



Targets and Competency Profile Supervisory Board Uniper SE

1. Definition of Targets

a. Basis

The Supervisory Board's composition should ensure that, as a whole, its members have at their command the expertise, skills and professional experience needed to fulfill their duties properly. Each member of the Supervisory Board of Uniper SE (hereafter "Company") should have or acquire the minimum expertise and skills needed in order to understand and assess all ordinarily occurring business events and transactions without assistance.

b. Independence and Conflicts of Interests

The Supervisory Board should include a suitable number of independent candidates. Members are to be considered independent if they do not have a personal or business relationship with the Company, its Management Board, a controlling shareholder or a company affiliated with such a shareholder that could constitute a material rather than a merely temporary conflict of interest. The Supervisory Board includes a sufficient number of independent members if ten of its twelve members are independent. Employee representatives are, as a rule, deemed independent.

The Supervisory Board should not include more than two former Board of Management members of the Company and Supervisory Board members should not sit on the Boards of or act as consultants for any of the Company's major competitors.

c. Availability

Each Supervisory Board member must have sufficient time available to perform their Board duties. Accordingly, anyone who is appointed to or remains a member of the Uniper Supervisory Board while being on the Board of Management of a publicly listed company should not sit on more than three Supervisory Boards of listed companies outside of the Uniper Group or on comparable Supervisory Bodies for non-Group companies.

d. Age Limit

In general, Board members should not be more than 70 years old at the time of their election and should not be members for more than three full terms (15 years).

e. Diversity

In order to increase the Supervisory Board's diversity, the Board intends to take into consideration further diversity criteria when nominating candidates in cases where multiple

candidates meet the general and Company specific qualification requirements in equal measure.

f. Gender Diversity

In accordance with legal requirements, the Supervisory Board consists of at least 30% women and at least 30% men. This will be considered whenever new appointments to the Supervisory Board of Uniper SE are made.

2. Detailed Competency Profile

a. Specific Leadership Experience

Key duty of the Supervisory Board is to oversee and advise the Management Board. Consequently, a majority of the shareholder representatives on the Supervisory Board should have experience as Board of Management members of a stock corporation or of a comparable company or association in order to fulfill their duties in a qualified manner.

In addition to general experience with responsibility for management and company results, as well as personnel and leadership responsibility, at least some members of the Supervisory Board should have particular experience in the respective fields of corporate strategy and future strategic development, accounting and auditing, controlling, as well as a holistic perspective on the field of risk, compliance and corporate governance.

b. Specific Energy Industry Competence

In addition, the Supervisory Board as a whole should have a particular understanding of the energy industry and of Uniper's business operations.

To this end, at least some members should be able to draw on particular experience in order to deeply understand and assess, especially from a strategic and risk perspective, the business model and key business areas (markets and competition, products and customers) along the value chain.

Also, individual members should, as far as possible, have particular experience with related or further industries, in order to provide an external view on company matters.

Specific understanding of the energy industry and business operations especially includes knowledge about the key markets in which Uniper operates. Hereto, at least several members should have particular experience which allows them to understand developments in such markets.

Due to the international scope of the Uniper Group, particularly centered in Western Europe and Russia, at least individual members should have specific experience in these regions.

Furthermore, knowledge in the area of sustainability and climate protection, including the relevant regulatory framework, is essential for a special understanding of the energy industry. Therefore, at least several members should have relevant experience that enables them to

assess the resulting consequences for Uniper's strategy and business areas and to recognize and evaluate the resulting risks and opportunities.

c. General Professional Competencies

Each member of the Supervisory Board should possess fundamental knowledge about the industry, the different business models, accounting and key factors for the company's performance, the legal framework and compliance requirements, unless there is a justified exception for the absence of such knowledge. In case of a justified exception, the respective member should be able to acquire such fundamental knowledge adequately and within a short time frame.

Moreover, each member of the Supervisory Board should have the ability to evaluate the plausibility of the annual financial statements of the Company. In individual cases and with the auditor's support each member should also be able to appropriately conduct a deeper review. Each member should be capable of reviewing, scrutinizing and discussing the reports of the Board of Management, at least regarding their general coherence. Furthermore, each member should be able to assess the correctness, profitability and lawfulness of proposed business decisions, where necessary with the support of expert advice. At minimum, members should be able to check business decisions for their general coherence as well as scrutinize and discuss them.

In view of Uniper's international scope, it should be ensured that the Supervisory Board includes a sufficient number of members who have spent a significant part of their professional career abroad.

d. General Personal Competencies

In order to fulfill the tasks of supervising and reviewing, all Supervisory Board members are required to possess the qualities of independence and integrity. To advise and supervise the Board of Management in its leadership of the company, all Supervisory Board members should themselves have appropriate experience in leadership positions or have gained the required skills in another way. Each member of the Supervisory Board should, to a particular degree, possess the qualities of professionalism, discretion, as well as solution focus and should be willing and able to discuss and cooperate.

Additionally, all members should be willing to sufficiently devote themselves to their tasks as members of the Supervisory Board as well as its committees. Further to their concrete work in the Supervisory Board, they should stay up to date on relevant issues. In cases of particular urgency, all members should be willing to make themselves available on short notice and demonstrate the appropriate flexibility. Each member should appropriately prioritize the demands associated with the office of a Supervisory Board member.

e. Chairman of the Supervisory Board

The Chairman of the Supervisory Board should possess key elements of the particular competencies, including those competencies that are requirements for the Board as a whole or only for some members. In particular, the Chairman of the Supervisory Board should have relevant leadership experience and should generally have relevant experience as a member of a Board of Management in order to wholly fulfill the advisory and supervisory tasks.

In cases where the Chairman of the Supervisory Board does not also possess particular competencies with regard to the energy industry, he should have particular experience in related or further industries. The Chairman should possess all the general professional and personal competencies without exception and to a notable degree.
