

- (1) Without undue delay following the election of the auditor by the general meeting, the audit and risk committee shall inform the auditor thereof and determine the details of the audit mandate, including the remuneration, as regards the audit of the annual and consolidated financial statements as well as, if applicable, the (group) sustainability report. When giving the audit mandate, the chair of the audit and risk committee and the auditor shall agree on the following:
- (a) the chair of the supervisory board shall be informed without undue delay of any possible reasons for disqualification or partiality arising in the course of the audit, unless such reasons are eliminated,
 - (b) the auditor shall report without undue delay on any findings and issues of importance for its tasks which come to the knowledge of the auditor during the performance of the audit, and
 - (c) the auditor shall inform him or shall state in the auditor's report if he detects any facts in the course of the audit, which lead to any declarations as regards the German Corporate Governance Code made by the board of management or the supervisory board being incorrect.
- (2) Each member of the supervisory board shall receive the documents to be submitted pursuant to section 171 para. 1 of the German Stock Corporation Act and the auditor's reports.
- (3) The supervisory board shall examine the annual financial statements, the management report, and the proposal for the appropriation of the balance sheet profits as well as the consolidated financial statements and the group management report, and – as far as not part of the (group) management report – the separate (consolidated) non-financial report. The supervisory board shall provide a report in writing on the audit's results to the general meeting. The content of this reporting duty is based on section 171 para. 2 of the German Stock Corporation Act.
- (4) The auditor shall participate in the deliberations of the supervisory board in line with section 171 para. 1 of the German Stock Corporation Act.

Section 16

Composition of the supervisory board

- (1) The composition of the supervisory board has to ensure that its members collectively possess the knowledge, skills and professional expertise required to properly perform their duties. The supervisory board shall determine specific objectives regarding its composition, and shall prepare a profile of skills and expertise for the entire board while taking the principle of diversity into account. The supervisory board's skills and expertise profile shall also comprise expertise regarding sustainability issues relevant to the enterprise. Proposals by the supervisory board to the general meeting shall take these objectives into account, while simultaneously aiming at fulfilling the overall profile of required skills and expertise of the supervisory board. The implementation status shall be disclosed in the form of a qualification matrix in the Corporate Governance Statement. This statement shall also provide information about what the shareholder representatives on the supervisory board regard as the appropriate number of independent supervisory board members representing shareholders, and the names of these members.

- (2) The members of the supervisory board as a rule shall not be older than 70 years at the time of their election.
- (3) In order to allow for the board of management being given advice to and supervised independently, the supervisory board shall include what it considers to be an appropriate number of independent members from the group of shareholder representatives. No more than two former members of the board of management shall be members of the supervisory board. Members of the supervisory board shall not be members of governing bodies of, or exercise advisory functions at, significant competitors of the enterprise, and shall not hold any personal relationships with a significant competitor.
- (4) The supervisory board shall not propose any candidate to the general meeting who is a member of the board of management of a listed company and has more than two supervisory board mandates in non-group listed companies or comparable functions, or the chairmanship of a supervisory board in a non-group listed company. When making proposals for the election to the general meeting the supervisory board shall disclose the personal and professional relations between each candidate and the company, the corporate bodies of the company, and any shareholder holding a material interest in the company in line with the requirements of C.13 of the German Corporate Governance Code.

Section 17

Conflicts of interests, transparency, and self-assessment

- (1) Each member of the supervisory board shall inform the chair of the supervisory board of any conflicts of interests, in particular those which could arise due to advice being given to or membership in boards of customers, suppliers, lenders, or other third parties, without undue delay.
- (2) The supervisory board shall inform, in its report to the general meeting, of any conflicts of interests that have arisen and how they were addressed. Material conflicts of interest involving a member of the supervisory board that are not merely temporary shall result in the termination of that member's supervisory board mandate.
- (3) It shall be noted in the report of the supervisory board how many meetings of the supervisory board, and of the committees were held in person or as video or telephone conferences and how many meetings of the supervisory board and the committees the individual members attended in each case.
- (4) The supervisory board shall assess, at regular intervals, principally every two years, how effective the supervisory board as a whole and its committees fulfil their tasks. The Supervisory Board shall report in the Corporate Governance Statement if (and how) the self-assessment was conducted.

Section 18

Training

The members of the supervisory take responsibility for undertaking any training or professional development measures necessary to fulfil their duties. The company shall support supervisory board members sufficiently upon their appointment and during training and professional development measures, and shall disclose such measures in the report of the supervisory board.