



Auditor's Report

Uniper SE
Düsseldorf

Remuneration Report pursuant to § 162 AktG for the Financial Year
from January 1 to December 31, 2025

(Translation - the German text is authoritative)

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Compensation Report pursuant to Section 162
of the German Stock Corporation Act

Compensation Report

Compensation Report pursuant to Section 162 of the German Stock Corporation Act

The compensation report prepared by the Board of Management and the Supervisory Board of Uniper SE (hereinafter also “Uniper” or the “Company”) in accordance with Section 162 of the German Stock Corporation Act (*Aktiengesetz*, “AktG”) presents the basic features of the Compensation System for members of the Board of Management and of the Supervisory Board, and it provides information about the individuals who were current or former members of the Board of Management and of the Supervisory Board in the 2025 fiscal year and about the compensation granted and owed to them.

The compensation report has been audited – both formally and in terms of content – by PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft beyond the requirements of Section 162 (3) AktG. The compensation report and the enclosed report on the audit of the compensation report are published on Uniper SE’s website at [\[Compensation | Uniper\]](#). As provided for by Section 120a (4) AktG, the compensation report will be submitted for approval to the Annual General Meeting of Uniper SE on May 20, 2026.

The Board of Management and the Supervisory Board submitted the compensation report prepared pursuant to Section 162 AktG for the 2024 fiscal year to the Annual General Meeting on May 8, 2025, for a shareholder resolution on its approval, which was granted with 99.99% of the vote. The Board of Management and the Supervisory Board see no need for major changes to the form and content of the compensation report due to the high approval rate and will therefore maintain the existing structure.

1. The 2025 Fiscal Year in Review

Business Performance

In the 2025 fiscal year, Uniper achieved an adjusted EBITDA of €1,097 million. As expected, it was significantly below the exceptionally strong result of €2,612 million in the previous year. Economically advantageous optimization activities carried out in previous periods had a negative impact on the gas portfolio in the current fiscal year. In addition, no further earnings were generated from significantly lower replacement procurement costs for discontinued deliveries of Russian gas volumes. The result was also negatively affected by a decline in earnings contributions from hedging activities in the fossil generation margin segment, as well as by the overall reduced power plant portfolio. This was driven in particular by the shutdown of the Ratcliffe power plant in the United Kingdom and Heyden 4 in Germany, the sale of the Gönyű gas-fired power plant in Hungary, and the end of commercial operations and transfer to grid reserve of the German power plants Staudinger 5 and Scholven B and C.

Personnel Changes on the Board of Management and on the Supervisory Board

The Supervisory Board of Uniper SE and Dr. Jutta A. Dönges (Chief Financial Officer (CFO)) have mutually agreed on the early termination of both her appointment as a member of the Board of Management and her service agreement, effective at the close of October 31, 2025. Dr. Dönges received her compensation pro rata up to her departure. No severance was paid in this connection. The contractual non-compete clause was waived by mutual consent, and an associated compensatory allowance also was not paid.

Effective November 1, 2025, the Supervisory Board of Uniper SE appointed Christian Barr to the Board of Management of Uniper SE as CFO.

Fabienne Twelemann was appointed to the Board of Management of Uniper SE as Chief People & Transformation Officer (CPTO) effective November 1, 2025. She will be taking charge of the newly created People & Transformation area of responsibility. Fabienne Twelemann had previously been Head of Human Resources at Uniper.

In the 2025 fiscal year, Immo Schlepper resigned as an employee representative on the Supervisory Board effective May 31, 2025. Rolf Wiegand was appointed to the Supervisory Board as his successor, and simultaneously became a member of the Executive Committee, effective June 1, 2025.

Among the shareholder representatives, Dr. Marcus Schenck resigned as a member of the Supervisory Board of Uniper SE on September 30, 2025.

At the close of December 31, 2025, Harald Seegatz resigned as an employee representative on the Supervisory Board. Martin Krimphove was appointed to succeed him on the Supervisory Board as of January 1, 2026.

2. Basic Features of the Board of Management Compensation System

The framework agreement concluded between Uniper SE and the Federal Republic of Germany on December 19, 2022, enabling the package of measures to stabilize the Uniper Group financially, including the conditions imposed by the European Commission for state-aid approval, and the German Energy Security Act (EnSiG) each contain provisions restricting the compensation of the members of Uniper SE's Board of Management ("Compensation Restrictions"). Under these restrictions, no performance-based compensation components may be promised or paid out, or established or promised in conditional or other form. Against this backdrop, the Supervisory Board of Uniper SE adopted a new Compensation System at the end of 2022 that reflects the Compensation Restrictions contained in the package of measures to stabilize the Uniper Group financially and thus provides for no variable compensation. The Compensation System approved by the Annual General Meeting on May 24, 2023, took effect retroactively as of January 1, 2023. The following table shows an overview:

Compensation System of the Board of Management	
Non-Performance-Based Compensation (Fixed Compensation)	
Base salary	<ul style="list-style-type: none"> Members of the Board of Management receive a fixed base salary, paid as a monthly salary
Fringe benefits	<ul style="list-style-type: none"> Compensation in kind, standard market fringe benefits (provision of a company car or a comparable benefit, payment of costs associated with medical screening, accident insurance, ...)
Pension entitlements	<ul style="list-style-type: none"> Defined contribution pension plan, contributions equivalent to a maximum of 18% of eligible compensation
Performance-Based Compensation (Variable Compensation)	
Annual bonus (STI)	N/A
Long-term incentive (LTI)	N/A
Other Contract and Plan Components	
Maximum compensation	<ul style="list-style-type: none"> Chief Executive Officer: €2 million Ordinary Board of Management member: €1.4 million
Retention and clawback	-
Service agreement termination provisions	<ul style="list-style-type: none"> Severance payments – where legally mandatory – are capped at two years' compensation and shall not exceed the compensation due for the remaining term of the service agreement ("severance cap") No entitlement to a severance payment, nor to a special right of termination, in the event of a change of control Any severance payments are offset against the allowance payable under non-compete clauses

While the Compensation Restrictions remain in effect, the Supervisory Board will set the compensation of the members of the Board of Management within the above specifications. The Board of Management's compensation is reviewed regularly for appropriateness. The compensation paid to Uniper SE's Board of Management shall not exceed what is customary. Firstly, the Supervisory Board compares the Board of Management's compensation against a peer group of companies that are similar to the Uniper Group in terms of geographic location, size and economic situation. The Supervisory Board had previously specified the MDAX-listed companies as the peer group. Secondly, the Board of Management's compensation is also examined in relation to the compensation of senior management and the relevant workforce. The Supervisory Board has defined senior management as the management level immediately below the Board of Management, while the relevant workforce includes both pay-scale and non-pay-scale employees including the management below the level of senior management. The development of compensation over time, in particular, is also examined.

3. The Compensation Components in Detail

Base Salary

The members of the Board of Management receive a fixed base salary, which is paid as a monthly salary.

The annual base salary is €1.37 million for the Chief Executive Officer and €0.77 million for the ordinary members of the Board of Management.

Fringe Benefits

Compensation in kind and fringe benefits customary in the market, such as the assumption of mobility costs through provision of a company car (for the Chief Executive Officer, including driver) or a comparable benefit (e.g., provision of a BahnCard 100), the assumption of costs associated with medical screening and the provision of baggage and accident insurance, are also granted.

The Supervisory Board further has the ability to grant compensation payments for detriments to new Board of Management members on a one-time basis in cases where such payments are deemed unavoidable. This, in particular, allows the Company to compensate for verified losses of compensation already granted by a candidate's previous employer that could result from a transfer to Uniper. In addition, moving expenses and rent payments entailed by a new appointment and the associated change of residence can be reimbursed on a temporary basis. This gives the Supervisory Board the necessary flexibility in recruiting the best possible candidates for the Board of Management.

Christian Barr thus received a one-time compensation payment of roughly €0.3 million in the 2025 fiscal year. The payment was made in order to compensate for the loss of compensation commitments at his previous employer triggered by his transfer to Uniper SE. He must return this compensation payment if the service agreement is terminated for a reason that precludes payment of severance before a period of three years has lapsed.

Moreover, a property damage liability insurance policy has been agreed, subject to a deductible of 10% on each damage claim, with a maximum cumulative annual cap of 150% of the beneficiary's annual fixed base salary.

Defined Contribution Pension Plan

Uniper SE grants to the members of the Board of Management a defined contribution pension plan in the form of a schedule of contributions. Under the plan, an amount totaling not more than 18% of eligible compensation (base salary and the annual bonus for 100% target attainment under the 2021 Compensation System) is granted for contributions. The amount of the annual contributions is made up of a fixed base percentage (14%) and a matching contribution (4%). The matching contribution will only be granted if the Board of Management member makes a minimum contribution in the same amount by deferring compensation. The matching contribution funded by the Company will be suspended if the dividend distribution corridor set by the Supervisory Board is not met for three consecutive years. However, the framework agreement concluded with the Federal Republic of Germany on December 19, 2022, including the conditions imposed by the European Commission for state-aid approval, and the EnSiG does not permit any dividend distributions. Therefore, the regulation on the suspension of the matching contribution in the event of non-compliance with the dividend corridor cannot be applied, and the matching contribution funded by the company will not be suspended during this period. The credits are converted pursuant to actuarial principles into units of capital (based on the age of 62) and accrue to the pension accounts of the members of the Board of Management. The units of capital earn interest each year at the yield of long-term government bonds of the Federal Republic of Germany observed in that year. Board of Management members (upon reaching the age of 62) or their surviving dependents may opt to have the accrued balance on their pension account paid out in the form of a pension, in installments or in one lump sum.

The following table provides an overview of the expenses and the present value of the employer-funded pension obligations, not including contributions from deferred compensation. The present value of the pension obligations has been calculated as required by applicable International Financial Reporting Standards (IFRS). An IFRS actuarial interest rate of 4.20% (2024: 3.40%) was used for discounting in the 2025 fiscal year.

The entitlement of Dr. Jutta A. Dönges to occupational pension benefits expired when she departed from the company before the end of the statutory three-year period for vesting; only those entitlements arising

from deferred compensation remain in effect. The respective entitlements for a covered event are governed by the level of the benefit account including any interest credited.

Board of Management Pensions - IFRS

€ in thousands	Expense (service cost & interest cost) in fiscal year		Actuarial (gains)/losses in fiscal year ¹⁾		Present value of the defined benefit obligation as of December 31	
	2025	2024	2025	2024	2025	2024
Members of the Board of Management serving as of Dec. 31, 2025						
Michael D. Lewis (since June 1, 2023)	524	461	-295	50	1,162	933
Christian Barr (since November 1, 2025)	0	-	87	-	87	-
Holger Kreetz (since March 1, 2023)	303	246	-159	63	672	528
Dr. Carsten Poppinga (since August 1, 2023)	309	275	-199	5	535	425
Fabienne Tw elemann (since November 1, 2025)	0	-	53	-	53	-
Members of the Board of Management who resigned in fiscal year 2025						
Dr. Jutta A. Dönges (until October 31, 2025)	304	240	-797	46	0	493
Total	1,440	1,222	-1,310	164	2,509	2,379

1) In addition to the expenses (service cost & interest cost) in the fiscal year, the actuarial gains/losses explain the development of the present value of the defined pension obligations between the respective reporting dates. Due to the mid-year entries of Christian Barr and Fabienne Twelemann after the first quarter of the 2025 fiscal year, the expense is included in the actuarial gains.

Payments from Board Mandates

The members of the Board of Management of Uniper SE serve on supervisory boards of subsidiaries of Uniper SE. In accordance with the Compensation System, the Board of Management members waive all payments for such board mandates. Customary attendance fees and reimbursement of costs remain unaffected and may be collected. For appointments to Supervisory Boards outside the Group, the Supervisory Board of Uniper SE shall decide whether and to what extent compensation should be offset.

Services of Third Parties

In the 2025 fiscal year, none of the Board of Management members received services from a third party with respect to their work as members of the Board of Management of Uniper SE.

Payments Associated with Termination of Board of Management Duties

In the event of early termination of the service agreement by Uniper SE, severance is limited to the annual fixed compensation for a period of two years from the early termination of the service agreement and shall in no case exceed the compensation for the remaining term of the service agreement. No right to payment of severance exists if the service agreement is terminated based on a removal within the meaning of Section 84 (4) AktG due to a breach of duty for which the Board of Management member is responsible, or for cause within the meaning of Section 626 of the German Civil Code, or if the Board of Management member resigned even though continued exercise of the office due to serious breaches of duty would not have been unreasonable for the Company.

Unless waived by Uniper SE, the service agreements of Board of Management members include a non-compete clause. Pursuant to this clause, the members of the Board of Management are contractually prohibited, for a period not exceeding 12 months after the termination of their service agreements, from working directly or indirectly in a governing body (managing director, executive board member) or as a general representative, or in a management position or similar function, for a direct or indirect competitor of Uniper SE or its affiliates. During this period, members of the Board of Management are paid an allowance of one-twelfth of their annual compensation at the end of each calendar month. This allowance is offset against any other severance payments.

In connection with the termination of the service agreement of Dr. Jutta A. Dönges, Uniper SE waived both the contractual non-compete clause and the associated payment of allowance. No severance payments were made in this connection either.

4. Board of Management Compensation by Member

The following tables show the compensation granted and owed to each member of the Board of Management in the 2025 fiscal year in accordance with Section 162 AktG (base salary and expenses for fringe benefits), including expenses for pensions, as well as the relative share of each component. The term “compensation granted and owed” relates to the extent to which the members are receiving payments and represents the compensation for which the underlying activity was performed in full at the close of the 2025 fiscal year (earned-based principle). On the other hand, compensation components paid out a significant period of time after being earned are treated according to the accrual principle, i.e., they are only disclosed in the fiscal year in which the actual payment is made. In addition, for transparency reasons, the compensation granted and owed for the previous year, i.e., the 2024 fiscal year, is also presented for Board of Management members who were active in the 2025 fiscal year. Performance-based compensation components (annual bonus and long-term incentive) remain excluded for the 2025 fiscal year, as they had been for the 2024 fiscal year.

Compensation Granted and Owed – Active Board of Management Members in Fiscal Year 2025

	Michael D. Lewis since June 1, 2023			Holger Kreetz since March 1, 2023		
	(Chief Executive Officer - CEO)			(Chief Operating Officer - COO)		
	2025 € (k)	in %	2024 € (k)	2025 € (k)	in %	2024 € (k)
Base Salary	1,370	98%	1,272	770	98%	718
Fringe benefits	20	1%	22	16	2%	18
Other compensation ¹⁾	1	0%	1	-	-	-
Total	1,391	100%	1,295	786	100%	736
Annual bonus	-	-	-	-	-	-
Long-term incentive	-	-	-	-	-	-
Total compensation granted and owed	1,391	100%	1,295	786	100%	736
Service cost	492	-	445	285	-	238
Grand total	1,884		1,741	1,071		974

1) Other compensation for Michael D. Lewis consists of attendance fees for participating in supervisory board meetings of subsidiaries, amounting to approximately €1,070 for the 2025 fiscal year and €570 for the 2024 fiscal year.

Compensation Granted and Owed – Active Board of Management Members in Fiscal Year 2025

	Dr. Jutta A. Dönges until October 31, 2025			Christian Barr since November 1, 2025		
	(Chief Financial Officer - CFO)			(Chief Financial Officer - CFO)		
	2025 € (k)	in %	2024 € (k)	2025 € (k)	in %	2024 € (k)
Base salary ¹⁾	642	94%	718	128	27%	-
Fringe benefits ²⁾	38	6%	61	5	1%	-
Other compensation ³⁾	-	-	68	340	72%	-
Total	680	100%	846	474	100%	-
Annual bonus	-	-	-	-	-	-
Long-term incentive	-	-	-	-	-	-
Total compensation granted and owed	680	100%	846	474	100%	-
Service cost	287	-	232	0	-	-
Grand total	967		1,079	474		-

1) The compensation for Dr. Jutta A. Dönges was granted pro rata until the end of her termination on October 31, 2025.

2) Aside from the customary fringe benefits, it was agreed in connection with the appointments of Dr. Jutta A. Dönges and Christian Barr that rent payments would be reimbursed for a limited period. For the 2025 fiscal year, Dr. Jutta A. Dönges received rent payments of approximately €29,128, including reimbursed payroll taxes, while Christian Barr received rent payments of approximately €1,992.

3) Other compensation for Dr. Jutta A. Dönges for the 2024 fiscal year consists of a one-time payment to compensate for the loss of compensation commitments in connection with her former mandate as a non-executive director at Rock Tech Lithium Inc. triggered by her transfer to Uniper SE. Other compensation for Christian Barr for the 2025 fiscal year consists of a one-time payment to compensate for the loss of compensation commitments (Long-term incentive) in connection with his former position triggered by his transfer to Uniper SE. He must return this compensation payment if the service agreement is terminated for a reason that precludes payment of severance before a period of three years has lapsed.

Compensation Granted and Owed – Active Board of Management Members in Fiscal Year 2025

	Dr. Carsten Poppinga since August 1, 2023			Fabienne Twelemann since November 1, 2025		
	(Chief Commercial Officer - CCO)			(Chief People & Transformation Officer - CPTO)		
	2025		2024	2025		2024
	€ (k)	in %	€ (k)	€ (k)	in %	€ (k)
Base salary	770	97%	718	128	99%	-
Fringe benefits	22	3%	25	2	1%	-
Other compensation ¹⁾	-	-	999	-	-	-
Total	792	100%	1,741	130	100%	-
Annual bonus	-	-	-	-	-	-
Long-term incentive	-	-	-	-	-	-
Total compensation granted and owed	792	100%	1,741	130	100%	-
Service cost	295	-	270	0	-	-
Grand total²⁾	1,086		2,011	130		-

1) Other compensation for Dr. Carsten Poppinga for the 2024 fiscal year consists of a one-time payment to compensate for the loss of compensation commitments (variable compensation) at his previous employer triggered by his transfer to Uniper SE. He must return this compensation payment if the service agreement is terminated for a reason that precludes payment of severance before a period of three years has lapsed.

2) The total amount shown for Dr. Carsten Poppinga for the 2024 fiscal year exceeds the maximum compensation of €1.4 million pursuant to Section 87a (1) sentence 2 no. 1 AktG. Since the one-time compensation payment in the amount of approximately €1.0 million was granted when he took office, i.e., for the 2023 fiscal year, it is also to be allocated to the 2023 fiscal year with regard to the maximum compensation within the meaning of Section 162 (1) no. 7 AktG. The maximum compensation is therefore complied with for the 2023 and 2024 fiscal years.

Furthermore, in the 2025 fiscal year, the former Board of Management member Tiina Tuomela (until February 28, 2023) was reimbursed the tax advisory costs in the amount of €19 thousand related to the correction of tax returns for the years 2022 and 2023. No other compensation granted and owed to former members of the Board of Management was reportable in the 2025 fiscal year.

Maximum Compensation

Compensation of members of the Board of Management is limited by Section 87a (1), sentence 2, no. 1, AktG to a maximum amount (maximum compensation). The total amount of all payouts granted for a single year, including the expenses for any fringe benefits and pension entitlements, is capped at this maximum amount, irrespective of when the payouts take place. Under the current Compensation System approved by the Annual General Meeting on May 24, 2023, the maximum compensation is €2.0 million for the Chief Executive Officer and €1.4 million for each of the ordinary members of the Board of Management.

The grand totals shown for the 2025 fiscal year in the preceding tables are below the specified maximum compensation amounts of €2.0 million for the Chief Executive Officer and €1.4 million for the ordinary members of the Board of Management. No further payments will be made for compensation commitments for the 2025 fiscal year. Accordingly, the respectively applicable maximum compensation according to Section 87a (1), sentence 2, no. 1, AktG has been complied with for the 2025 fiscal year.

5. Basic Features of Supervisory Board Compensation

The compensation for members of the Supervisory Board determined by the Annual General Meeting is governed by Section 15 of the Articles of Association of Uniper SE. Section 113 (3), sentence 1, AktG requires that, for listed companies, a resolution on the compensation of Supervisory Board members must be voted on at least once every four years. The Supervisory Board's compensation was most recently adjusted at the Annual General Meeting on May 8, 2025, and adopted by shareholder resolution with 99.99% of the vote. The new compensation has been applicable for all Supervisory Board members since May 8, 2025, and stipulates increases in fixed compensation and in additional compensation for committee memberships of 10% each. The adjustment is aligned with the adjustment for inflation of the Board of Management's compensation in the 2024 fiscal year and is being applied pro rata for the 2025 fiscal year.

The objective of the compensation is to strengthen the independence of the Supervisory Board as a governing body. The compensation of the Supervisory Board of Uniper SE takes account of this objective and of the associated tasks and work performed by the Supervisory Board members. Accordingly, aside from fixed compensation, requirements specific to certain roles, burdens in terms of time and responsibilities are also taken into account. This is achieved, on the one hand, through greater emphasis on the compensation of the Chairman of the Supervisory Board and the deputies and, on the other hand, through compensation for work on committees. Appropriate compensation befitting the duties of the role makes it possible to attract and retain suitable candidates for membership of the Supervisory Board. This contributes to the long-term development of the Uniper Group.

The compensation of the Supervisory Board members is reviewed regularly for appropriateness. When conducting this review, the compensation of the Supervisory Board members is compared against a peer group of companies that are similar to the Uniper Group in terms of geographic location, size and economic situation. The Supervisory Board had previously defined this peer group as the companies listed on the MDAX. The Supervisory Board, supported by the Executive Committee, proposes adjustments to the Supervisory Board's compensation to the Annual General Meeting.

Overview of Supervisory Board Compensation (since May 8, 2025)			
Fixed compensation	€77,000 p.a.		
Differentiation	Supervisory Board Chair: 3× the compensation of an ordinary member of the Supervisory Board Deputy Chair: 2× the compensation of an ordinary member of the Supervisory Board		
	The chair and the deputy chairs of the Supervisory Board receive no additional compensation for their work on committees.		
Committee compensation		Chair	Membership
	Audit and Risk Committee	€77,000	€38,500
	Other committees	€38,500	€16,500
	Nomination Committee	No separate compensation	
	Ad-hoc committees		
Members serving on multiple committees are paid only the highest applicable committee compensation.			
Expense reimbursement	The Company shall reimburse Supervisory Board members for expenses incurred in performing the duties of their office and any value added tax payable on the compensation and the expense reimbursement.		

6. Supervisory Board Compensation by Member

The following tables show the compensation granted and owed to each member of the Supervisory Board, as well as the relative shares of total compensation of each component. Moreover, a total of roughly €29 thousand (2024: €28 thousand) in outlays was reimbursed to Supervisory Board members in the 2025 fiscal year.

Supervisory Board Compensation

	2025							2024
	Annual compensation		Committee compensation		Compensation from subsidiaries		Total	Total
	€ (k)	in %	€ (k)	in %	€ (k)	in %	€ (k)	€ (k)
Supervisory Board members serving as of Dec. 31, 2025								
Thomas Blades (Chairman of the Supervisory Board)	224	100%	0	0%	-	-	224	210
Harald Seegatz (Vice Chair of the Supervisory Board) (until December 31, 2025)	149	96%	0	0%	7	4%	156	146
Prof. Dr. Ines Zenke (Vice Chair of the Supervisory Board)	149	100%	0	0%	-	-	149	140
Prof. Dr. Werner Brinker	75	67%	37	33%	-	-	112	105
Judith Buss	75	50%	75	50%	-	-	149	140
Dr. Gerhard Holtmeier	75	67%	37	33%	-	-	112	105
Holger Grzella	75	61%	37	31%	10	8%	121	95
Diana Kirschner	75	67%	37	33%	-	-	112	105
Viktoria Kulambi	75	82%	16	18%	-	-	91	85
Magnus Notini	75	82%	16	18%	-	-	91	85
Rolf Wiegand (since June 1, 2025)	45	82%	10	18%	-	-	55	-
Supervisory Board members who resigned in fiscal year 2025								
Dr. Marcus Schenck (until September 30, 2025)	55	82%	12	18%	-	-	67	85
Immo Schleppe (until May 31, 2025)	29	82%	6	18%	-	-	36	95
Total	1,174	-	283	-	16	-	1,473	1,396

Prior to the 2021 fiscal year, Supervisory Board members had received a component of 20% of their compensation in the form of variable compensation. That compensation was allocated as a right to a future payment in the form of virtual shares. The lock-up period of the virtual shares last allocated in the 2021 fiscal year ended at the close of the 2024 fiscal year. With the Compensation Restrictions still in effect, any entitlement to a payout has thus expired.

7. Comparative Presentation of Changes in Compensation and Earnings

The following overview describes the changes in compensation granted and owed to current and former members of the Board of Management and of the Supervisory Board in accordance with Section 162 AktG, as well as the change in average employee compensation and the changes in earnings of the Uniper Group over the last five years. Also shown, in line with Section 162 AktG, is the net income or loss of Uniper SE pursuant to Section 275 of the German Commercial Code (HGB) determined in accordance with the HGB's provisions.

Average employee compensation reflects the remuneration of pay-scale employees, non-pay-scale employees and management personnel of Uniper SE in Germany (excluding the members of the Board of Management and of the Supervisory Board and employees in the Trading division) on a full-time-equivalent basis. Average employee compensation reflects all of the compensation components paid; examples include base salary, Christmas bonus, additional pay, fringe benefits, performance-based compensation and special payments.

The earnings measure applied for the Group is adjusted net income, because it is used as an internal management indicator within the Group and as a key financial performance indicator of the profitability of its operations after taxes and after financial results.

Comparative Presentation of Changes in Compensation and Earnings¹

	2025 € (k)	Change %	2024 € (k)	Change %	2023 € (k)	Change %	2022 € (k)	Change %	2021 € (k)
Board of Management members serving as of Dec. 31, 2025									
Michael D. Lewis (since June 1, 2023)	1,391	7%	1,295	-10%	1,443	-	-	-	-
Christian Barr (since November 1, 2025)	474	-	-	-	-	-	-	-	-
Holger Kreetz (since March 1, 2023)	786	7%	736	23%	596	-	-	-	-
Dr. Carsten Poppinga (since August 1, 2023)	792	-55%	1,741	480%	300	-	-	-	-
Fabienne Tweleemann (since November 1, 2025)	130	-	-	-	-	-	-	-	-
Members of the Board of Management who resigned in fiscal year 2025									
Dr. Jutta A. Dönges (until October 31, 2025)	680	-20%	846	39%	611	-	-	-	-
Former Board of Management members									
Tiina Tuomela (until February 28, 2023) ²⁾	19	82%	10	-95%	204	-74%	773	-33%	1,155
Supervisory Board members serving as of Dec. 31, 2025									
Thomas Blades (Chairman of the Supervisory Board; member since December 22, 2022)	224	7%	210	0%	210	3550%	6	-	-
Harald Seegatz (Vice Chair of the Supervisory Board)(until December 31, 2025)	156	7%	146	-2%	148	1%	147	-23%	190
Prof. Dr. Ines Zenke (Vice Chair of the Supervisory Board; member since December 22, 2022)	149	7%	140	0%	140	3550%	4	-	-
Prof. Dr. Werner Brinker	112	7%	105	0%	105	8%	97	15%	85
Judith Buss (since May 19, 2021)	149	7%	140	0%	140	0%	140	61%	87
Dr. Gerhard Holtmeier (since March 21, 2023)	112	7%	105	28%	82	-	-	-	-
Holger Grzella (since May 18, 2022)	121	28%	95	12%	85	44%	59	-	-
Diana Kirschner (since May 18, 2022)	112	7%	105	0%	105	60%	66	-	-
Viktorias Kulambi (since May 19, 2021)	91	7%	85	0%	85	7%	79	82%	44
Magnus Notini (since May 18, 2022)	91	7%	85	0%	85	60%	53	-	-
Rolf Wiegand (since June 01, 2025)	55	-	-	-	-	-	-	-	-
Supervisory Board members who resigned in fiscal year 2025									
Dr. Marcus Schenck (until September 30, 2025)	67	-21%	85	0%	85	3550%	2	-	-
Immo Schlepper (until May 31, 2025)	36	-62%	95	-10%	105	15%	92	-10%	102
Employees									
Average employee compensation	115	10%	104	17%	89	-6%	95	5%	91
Uniper's business performance									
Net income/loss pursuant to Section 275 HGB of Uniper SE (€ in millions)	473	-10%	524	-94%	8,578	135%	-24,202	-16500%	146
Adjusted net income of the Uniper Group (€ in millions)	544	-66%	1,601	-64%	4,432	160%	-7,386	-916%	906

1) The year-over-year changes in the individual members of the Board of Management and of the Supervisory Board resulted particularly from appointments and departures during the year, from payouts of past tranches of long-term compensation components and from the transition of the Supervisory Board's compensation to a pure fixed compensation package. The change from 2021 to 2022 in the compensation of the members of the Board of Management is explained by the exclusion of performance-based compensation for the 2022 fiscal year as part of the stabilization package.

2) In the 2025 fiscal year, an expense of €19 thousand was incurred for the agreement to cover Tiina Tuomela's tax consulting costs related to the correction of tax returns for the years 2022 and 2023.

Auditor's Report

To Uniper SE, Düsseldorf

We have audited the remuneration report of Uniper SE, Düsseldorf, for the financial year from January 1 to December 31, 2025, including the related disclosures, which was prepared to comply with § [Article] 162 AktG [Aktiengesetz: German Stock Corporation Act].

Responsibilities of the Executive Directors and the Supervisory Board

The executive directors and the supervisory board of Uniper SE are responsible for the preparation of the remuneration report, including the related disclosures, that complies with the requirements of § 162 AktG. The executive directors and the supervisory board are also responsible for such internal control as they determine is necessary to enable the preparation of a remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud or error.

Auditor's Responsibilities

Our responsibility is to express an opinion on this remuneration report, including the related disclosures, based on our audit. We conducted our audit in accordance with German generally accepted standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer (Institute of Public Auditors in Germany) (IDW). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the remuneration report, including the related disclosures, is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts including the related disclosures stated in the remuneration report. The procedures selected depend on the auditor's judgment. This includes the assessment of the risks of material misstatement of the remuneration report including the related disclosures, whether due to fraud or error.

In making those risk assessments, the auditor considers internal control relevant to the preparation of the remuneration report including the related disclosures. The objective of this is to plan and perform audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the executive directors and the supervisory board, as well as evaluating the overall presentation of the remuneration report including the related disclosures.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Audit Opinion

In our opinion, based on the findings of our audit, the remuneration report for the financial year from January 1 to December 31, 2025, including the related disclosures, complies in all material respects with the accounting provisions of § 162 AktG.

Reference to an Other Matter – Formal Audit of the Remuneration Report according to § 162 AktG

The audit of the content of the remuneration report described in this auditor's report includes the formal audit of the remuneration report required by § 162 Abs. [paragraph] 3 AktG, including the issuance of a report on this audit. As we express an unqualified audit opinion on the content of the remuneration report, this audit opinion includes that the information required by § 162 Abs. 1 and 2 AktG has been disclosed in all material respects in the remuneration report.

Restriction on use

We issue this auditor's report on the basis of the engagement agreed with Uniper SE. The audit has been performed only for purposes of the company and the auditor's report is solely intended to inform the company as to the results of the audit. Our responsibility for the audit and for our auditor's report is only towards the company in accordance with this engagement. The auditor's report is not intended for any third parties to base any (financial) decisions thereon. We do not assume any responsibility, duty of care or liability towards third parties; no third parties are included in the scope of protection of the underlying engagement. § 334 BGB [Bürgerliches Gesetzbuch: German Civil Code], according to which objections arising from a contract may also be raised against third parties, is not waived.

Düsseldorf, March 10, 2026

PricewaterhouseCoopers GmbH
Wirtschaftsprüfungsgesellschaft

(sgd.) Aissata Touré
Wirtschaftsprüferin
(German Public Auditor)

(sgd.) Oliver Köster
Wirtschaftsprüfer
(German Public Auditor)



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