



**Counter-Motions and Election Proposals**  
**– Sections 126 Para. 1 and 127 German Stock Corporation Act**

**Annual General Meeting**  
**Uniper SE on 22 May 2019**

In the following, the counter-motions and election proposals to be published by Uniper SE according to Sec. 126 and 127 of the German Stock Corporation Act are provided. In case a statement of the management concerning a published counter-motion or election proposal is made prior to the annual general meeting, this will be provided here as well.

For further information please refer to the invitation documents and the additional information on the shareholders' rights.

Please note that the translation is a convenience translation made by Uniper SE for high level information purposes only which must not be relied upon. The shareholder only submitted a German version of the countermotion which can be accessed through the German version of this website. Only the German version is decisive.

Uniper SE

**Counter-motion submitted by Dachverband der Kritischen Aktionärinnen und Aktionäre  
to the General Meeting of Uniper SE on 22 May 2019:**

**Re agenda item 3: Resolution on the discharge of the members of Uniper SE's Management Board**

Dachverband der Kritischen Aktionärinnen und Aktionäre moves not to discharge the members of the Management Board.

**Reasons:**

The Management Board of Uniper SE has failed to meet its responsibility and the requirements in terms of respecting the Paris Agreement on Climate Change. Uniper's central business model, i.e. generating energy predominantly using the fossil fuels coal and gas, significantly contributes to climate change.

The Management Board will only comply with its duty of care towards the company and the shareholders if it addresses climate risks. This includes discontinuing coal-based power generation at the European sites by 2030 and outside the EU by 2040. Selling the coal-fired power plants only shifts the problem elsewhere. All bases for economic growth are put at risk by climate change, as has already been shown by the Bank of England back in 2015.

**Uniper prevents a sustainable and socially responsible switch to renewable energies**

Compliance with the duty of care towards investors can thus only be achieved by closing down coal-fired power plants in a socially responsible manner. This was not done in France, where coal-fired power plants were sold off to EPH, an enterprise that is about to become Europe's 'bad bank' by acquiring coal-fired power plants everywhere, thereby increasing its negotiating power in order to force a delay in the phase-out of coal-fired power generation in Europe.

Uniper is relying on gas as a resource in the transition period. It must be noted in this context that hardly any new gas infrastructure is required in order to maintain a stable power supply. Gas will be the new coal within the next decade, and will be equally phased out in order to ensure a power supply that is based on 100% renewables by the middle of the century. New, costly gas assets will thus in future also run the risk of becoming stranded assets of no value.

**Human rights violations in the supply chain must be ruled out**

In connection with the procurement of coal, Uniper must continue on the path that it has already chosen and work towards an improvement of the Bettercoal Code in order to protect the rights of local residents living near the mines in Columbia and Russia. Ultimately, however, only an end to coal imports as a result of discontinuing coal-fired power generation will ensure real and socially responsible environmental protection.