



## **Rules of procedure for the board of management of Uniper SE**

### **Table of Contents**

Section 1 Principle

Section 2 Collective management by the board of management

Section 3 Individual management by the members of the board of management

Section 4 The chairman of the board of management - deputy chairman

Section 5 Meetings and resolutions

Section 6 Co-operation with the supervisory board

Section 7 Conflicts of interest and transparency

### **Section 1**

#### **Principle**

- (1) The board of management conducts the business of the company, its members being jointly responsible, in accordance with the legal provisions, the articles of association, and these rules of procedure.
- (2) The board of management has to determine and further develop the entrepreneurial objectives, the basic strategic orientation, the business policy, and the group

structure. This includes in particular the management of the group and the financial resources, the development of the personnel strategy, the appointment of senior managers of the group and the development of managers, as well as the presentation of the group to the capital market and the public. In addition, it is responsible for the co-ordination and supervision of the business areas in line with the defined group strategy.

## **Section 2**

### **Collective management by the board of management**

- (1) The board of management decides on all matters for which a resolution is required to be adopted by the board of management pursuant to the legal provisions, the articles of association, or these rules of procedure, in particular on the following
  - a) the annual financial statements and the management report (*Lagebericht*) as well as all reports similar to the annual financial statements which are to be issued by the company due to provisions of capital markets law (including stock exchange rules and regulations),
  - b) the general meeting being convened and proposals for resolutions to be adopted by the general meeting,
  - c) matters for which approval of the supervisory board is to be obtained,
  - d) matters submitted to the board of management by a member of the board of management for a resolution to be adopted, and
  - e) amendments to the rules of procedure and the business allocation plan (*Geschäftsverteilungsplan*).

The board of management, moreover, decides on all matters which are significant for the existence or the development of the group or which carry a particular commercial risk.

- (2) The board of management has to take appropriate measures, in particular to set up a monitoring system, so that developments endangering the company's continued existence can be detected at an early stage. The board of management has to ensure

that legal provisions and the internal guidelines of the company are complied with and works towards them being followed (Compliance). It has to ensure that financial reporting is made in a timely manner and correctly.

- (3) The board of management defines the allocation of its business in co-ordination with the supervisory board.

### **Section 3**

#### **Individual management by the members of the board of management**

- (1) Each member of the board of management manages in his own responsibility the areas of business allocated to such member in line with the resolutions adopted by the board of management. The responsibilities being allocated to the individual members of the board of management principally does not affect the joint responsibility of all members of the board of management for the collective management. The actual areas of responsibility of the individual members of the board of management are specified more precisely in the business allocation plan of the board of management (cf. annex). Each member of the board of management will inform the other members of the board of management without undue delay of important measures, decisions, substantial transactions, risks, and losses within his area.
- (2) The members of the board of management will co-operate on a collegial basis.
- (3) At the initiative of any member of the board of management, such member acting in due exercise of his discretion, a matter belonging to his responsibilities or the responsibilities of another member of the board of management is to be submitted to the board of management so that the latter can take a decision.
- (4) To the extent that the chairman of the board of management and/or the member of the board of management responsible for financial matters are obliged due to provisions of capital markets law (including stock exchange rules and regulations) to sign reports which are similar to the annual financial statements or to make declarations as regards such reports, the other members of the board of management will be obliged due to them being jointly responsible in co-ordination

with the chairman of the board of management to countersign such reports internally or to make corresponding declarations internally vis-à-vis the company.

#### **Section 4**

##### **The chairman of the board of management, deputy chairman**

- (1) The chairman of the board of management is responsible for the co-ordination of all areas of competence of the members of the board of management. He may demand information at any time from the members of the board of management about single matters belonging to their area, and may determine that he be informed in advance about certain types of transactions. On the other hand he has to ensure that the other members of the board of management are informed in due time about important events.
- (2) The chairman of the board of management represents the board of management and the company vis-à-vis the public. He is responsible for the contact with the supervisory board and its members as specified more precisely in section 6.
- (3) If the chairman of the board of management is unable the deputy chairman will exercise the rights and fulfil the obligations of the chairman. If no deputy has been appointed or if such deputy is unable, the member of the board of management instructed to do so by the chairman of the board of management will exercise the rights and fulfil the obligations of the chairman. If no member of the board of management is instructed to do so or if the member of the management board who was instructed is unable, the member of the management board who has been a member thereof for the longest time will exercise the rights and fulfil the obligations of the chairman.

#### **Section 5**

##### **Meetings and resolutions**

- (1) As a rule the board of management will adopt its resolutions at meetings, which are convened as and when required by the chairman of the board of management. Each member of the board of management may demand that a meeting be convened, communicating the matter which is to be discussed. The agenda and the proposed resolutions are communicated as early as possible when the meetings are convened.

- (2) The chairman of the board of management acts as chairman of the meeting. He determines the order in which the items of the agenda are dealt with, and the form and order of votes. He may determine that single persons who are not members of the board of management may be involved to discuss single matters.
- (3) The board of management has a quorum, if all members of the board of management were invited and if at least half of the members of the board of management are present at the meeting. Members of the board of management who participate by phone or video conference are considered as present. Members of the board of management who are not present may cast their votes in writing, orally, by phone, by video conference, or by means of other electronic media. The members of the board of management who are not present must be informed without undue delay about the resolution adopted when they were not present. Matters belonging to the area of a member of the management board who is not present are supposed to be discussed and decided upon only with such member's approval, unless imminent adverse effects threatening the company are to be averted.
- (4) Upon request by the chairman of the board of management, resolutions may also be adopted outside meetings by means of votes being cast in writing, by phone, video conference, or by means of other electronic media provided that no member of the management board objects to such procedure within a period to be determined by the chairman of the board of management in due exercise of his discretion.
- (5) In the interest of a harmonised group policy, unanimous decisions are principally aimed at. The resolutions of the board of management are adopted with a simple majority of the votes cast by the members of the board of management participating in the adoption of the resolution, unless another majority is mandatorily provided by law. If resolutions are to be adopted with a simple majority the chairman will have the casting vote in the event of an equality of votes.
- (6) Minutes are to be prepared as regards all meetings of the board of management, specifying the place and date of the meeting, the participants, the agenda, and the wording of the resolutions. The minutes are signed by the chairman of the board of management, and copies thereof will be provided to the members of the board of

management. The minutes are deemed as accepted provided that no member of the board of management objects thereto in the next meeting following receipt of the minutes. Any resolutions of the board of management adopted outside meetings are to be included in the minutes of the next meeting of the board of management.

## **Section 6**

### **Co-operation with the supervisory board**

- (1) The board of management will inform the supervisory board, under the direction of the chairman of the board of management, regularly, in a timely manner and comprehensively of all issues relevant to the company as regards the planning, the business development, compliance, the risk position, and the risk management. It will deal with deviations of the business development from the plans prepared and the targets, specifying the reasons. The reports of the board of management for the supervisory board as a rule will be prepared in writing. The board of management will principally submit each quarter a report to the supervisory board on the matters to be reported by the company as specified in section 90 of the German Stock Corporation Act (*Aktiengesetz – AktG*) and reports on the group. In addition, the board of management will submit to the supervisory board the investment, finance, and staff planning for the group and the medium-term planning.
- (2) The chairman of the board of management will inform the chairman of the supervisory board without undue delay about any important events which are of substantial importance for the assessment of the situation and the development as well as the management of the company, and about any deficiencies of the monitoring system to be set up by the board of management pursuant to section 91 para. 2 of the German Stock Corporation Act or pursuant to capital markets law (including stock exchange rules and regulations).
- (3) The board of management will submit to the supervisory board any transactions and measures which require approval of the supervisory board pursuant to the applicable version of the rules of procedure for the supervisory board and which are specified for the information of the board of management in the annex to these rules of procedure.

- (4) Reports prepared by members of the board of management for the supervisory board are to be submitted to the chairman of the board of management for the purpose of being forwarded.
- (5) The members of the board of management attend the meetings of the supervisory board, unless otherwise ordered by the chairman of the supervisory board in the individual case or by a resolution adopted by the supervisory board in the individual case.
- (6) The board of management is obliged to support the activities of the supervisory board and its committees. Documents required for resolutions, in particular the financial statements, the consolidated financial statements and the auditor's report, are provided to the members of the supervisory board if possible in due time prior to the meeting. The board of management ensures that the members of the supervisory board can familiarise with such documents in due time. Questions referring to the group's financing and the investment planning are to be discussed with the supervisory board. The financial statements and the quarterly financial statements (interim reports), together with the report on the review by the auditor, are to be provided in due time to the supervisory board for a review.

## **Section 7**

### **Conflicts of interest and transparency**

- (1) In the context of their activity, the members of the board of management may not request or accept any advantages or benefits for themselves or for other persons from third parties and may not grant any unjustified advantages to third parties.
- (2) The members of the board of management are committed to the company's interests. The members of the board of management, when taking a decision, may not pursue personal interests and may not use any business opportunities to which the company is entitled.
- (3) Each member of the board of management is obliged to disclose without undue delay any conflicts of interests to the supervisory board and to inform the other members of the board of management. Any transactions between the company on the one hand and members of the board of management or parties related with them

on the other hand must comply with the common standards of the industry. In the case of transactions with members of the board of management, the company is represented by the supervisory board. Material transactions with parties related with a member of the board of management require approval by the supervisory board.

- (4) The members of the board of management may accept any side activities, in particular memberships in supervisory boards of companies or partnerships not belonging to the group, only after approval of the supervisory board. In the event of such membership in companies or partnerships not belonging to the group being accepted and this being approved of the supervisory board, the member concerned of the board of management is obliged to exercise the office as personal membership and to comply with the strict duty of confidentiality, ensuring in this regard a strict separation from the membership in the board of management of Uniper SE.