

This document prepared for the convenience of English-speaking readers is a translation of the German original. For purposes of interpretation, the German text shall be authoritative and final.

Countermotions and election proposals for the Annual General Meeting of Uniper SE on 20 May 2026

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Countermotion by shareholder Hans Oswald regarding Agenda Item 3 (Discharge of the members of Uniper SE's Board of Management of for fiscal year 2025)

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Uniper Annual General Meeting May 20, 2026 Copyright1 Oswald2026 No. 1

Motions / Counter-motions / Approval regarding agenda items

**Shareholder Hans Oswald
from the Snow White town of Lohr am Main
A Board of Directors from the Homeowners' Association (VWE) that volunteers to
advocate for its members' interests and addresses irregularities and grievances.
We have hundreds of thousands of members nationwide....**

I ask the shareholders to support my motions and counter-motions!

[Redacted text block]

I hereby submit the motion / counter-motion regarding the agenda items

**pursuant to Sections 126 and 127 of the German Stock Corporation Act (AktG) to deny discharge to the executive boards.
I move that a separate vote be taken on all members of the Executive Board and Supervisory Board.**

[Redacted text block]

[Redacted text block]

[Redacted text block]



Reasoning:

1. Equal participation for all shareholders

- Currently, shareholders who **cannot attend in person** for health, financial, or logistical reasons are **systematically disadvantaged**.
- My own case is a prime example: Despite registering for Telekom's AGM on April 9, 2025, **I was unable to attend due to a sudden illness, resulting in my submitted**
- **2 counter-motions and 3 election proposals lapsed**. A hybrid AGM would have allowed me to **present my motions digitally from my office**.
- Older shareholders or those not comfortable with the internet must not be excluded either. **Hybrid formats enable freedom of choice: Everyone should decide for themselves whether to participate in person or virtually.**

2. Lessons from the COVID-19 Pandemic

- During the pandemic, virtual AGMs were successfully established, with many **companies presenting the return to an in-person-only format as a "temporary solution."** This ignores the advantages of digital participation, which should be a **permanent addition**—not a stopgap measure.

3. Cost argument refuted

- The claim that hybrid AGMs are "too expensive" does not hold water. The costs could be financed by **an appropriate reduction in excessive executive and supervisory board compensation**. Comparisons show that board members often **earn 20 to 50 times the compensation of top politicians (e.g., the Chancellor or the President)—an imbalance** that justifies a redistribution in favor of shareholder interests.

4. Legal Feasibility

- The technical and legal implementation of hybrid AGMs is not an insurmountable hurdle. **Companies such as ING in the Netherlands have proven in 2023 that such formats work.** The legal effort involved is reasonable, especially since the company has extensive legal departments capable of making such adjustments.

5. Strengthening shareholder democracy

- Excluding shareholders who are not physically present undermines the principle of **co-determination**. **Hybrid general meetings promote transparency and broad participation, as they allow international or less mobile shareholders to have their say.**

6. Call to Shareholder Representatives

- Organizations such as SdK or DSW must **advocate** more consistently for hybrid formats. **The current stalemate is perceived by many shareholders as a disregard for their ownership rights and shareholder rights.**

7. Appeal to the Board of Directors

- I ask the Board of Directors to publicly address this motion at the AGM and **to explain specifically why hybrid AGMs are not feasible—especially** given that other countries and industries are already successfully implementing them.
- Many public companies also hold their Executive Board and Supervisory Board meetings in a hybrid format. Shareholders have the same RIGHT, because shareholders are, after all, the owners of the public company.
- If executive and supervisory boards keep granting themselves new and higher compensation packages, it's time to do something GOOD for the shareholders...

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- Namely, hybrid general meetings. That is the true realization of shareholders' rights and obligations.

Support from fellow shareholders:

I call on all shareholders to support this motion and **to introduce** similar initiatives at other **companies**. **Only through collective pressure can we ensure that the interests** of the owners (shareholders) take precedence over those of the “employees” (executive and supervisory board members).

Even in my hometown, the “Snow White” town of Lohr (population 16,000), town meetings are held in a hybrid format. One would have to assume, then, that the legal teams of our corporation could also pull off a hybrid general meeting if they really wanted to.

Thank you in advance for your efforts and understanding!
Best regards from the Snow White town of Lohr am Main

.....
Hans Oswald

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Motion A

Election proposal by shareholder Hans Oswald regarding Agenda Item 6 (Resolution on the election to the Supervisory Board)

uniper Annual General Meeting May 20, 2026

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Nomination1 for Agenda Item 6: Election of the Supervisory Board

Shareholder Hans Oswald

from the Snow White town of Lohr am Main

A board of directors from the Homeowners' Association (VWE) that works on a volunteer basis to advocate for the interests of its members and counteract irregularities and abuses.

We have hundreds of thousands of members nationwide....

Every shareholder has the right, pursuant to Section 127 of the German Stock Corporation Act (AktG), to propose candidates for election to the Supervisory Board and/or as auditors.

Will you treat our Supervisory Board candidates the same as your own candidates, as required by the German Stock Corporation Act?

Or will you once again give preference to your own candidates?

Reasons:

The leadership team is filled with many people holding PhDs .

Some of these people have been with our corporation for many years, yet they are not driving the corporation forward in a decisive way. We finally need doers at our corporation, not just title-holders who rake in utopian compensation. Doctoral degrees are popping up like mushrooms, even among the management's new proposals.

Important:

Does Uniper also verify the accuracy and authenticity of doctoral degrees when hiring new employees ? In recent years, many doctoral degrees have had to be revoked by plagiarism investigators, which can cause enormous damage not only to the individual but also to the company. How strictly is this regulated at Uniper? Are the doctoral degrees at our company merely for image-building, or do they actually contribute meaningful work?

At a soccer club like Bayern Munich, quite a few of these mere titleholders would have been replaced—or shown the door—by Ulli Hoeneß many times over.

We need people who can make a real difference in moving our company forward—that's why I'm putting forward these nominations.

Is Remuneration Professor [REDACTED]

the pioneer and role model for the upward horizontal compensation spiral, who actually managed to

increase his compensation five times by 100%,

so that other companies can follow suit with their own compensation increases!!!

Given your approval ratings in the supervisory board elections, even Erich Honecker would turn in his grave if he received these bombastic, almost communist approval ratings of 98% or even 99...%, as is the case with your corporation. That didn't even happen in the People's Chamber elections for Chairman of the State Council of the GDR...how can this be explained given the current majority ratios, how on earth do

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you manage that (is someone pulling strings here)...where is the notary in all this? My people didn't vote for them! Does all this have a bad taste to it...?

I request that you make my timely, submitted nominations available to the shareholders in accordance with the German Stock Corporation Act (AktG) .

We insist that the nominations be recorded in the notarial minutes.

I request that the notarized minutes of the Annual General Meeting be sent to me promptly after the meeting.

Agenda Item 6: Resolution on New Elections to the Supervisory Board

Nominations by shareholders pursuant to Section 127 of the German Stock Corporation Act (AktG)

I ask the shareholders to support my nomination!

I propose the following candidate for election to the Supervisory Board:



Prof. Dr. Hans-Jochen Schneider

Brief Curriculum Vitae

- 1958–1967** Studied mathematics and earned a Ph.D. (Dr. rer. nat.)
- 1968–1974** Established the computer science program as head of a research group and director of the institute (1972/73) at the University of Stuttgart
- 1974–1987** Full Professor (C4) of Computer Science at the Technical University of Berlin, editor of two scientific journals
- 1975–1992** Founded and built up the software company Actis to a total of 200 employees in Stuttgart, Berlin, and Frankfurt together with Dr. G. Stübel. 1975–1987 Member of the Executive Board and partner. 1987–1992 Managing partner. 1989/1992 Sale of shares to the French software company Sligos, a subsidiary of the French state-owned bank Crédit Lyonnais (now Atos Origin)

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- From 1990** Founded the Umweltschutz- und Entsorgungsgesellschaft mbH & Co. KG (UWE) in Taucha near Leipzig; partner and limited partner; expanded the company to 300 employees in Taucha and Kosel (PL)
- 1992–2019** Managing Partner and Limited Partner of the UWE Group, which at one point (1995) employed approximately 300 people across eight companies in Taucha and Poland; construction of a high-tech factory with a chemical-physical treatment plant for inorganic industrial wastewater. From 1995 Sale of individual subsidiaries, including via MBO:
1995 UWE Bau & Sanierung GmbH
1995 UWE Rekultivierung & Erdbau GmbH
2000 UWE ECO in Poland
2001 UWE Entsorgung GmbH
2002 ABT Agrar-Biotechnologie Taucha GmbH (now: BioWellFood)
- As of 2019** Now working for UWE in an advisory capacity only.
- 1996–2011** Marketing of a 100,000 m² property along the B87 and near the Bergschule, surrounding the Döbitz quarry lake, as the Taucha Ecological Residential and Commercial Park as part of the first ecological model city in Saxony (Ecological Architecture Competition)
- 2009–2019** Founder and Managing Director of EnergieCity Leipzig GmbH (ECL): Marketing concepts for sustainable energy use with partners

Memberships and Roles (Excerpt)

- 1995–1999** Co-founder of the Business Angels Network Germany (BAND), an initiative of executives from industry, finance/business, research, and politics to support small and medium-sized enterprises.
- Since 1996** Member of the Leipzig Business Club
- 1997–2007** Head of Working Group 4 on Environmental Technology in the Green Ring Leipzig

Best regards from Lohr am Main, the “Snow White” town

.....
Hans Oswald

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Motion B

Election proposal by shareholder Hans Oswald regarding Agenda Item 6 (Resolution on the Election to the Supervisory Board)

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uniper Annual General Meeting May 20, 2026

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Nomination Proposal 2 regarding Agenda Item: Election of the Supervisory Board

Shareholder Hans Oswald

from the Snow White town of Lohr am Main

A board of directors from the Homeowners' Association (VWE) that works on a volunteer basis to advocate for the interests of its members and counteract irregularities and abuses.

We have hundreds of thousands of members nationwide....

Reasons:

Given your approval ratings in the elections, even Erich Honecker would turn in his grave if he received these bombastic, **almost communist approval ratings of 98% or even 99....%**, as your AG does. Such approval ratings didn't even exist in the People's Chamber elections for the Chairman of the State Council of the GDR...how can this **be explained** given the **current political landscape**, how do you manage that (is someone helping out here?)...where is the notary in all this?

Is **remuneration professor** [REDACTED]

the pioneer/role model for the upward horizontal remuneration spiral, who actually managed

increase his compensation by 100% five times,

(TOTAL, calculated precisely, it is 5 x 100% more)

so that other companies can follow suit with their own compensation increases!

Dr. Grimberg is considered a leading expert in the political-economic context of corporations and has extensive contacts in politics and business. This makes her a sought-after lecturer at universities and colleges, particularly on interdisciplinary topics.

I ask the shareholders to support my nomination!

I propose the following candidate for election to the Supervisory Board:

Dr. rer. oec. Barbara Grimberg,

CURRICULUM VITAE

Personal Details:

Place of birth: Herne, Westphalia

Nationality: German

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Education:

Studied economics at Ruhr University Bochum -- Degree: Bachelor of Economics
Advanced program in Industrial Engineering
Ph.D. in Economics from Ruhr University Bochum
11/2020 25th anniversary of Ph.D. (Dr. rer. oec.)

Professional career:

Nov. 1982–Dec. 1986 Research Assistant at the Chair of National and International Agricultural Policy at Ruhr University (Prof. Dr. Ringer); collaboration with the Institute for Development Research and Policy

1984–1987 Examiner for final exams at the Academy of Public Administration and Economics in Bochum and Dortmund in the Dipl. Betriebswirt (VWA) program

April 1985–October 1988 Lecturer at the Marquardt Advertising Institute, Dortmund - Economic Theory and Economic Policy – Fundamentals and Special Topics

1/1987–12/1988 Research Assistant at the Institute for Applied Innovation Research (IAI) in Bochum (Prof. Dr. Staudt) - Advanced economic feasibility analyses for SMEs and local public transportation

1/1990–3/1996 Independent Research Associate at the Institute for Applied Innovation Research (IAI) in Bochum – Creation and Protection of New Products – Competition

10/1996–6/1998 State employee in the “Transportation Economics and Finance” division, responsible for evaluating transportation-related investments at the Lower Saxony State Public Transport Company, Hanover

7/1998 – 11/1998 Academic staff member at DMT-Gesellschaft für Lehre und Bildung mbH, Bochum (Cubis Group) – EU project “Qualification Network of European Grain Store Operators” – Logistics

Winter Semester 1998/99 Fulda University of Applied Sciences: Department of Home Economics and Nutrition, teaching assignment for the course “Economics I” 3 SWS

July 1998 – March 2001 Scientific cooperation partner of the Institute for Scientific Consulting Dr. Frank Grätz, Bergisch Gladbach
Private scientific and management consulting since 1975

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Project areas: Marketing, feasibility studies, business valuation, retail, telework, dietary supplements

11/1999 – 12/1999 Economic Consultant at European Economic & Marketing Consultant, Brüggen, Area of Activity: Mergers & Acquisitions – Automobile Manufacturers, Logistics

2/2001 – 6/2005 Hamburg Distance Learning University of Applied Sciences, Düsseldorf Study Center; Lectures on: Management of Complex Problem Situations; Substitute Lecturer: Fundamentals of Business Management and International Business Management, Marketing, Microeconomics, Fundamentals of Business Administration

3/2001–8/2003 University of Applied Sciences Erfurt: Department of Transportation and Logistics, Adjunct Professor of Transportation Economics (18 SWS); Courses: Public Transportation Marketing, Cost-Benefit Analysis, Finance/Investment, Quality Management, Trade, Economic Theory, Transportation Policy, Competition, Capital Goods, International Economics

3/2002 – 12/2002 Research partner at the Institute for Science Consulting Dr. Frank Grätz and Dr. Martin Drees GmbH, Bergisch Gladbach; Project areas: Management compensation systems, economic feasibility analyses

7/2003 – 12/2004 Hamburg Distance Learning University, Essen Study Center; Lecturer in Finance; Substitute Lecturer: Accounting – Business Valuation – Controlling

Since 9/2003 Freelance scientific and business consultant – strategic and process-oriented technical management for SMEs, transportation, trade, location, competition

10/2004 – 12/2004 Wuppertal Academy of Public Administration, Wuppertal; Lecturer in Accounting and Income Statement

Exhibition: Yes

Publications:

1989 Hafkesbrink, J.; Treichel, H.-R.; Grimberg, B.: Economic Analyses in Local Public Transportation - Literature Review and Annotated Bibliography, Bochum 1989

Thank you in advance for your efforts and understanding!

Best regards from Lohr am Main, the Snow White town

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Hans Oswald

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Motion C

Election proposal by shareholder Hans Oswald regarding Agenda Item 6 (Resolution on the election to the Supervisory Board)

**uniper Annual General Meeting May 20, 2026
Oswald 2026**

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Nomination Proposal 3 regarding Agenda Item 6: Election of the Supervisory Board

Shareholder Hans Oswald
from the Snow White town of Lohr am Main

A board member of the Homeowners Association (VWE) who volunteers to advocate for the interests of its members and works to address irregularities and grievances.

We have hundreds of thousands of members nationwide...

Reasons:

Every shareholder has the right to nominate candidates for the election of members of the Supervisory Board and/or auditors.

Will you treat our Supervisory Board candidates the same as your own candidates, as required by the German Stock Corporation Act?

Or will you once again give preference to your own candidates?

The leadership team is filled with many people holding PhDs.

Some of these people have been with our **corporation** for many years, yet they are not driving the **corporation** forward in a decisive way. We finally need doers at our **corporation**, not just title-holders who rake in utopian compensation. Doctoral degrees are popping up like mushrooms, even among the management's new proposals.

Important:

Does **Uniper** also verify the authenticity and validity of doctoral degrees when hiring new employees? In recent years, many doctoral degrees have had to be returned due to plagiarism investigations, which **can cause enormous damage** not only to the individual but also to the **company**. How strictly is this regulated at **Uniper**? Are the doctoral degrees at our company merely for image-building, **or do they actually contribute to the work?**

At a soccer club like Bayern Munich, quite a few mere title holders would have been replaced multiple times by Ulli Hoeneß and shown the door.

We need doers who will decisively move our **corporation** forward—that is why I am making these nominations.

Is remuneration expert [REDACTED]

the pioneer/role model for the upward horizontal compensation spiral,
who actually managed to

increase his compensation by 100% five times,

(TOTAL, calculated precisely, it is 5 x 100% more)

so that other companies can **follow suit** with their own **pay raises!**

Given your approval ratings in the elections, even Erich Honecker would turn in his grave if he received these bombastic, **almost communist approval ratings of 98% or even 99....%**, as your company does. That didn't even happen in the People's Chamber elections for the Chairman of the State Council of the GDR... how can this **be explained** given the **current majority ratios**, how on earth do you manage that (is someone pulling strings here)... where is the notary in all this? My people didn't vote for them! Does all this have a bad taste to it...?

I request that you make my timely, submitted nominations available to the shareholders in accordance with the German Stock Corporation Act (AktG).

We insist that the nomination proposals be recorded in the notarial minutes.

Nominations by shareholders pursuant to Section 127 of the German Stock Corporation Act (AktG)

I ask the shareholders to support my nomination!

I propose the following candidate for election to the Supervisory Board:

Ralf Schirmacher - Management Consultant - Internationally active

CURRICULUM

Ralf Schirmacher

D- [REDACTED] Neu-Isenburg



Personal Information

Date of Birth

July 16, 1961

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Nationality German
Marital status Married

Expertise

Business and Management Consulting,
Corporate Advisory and Interim Management

Professional Career

Jan 2015 – present ad rem Management Consulting GmbH
Managing Partner

July 2010 – December 2014 Focus Asia Consult Pte. Ltd., Singapore
Managing Consultant & Partner

July 2008 – October 2010 flyport Entwicklungs- u. Betreuungsgesellschaft mbH, Berlin

Vice President of International Business Development

01/2008 – 12/2008 Goldman Sachs Group, Inc., Investment Management & Securities, USA
Corporate Advisor, Asset Management for the APAC Region

01/2006 – 01/2008 SIEMENS AG, SIEMENS USA
Director, Aviation Competence Center, North America

**02/1996 – 02/2006 Fraport AG and Affiliates,
formerly FLUGHAFEN FRANKFURT MAIN AG**

- Director of Consulting, AirtIT International GmbH (Fraport Group)
- Head of Consulting, Fraport AG (formerly Flughafen Frankfurt Main AG)
- Vice President, debis-FRA GmbH (*joint venture between Flughafen Frankfurt Main AG and Daimler-Benz Interservices (debis) AG, now T-Systems*)
- Head of Project Office, Frankfurt Main Airport AG

04/1994 – 12/1995 ORACLE (Switzerland) AG
Principal Consultant, Business Process Reengineering

09/1988 – 03/1994 WEIDMÜLLER Group, Germany

- Coordinator, Management Information Systems
- Project Manager, Computer-Integrated Factory Automation

**12/1987 – 09/1988 ADV/Orga Tech GmbH, formerly a subsidiary of ADV/Orga AG
now GFT Technologies AG**
Consultant for Innovation Management and Technology Transfer

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Education

- 1982 – 1987** Studied computer science and business administration at the Technical University of Berlin, graduating with a degree in Computer Science (TU)
- 1981 – 1982** Military service (training as a radio equipment mechanic) Officer training course and special forces training
- 1981** High school diploma with general university entrance qualification from Mariengymnasium Jever

Special Expertise

Mergers & Acquisitions, Exit Management
Change Management, Coaching, Mediation
Innovation Management and IT
Strategic Program/Portfolio Management
Outsourcing / Offshoring
Compliance and Corporate Governance
International Contract Law
Investment Banking & Asset Management

Specific Functions

Internationally recognized aviation expert
Engagement Manager on behalf of consulting firms, including McKinsey, KPMG, and BCG
Lecturer in Aviation (including Airport Academy Frankfurt, TU Darmstadt)
Lecturer in Management Information Systems (University of Münster, ETH Zurich)
Limited partner at various companies
Board member at a Swiss AG (1999–2010)

Thank you in advance for your efforts and understanding!
Best regards from Lohr am Main, the "Snow White" town

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Hans Oswald