



Compensation system for the Supervisory Board of Uniper SE

The compensation for members of the Supervisory Board is governed by Section 15 of the Articles of Association of Uniper SE. The objective of the compensation system for the Supervisory Board is to strengthen the independence of the Supervisory Board as a governing body. The Supervisory Board is tasked with monitoring the Management Board in its management duties in accordance with the statutory provisions. All matters with which the Management Board intends to submit to the Annual Shareholders Meeting must be submitted to the Supervisory Board; furthermore, significant transactions require the prior approval of the Supervisory Board. The compensation of the Supervisory Board of Uniper SE takes account of these responsibilities and the associated performance of the Supervisory Board members. Therefore, requirements specific to certain roles, burdens in terms of time, and responsibilities are taken into account. This is achieved, on the one hand, through the greater emphasis on the compensation of the Chairman of the Supervisory Board and their deputies and, on the other hand, through the compensation for work on committees. The appropriate compensation in line with the duties of the role makes it possible to attract and retain suitable candidates for the office of the Supervisory Board. This contributes to the long-term development of Uniper Group.

Pursuant to Section 113 (3) sentence 1 AktG, listed companies must resolve on the compensation of Supervisory Board members at least every four years, or in the event of significant change, whereby a confirmatory resolution is possible pursuant to Section 113 (3) sentence 2 no. 1 AktG. In conducting this review, the appropriateness of the compensation of Supervisory Board members is regularly reviewed in comparison with companies similar to Uniper Group in terms of their country, size and economic situation (e.g., companies listed in the MDAX). An external and independent compensation consultant can be brought in for support in this regard. The Supervisory Board, supported by the Executive Committee, proposes adjustments to the Supervisory Board compensation to the Annual Shareholders Meeting.

Based on the most recent review, a proposal to discontinue the share-based compensation previously granted to the Supervisory Board, to take effect from the fiscal year 2021, will be made to the next Annual Shareholders Meeting. The proposed change to the structure of Supervisory Board compensation to a purely fixed compensation ensures a neutral and objective control function of the Supervisory Board by separating compensation from performance-based indicators. The intended adjustment also complies with suggestion G.18 sentence 1 DCGK as resolved on December 16, 2019.

Members of the Supervisory Board receive an annual compensation of €70,000. The Chairman of the Supervisory Board receives an annual compensation of €210,000, their deputies €140,000 each. This also covers the memberships and chairmanships on committees.

Members of the Supervisory Board receive an additional annual compensation for holding memberships and chairmanships on committees:

- (a) Audit and Risk Committee: Chairmanship: €70,000; Membership: €35,000;
- (b) Other committees: Chairmanship: €35,000; Membership: €15,000;
- (c) Membership on the Nomination Committee and on committees formed on an ad hoc basis is not eligible for additional compensation.

If a Supervisory Board member belongs to more than one committee, compensation shall be paid only for the work in the Supervisory Board committee receiving the highest amount of compensation. In the event of changes in the Supervisory Board during the year, compensation shall be paid on a pro rata basis for the current fiscal year. 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 expense reimbursement. The Company may take out a liability insurance policy for the benefit of Supervisory Board members, covering the legal liability arising from their activities on the Supervisory Board.

The compensation system of the Supervisory Board can be summarized as follows:

Overview of the compensation system of the Supervisory Board		
Fixed compensation	€70,000 p.a.	
Differentiation	Chairman of the Supervisory Board: 3x compensation, Deputy Chairman: 2x compensation	
	The Chairman and Deputy Chairmen of the Supervisory Board do not receive additional compensation for their work on committees.	
Committee compensation		Chairmanship
	Audit and Risk Committee	€70,000
	Other committees	€35,000
	Nomination Committee	No separate compensation
	Ad hoc committees	
For membership on more than one committee, only the highest committee compensation is paid.		