



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

Annual General Meeting
Uniper SE on 20 May 2020

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 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 counter-motion 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 20 May 2020:**

Re agenda item 5: Resolution on the discharge of the members of Uniper SE's Management Board for financial year 2019

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

Reasons:

The Management Board of Uniper SE does not meet the requirements of the Paris Climate Change Convention and the UN's guiding principles for business and human rights. Uniper's central business model, power generation using the fossil fuels coal and gas, makes a decisive contribution to climate change.

Datteln IV: Adherence to power plant highlights problems of relying on coal-fired power generation

In order to still get the Datteln IV coal-fired power plant on the grid despite the coal phase-out, Uniper has offered to shut down its remaining coal-fired power plant units. But what appears to be a fair offer turns out at second glance to be a brake on the energy turnaround: Due to old purchase agreements with RWE and Deutsche Bahn, Datteln IV would run at high capacity and thwart more efficiently generated electricity, especially from renewable energy sources.

Even if Uniper were now to shut down its other coal-fired power plants in Germany, this would not compensate for the higher CO₂ emissions of Datteln IV. A study by the German Institute for Economic Research (DIW) shows that the commissioning of Datteln IV would cause additional emissions of about 40 million tons of CO₂.

The legal risks also make adherence to Datteln IV appear negligent. To date, Datteln IV has not been granted a legally binding permit. No less than three lawsuits by the German branch of Friends of the Earth (BUND) are pending: one against the construction of the coal port, one against the new development plan and one against the new permit under the immission control law.

Last but not least, Uniper is undermining its own strategy of focusing more on efficient gas. Uniper already operates a gas-fired power plant on site to meet the district heating needs of the city of Datteln. However, it is to be demolished when Datteln IV goes into operation.

Coal phase-out in the Netherlands: Legal action against climate protection

In other respects, too, the Management Board seems to want to do everything in its power to prevent climate protection and the phasing-out of coal. The Netherlands have decided to withdraw from coal-fired power generation. Although Uniper may continue to operate its Maasvlakte 3 plant, which was built in 2016, until 2030, the Management Board feels that this is not enough: it is now threatening the Dutch government with an arbitration court action. In doing so, Uniper is putting pressure on a government instead of helping it implement its obligations under the Paris Climate Change Convention.

Human rights due diligence? Still insufficient

The real price for the cheap hard coal, which Uniper now has to import in full, is paid by the population affected by mining in Russia or Colombia. Here, open-cast mines are being operated in disregard of human rights and fatal ecological damage, for which indigenous groups are also being displaced without legal consultation and appropriate compensation.

The Uniper Management Board is aware of these problems, which is why Uniper is actively involved in the industry initiative "Better Coal". However, this has not yet resulted in the rights of local residents at mines in Colombia and Russia being respected.

Uniper cannot shift the responsibility to "Better Coal" alone. The UN's Guiding Principles on Business and Human Rights (UNGPs) require Uniper to demonstrate whether and how human rights risks are identified, assessed and minimized in its own business units and supply chains. There is already a lack of transparency here alone, because Uniper's influence on "Better Coal" can only be guessed at.

Switching to gas: short-sighted and anything but climate-friendly

Uniper relies on gas as a transitional raw material to survive the coal phase-out. However, hardly any new gas infrastructure is needed to maintain the power supply. Gas will become the new coal within the next 10 years: A gas phase-out will also follow in order to ensure a 100% renewable energy supply by mid-century. New, expensive gas assets will therefore also run the risk of becoming worthless "stranded assets" in the future.

In Wilhelmshaven, Uniper is pressing ahead with the construction of a liquefied natural gas terminal. The use of fossil gases will thus be fixed for decades. Uniper is even counting on the use of gas that is particularly harmful to the climate, since large amounts of energy are lost during the liquefaction and regasification of gas.

In addition, the long-term supply contracts for the purchase of liquefied gas from the planned Goldboro export terminal in Canada are a decisive factor in whether or not the plant is realized. The project promoter Pieridae Energy is having great difficulty organizing the financing for the construction of the plant. Without Uniper's contract, this questionable project would probably not be realized. Its use contradicts the goals of the Paris Climate Protection Agreement.