



Invitation to the General Meeting

Annual General Meeting
of Uniper SE on 20 May 2020

20

Key financials of Uniper-Group

In m €	2019	2018	+/- %
Electricity sales (in bn kWh)	612.7	707.0	-13
Gas sales (in bn kWh)	2,179.3	2,019.3	+8
Sales ¹⁾	65,804	91,813	-28
Adjusted EBIT	863	865	-0
For informational purposes: Adjusted EBITDA	1,561	1,543	+1
Net income/loss ¹⁾	644	-442	-
Net income/loss attributable to the shareholders of Uniper SE ¹⁾	610	-401	-
Investments	657	642	+2
Operating cash flow	932	1,241	-25
Net financial position ²⁾	628	757	-17
Economic net debt ²⁾	2,650	2,509	+6
Total equity ¹⁾	11,942	11,501	+4
Total equity and liabilities ¹⁾	43,756	50,970	-14
Employee headcount	11,532	11,780	-2

1) The comparative figures shown have been restated based on changes in accounting and presentation methods.

2) Since 2019, margining receivables are reported as part of net financial position and economic net debt. Figures for 2018 have been restated for consistency.

Uniper SE

Düsseldorf

WKN: UNSE01 / ISIN: DE000UNSE018

Invitation to the General Meeting

Dear shareholders,

We hereby invite you to attend

the Annual General Meeting of Uniper SE

on 20 May 2020, 10:00 a.m., to be held **as a virtual General Meeting without physical presence of the shareholders or their proxies.**¹⁾

Owing to the COVID-19 pandemic and on the basis of the German Act on Measures in Corporate, Cooperative, Association, Foundation and Home Ownership Law to Combat the Effects of the COVID-19 Pandemic (the COVID-19 Act), the General Meeting will be held as a virtual General Meeting. This results in certain modifications to meeting procedures and regarding shareholders' rights in this year.

The General Meeting will be held without physical presence of the shareholders or their proxies. Shareholders may follow the General Meeting via video and audio transmission on the internet. Shareholders who have duly registered for the General Meeting can exercise their voting rights by way of absentee voting (in writing or electronically) as well as through proxy authorisation granted and may ask questions in advance of the General Meeting. They must submit their questions to the company electronically via the online-service by 18 May 2020, 12:00 noon. A further participation by way of electronic communication within the meaning of section 118 para. 1 sentence 2 AktG is excluded. Objections to items on the agenda of the General Meeting must be submitted electronically via the online-service to the notary instructed to keep the record of the General Meeting.

We would like to ask our shareholders this year to pay particular attention to the information and notices regarding the General Meeting.

1) Please note that this is only a translation of the invitation to the General Meeting of Uniper SE made in German language. Only the German version of the invitation is legally binding. This translation is provided to shareholders for convenience purposes only. No warranty is made as to the accuracy of this translation and Uniper SE assumes no liability with respect thereto.

I. Agenda

1. Presentation of the adopted annual financial statements for Uniper SE and the approved consolidated financial statements for the Uniper Group for financial year 2019, together with the combined management report for Uniper SE and the Uniper Group for financial year 2019 and the report of the Supervisory Board

On 9 March 2020, the Supervisory Board approved the annual financial statements and the consolidated financial statements prepared by the Management Board, thereby adopting the annual financial statements. According to statutory law a resolution by the General Meeting is not required. The documents specified under this item of the agenda (including the explanatory report of the Management Board regarding the statements pursuant to section 289 a and section 315 a German commercial code (Handelsgesetzbuch, hereinafter "**HGB**"²⁾) are presented to the General Meeting. The documents are available as of the date of the invitation to the Annual General Meeting on the internet at www.uniper.energy/agm.

2. Resolution on appropriation of distributable profit

The Supervisory Board and the Management Board propose to resolve that the distributable profit (Bilanzgewinn) of Uniper SE for the financial year 2019 in the amount of EUR 420,854,000.00 is appropriated as follows:

2) The provisions applicable to stock corporations (Aktiengesellschaften) with registered seat in Germany, in particular the provisions of the German commercial code (Handelsgesetzbuch) and of the German stock corporation act (Aktiengesetz, hereinafter "**AktG**") are also applied to Uniper SE pursuant to art. 5, art. 9 paragraph 1 letter c) ii), art. 53 as well as art. 61 of Council Regulation (EC) No. 2157/2001 as of 8 October 2001 on the statute for a European stock company (SE) (SE-Verordnung, hereinafter "**SE-VO**") unless determined otherwise by more specific regulations of the SE-VO.

distribution of a dividend of EUR 1.15 per no-par value share entitled to dividends: EUR 420,854,000.00

The amount of EUR 420,854,000.00 to be distributed to the shareholders by way of a dividend in the amount of EUR 1.15 per no-par value share entitled to dividends is based on all 365,960,000 no-par value shares being entitled to dividends. In case less shares will be entitled to dividends at the date of the Annual General Meeting (such as treasury shares pursuant to section 71b AktG), it will be proposed to the General Meeting that the dividend of EUR 1.15 per no-par value share entitled to dividends remains unchanged while apart from that an adjusted proposal for the appropriation of distributable profits will be submitted to the Annual General Meeting.

In accordance with section 58 para. 4 sentence 2 AktG, the due date for the dividend payment claim is the third business day following the resolution by the General Meeting. Therefore, the dividend shall be paid on Monday, 25 May 2020.

3. Resolution on the discharge of the members of Uniper SE's Management Board for financial year 2017

The Annual General Meeting of Uniper SE of 6 June 2018 decided to postpone the vote on agenda item 3 of the Annual General Meeting of Uniper SE of 6 June 2018 ("Resolution on the approval to the actions of Uniper SE's Management Board members for the financial year 2017") until the next General Meeting of Uniper SE. The Supervisory Board and the Management Board once again proposed to the Annual General Meeting of Uniper SE on 22 May 2019 to discharge the members of the Management Board of Uniper SE who were in office in financial year 2017 for such period under item 3 of the agenda of the Annual General Meeting of Uniper SE on 22 May 2019. The Annual General Meeting of Uniper SE of 22 May 2019 again decided to postpone the vote on agenda item 3 of the Annual General Meeting of Uniper SE of 22 May 2019

("Resolution on the approval to the actions of Uniper SE's Management Board members for the financial year 2017") until the next General Meeting of Uniper SE.

As no General Meeting of Uniper SE has taken place since the Annual General Meeting of Uniper SE on 22 May 2019, a vote shall be taken on the discharge of the members of Uniper SE's Management Board for financial year 2017 in the Annual General Meeting of Uniper SE on 20 May 2020.

The Supervisory Board and the Management Board propose to discharge the members of the Management Board of Uniper SE who were in office in financial year 2017 for such period.

The adopted annual financial statements for Uniper SE and the approved consolidated financial statements for the Uniper Group for the financial year 2017, together with the combined management report for Uniper SE and the Uniper Group for financial year 2017 and the report of the Supervisory Board (including the explanatory report of the Management Board regarding the statements pursuant to section 289 a para 1 and section 315 a para.1 HGB in the version valid at the end of financial year 2017) are again available on the internet at www.uniper.energy/agm. Upon request, a copy will be sent to each shareholder promptly.

4. Resolution on the discharge of the members of Uniper SE's Management Board for financial year 2018

The Annual General Meeting of Uniper SE of 22 May 2019 decided to postpone the vote on agenda item 4 of the Annual General Meeting of Uniper SE of 22 May 2019 ("Resolution on the discharge of the members of Uniper SE's Management Board for the financial year 2018") until the next General Meeting of Uniper SE.

As no General Meeting of Uniper SE has taken place since the Annual General Meeting of Uniper SE on 22 May 2019, a vote shall be taken on the discharge of the members of Uniper SE's Management Board for financial year 2018 in the Annual General Meeting of Uniper SE on 20 May 2020.

The Supervisory Board and the Management Board propose to discharge the members of the Management Board of Uniper SE who were in office in financial year 2018 for such period.

The adopted annual financial statements for Uniper SE and the approved consolidated financial statements for the Uniper Group for the financial year 2018, together with the combined management report for Uniper SE and the Uniper Group for financial year 2018 and the report of the Supervisory Board (including the explanatory report of the Management Board regarding the statements pursuant to section 289 a para 1 and section 315 a para.1 HGB in the version valid at the end of financial year 2018) are again available on the internet at www.uniper.energy/agm. Upon request, a copy will be sent to each shareholder promptly.

5. Resolution on the discharge of the members of Uniper SE's Management Board for financial year 2019

The Supervisory Board and the Management Board propose to discharge the members of the Management Board of Uniper SE who were in office in financial year 2019 for such period.

6. Resolution on the discharge of the members of Uniper SE's Supervisory Board for financial year 2019

The Supervisory Board and the Management Board propose to discharge the members of the Supervisory Board of Uniper SE who were in office in financial year 2019 for such period.

7. Resolution on the appointment of the auditor for the annual financial statements and the consolidated financial statements, respectively, appointment of the auditor for a potential auditor's review of abbreviated financial statements and interim management reports

The Supervisory Board proposes based upon the recommendation by the audit and risk committee to resolve that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Düsseldorf, is appointed:

- a) as the auditor of the annual financial statements and consolidated financial statements for the financial year 2020,
- b) as the auditor of any potential review of abbreviated financial statements and interim management reports for the financial year 2020 and
- c) as the auditor of any potential review of the abbreviated financial statement and the interim management report for the first quarter of the financial year 2021 which is issued before the Annual General Meeting in 2021.

8. Resolution on elections to the Supervisory Board

The Supervisory Board members Dr Bernhard Reutersberg, Mr Jean-Francois Cirelli, Mr David Charles Davies, Dr Marion Helmes and Ms Rebecca Ranich, each of whom had been elected by the Annual General Meeting on 8 June 2017 as shareholder representatives to the Supervisory Board, resigned from office in an extraordinary meeting of the Supervisory Board held on 3 April 2020 with effect from the end of the meeting on 3 April 2020. Through the court decision of the local court of Düsseldorf on 17 April 2020 Prof Dr Werner Brinker, Dr Bernhard Günther, Prof Dr Klaus-Dieter Maubach, Ms Sirpa-Helena Sormunen and Ms Tiina Tuomela were appointed members of the Supervisory Board with

immediate effect. Their office expires in each case upon the close of the Annual General Meeting of the company on 20 May 2020.

The Supervisory Board of Uniper SE consists of twelve members according to article 40 para. 3 SE-VO, section 17 of the German act implementing the SE-VO (SE-Ausführungsgesetz, hereinafter "**SEAG**"), section 21 para. 3 of the German act on employee participation in European companies (SE-Beteiligungsgesetz – hereinafter "**SEBG**"), part 2 clause 2 of the Agreement on employee participation in Uniper SE under the SEBG as of 12 January 2016 (hereinafter "**Participation Agreement**") and section 8 para. 1 of Uniper SE's articles of association.

According to section 8 para. 2 of Uniper SE's articles of association, six members thereof are elected by the General Meeting and six members are elected by the employees in accordance with the election procedure stipulated in the Participation Agreement. According to section 17 para. 2 of the SEAG, at least four members of the total twelve members must be women and at least four members must be men. In addition, according to part 2 clause 3.4 of the Participation Agreement, from the six members elected by the shareholders and from the six members elected by the employees in each case at least two members must be women and at least two members must be men.

The following election proposals are based on the resolution adopted by the Supervisory Board. The Supervisory Board proposes to resolve that the persons under no. 1 through 5 are elected as members of the Supervisory Board:

1. Prof Dr Werner Brinker

Independent energy consultant, Germany
Rastede, Germany

2. Dr Bernhard Günther

Chief Financial Officer (CFO) and Chief Human Resources Officer (CHRO) at innogy SE, Germany
Düsseldorf, Germany

3. Prof Dr Klaus-Dieter Maubach

Managing Partner at maubach.icp GmbH, Germany,
and member of the Board of Directors at Fortum Oyj,
Finland
Düsseldorf, Germany

4. Sirpa-Helena Sormunen

General Counsel at Fortum Oyj, Finland
Helsinki, Finland

5. Tiina Tuomela

Executive Vice President, Generation, at Fortum Oyj,
Finland
Espoo, Finland

In each case in accordance with section 8 para. 4 of Uniper SE's articles of association, the election shall become effective upon the close of the Annual General Meeting on 20 May 2020 for the remaining term of office of the departed members of the Supervisory Board, i.e. until the close of the General Meeting which resolves on the discharge for financial year 2021.

In the assessment of the Supervisory Board, only the following candidates have a personal or business relationship to Uniper SE or its Group companies, the executive bodies of Uniper SE or a shareholder holding a material interest in Uniper SE which are subject to disclosure to the General Meeting. Each of Prof Dr Klaus-Dieter Maubach, Ms Sirpa-Helena Sormunen and Ms Tiina Tuomela has a business relationship with Fortum Oyj, Finland, the major (indirect) shareholder of Uniper SE. Prof Dr Klaus-Dieter Maubach is member of the Board of Directors, Ms Sirpa-Helena Sormunen is General Counsel and Ms Tiina Tuomela is Executive Vice President, Generation at Fortum Oyj.

All members of the Supervisory Board ensure that they have sufficient time available to discharge their duties.

The General Meeting will decide on the election of the members to the Supervisory Board by way of separate voting.

Under "II. 1. Information concerning the election to the Supervisory Board" following the agenda, the curricula vitae of the candidates nominated for election and further information are added.

II. Additional Information and Notifications

1. Information concerning the election to the Supervisory Board

a. Prof Dr Werner Brinker

Independent energy consultant, Germany
Rastede, Germany
Born in 1952

Curriculum vitae

Education:

1978	Diploma Ing, Civil Engineering, Technical University of Braunschweig, Germany
1990	Ph.D. Civil Engineering, Technical University Braunschweig, Germany

Career:

Since 2016	Chairman of the Advisory Board at Gräper Holding GmbH & Co. KG, Germany
2016–2018	Member of the Supervisory Board at Enovos AG and Encevo AG, Luxembourg
1998–2015	CEO at EWE AG, Germany
1996–1998	CTO at EWE AG, Germany
1993–1996	Director of Energy Sales Department at PreussenElektra AG, Germany
1988–1993	Head of Waste Management at EWE AG, Germany
1980–1988	Gas Purchasing, Gas Sales and Gas Storage at EWE AG, Germany
1978–1980	Natural Gas Networks at EWE AG, Germany

Memberships in other Supervisory Boards which are to be established pursuant to statutory law:

- none

Memberships in comparable domestic and foreign supervisory bodies of business enterprises:

- Gräper Holding GmbH & Co. KG, Germany
(Chairman of the Advisory Board)

Overview of material activities in addition the Supervisory Board mandate:

- Independent energy consultant, Germany

Personal and business relationships to Uniper SE, its executive bodies or a shareholder holding a major interest in the company relevant for the shareholders' decision regarding the election:

- none

b. Dr Bernhard Günther

Chief Financial Officer (CFO) and Chief Human Resources Officer (CHRO) at innogy SE, Germany
Düsseldorf, Germany
Born in 1967

Curriculum vitae

Education:

- | | |
|-----------|---|
| 1992 | Completion of studies in economics at St. Gallen, Switzerland, and Oxford, United Kingdom |
| 1995–1998 | Ph.D. in economics at the University of St. Gallen, Switzerland |

Career:

- | | |
|------------|---|
| Since 2020 | Member of the Supervisory Board at thyssenkrupp AG, Germany |
| Since 2019 | CFO and CHRO at innogy SE, Germany |
| 2016–2019 | CFO at innogy SE, Germany |
| 2013–2016 | CFO at RWE AG, Germany |
| 2012–2016 | Member of the Board at RWE AG, Germany |
| 2008–2012 | Director and CFO at RWE Supply & Trading GmbH, Germany |
| 2007–2008 | Director and CFO at RWE Trading GmbH, Germany and RWE Gas Midstream GmbH, Germany |
| 2005–2006 | Vice President Group Planning at RWE AG, Germany |
| 2001–2005 | Vice President Corporate Planning & Controlling at RWE Power AG, Germany |
| 1999–2001 | Head of Department Group Controlling at RWE AG, Germany |
| 1993–1998 | Managing Consultant at McKinsey & Company |

Memberships in other Supervisory Boards which are to be established pursuant to statutory law:

- thyssenkrupp AG, Germany

Memberships in comparable domestic and foreign supervisory bodies of business enterprises:

- none

Overview of material activities in addition the Supervisory Board mandate:

- Chief Financial Officer (CFO) and Chief Human Resources Officer (CHRO) at innogy SE, Germany

Personal and business relationships to Uniper SE, its executive bodies or a shareholder holding a major interest in the company relevant for the shareholders' decision regarding the election:

- none

c. Prof Dr Klaus-Dieter Maubach

Managing Partner at maubach.icp GmbH, Düsseldorf, Germany

Member of the Board of Directors at Fortum Oyj, Finland
Düsseldorf, Germany

Born in 1962

Curriculum vitae

Education:

- | | |
|------|---|
| 1988 | Diploma Ing, Electrical Engineering, University of Wuppertal, Germany |
| 1994 | Ph.D. Electrical Engineering, University of Wuppertal, Germany |

Career:

- | | |
|------------|---|
| Since 2018 | Member of the Board of Directors at Fortum Oyj, Espoo, Finland
Member of the Nomination and Remuneration Committee of Board of Directors at Fortum Oyj, Espoo, Finland |
| Since 2014 | Managing Partner at maubach.icp GmbH, Düsseldorf, Germany |
| 2015–2016 | CEO at Encavis AG (former Capital Stage AG), Hamburg, Germany |

2010–2013	Member of the Management Board at E.ON SE, Düsseldorf, Germany
2007–2010	CEO at E.ON Energie AG, Munich, Germany
2006–2007	Member of the Management Board at E.ON Energie AG, Munich, Germany
2003–2006	CEO at Avacon AG, Helmstedt, Germany
2001–2003	Member of the Management Board at Avacon AG, Helmstedt, Germany
2000–2001	CEO at Elektrizitätswerk Wesertal GmbH, Hameln, and Member of the German Executive Committee at Fortum Energie GmbH, Hamburg, Germany
1998–2000	Managing Director at Elektrizitätswerk Wesertal GmbH, Hameln, Germany
1996–1998	Head of Technical Planning at Energieversorgung Offenbach AG, Germany
1995–1996	Head of Control Center at Energieversorgung Offenbach AG, Germany
1989–1994	Research assistant, head of system optimization group at University of Wuppertal, Germany

Memberships in other Supervisory Boards which are to be established pursuant to statutory law:

- ABB Deutschland AG, Mannheim, Germany

Memberships in comparable domestic and foreign supervisory bodies of business enterprises:

- Fortum Oyj, Finland
- Axpo Power AG, Switzerland
- Klöpfer & Königler GmbH & Co. KG, Garching, Germany (Chairman of the Supervisory Board)

Overview of material activities in addition the Supervisory Board mandate:

- Managing Partner at maubach.icp GmbH, Düsseldorf, Germany

Personal and business relationships to Uniper SE, its executive bodies or a shareholder holding a major interest in the company relevant for the shareholders' decision regarding the election:

- Member of the Board of Directors at Fortum Oyj, Finland.

d. Sirpa-Helena Sormunen

General Counsel at Fortum Oyj, Finland

Helsinki, Finland

Born in 1959

Curriculum vitae

Education:

1984 Master of Laws, Helsinki University, Finland, trained on the bench

Career:

Since 2014 General Counsel at Fortum Oyj, Espoo, Finland

2012–2014 General Counsel of Patria Oyj, Helsinki, Finland

2004–2012 Several legal and managerial positions at Nokia, Helsinki, Finland and Nokia Siemens Networks, incl. acting General Counsel 2012

2003–2004 Vice President, Head of Legal, Mergers & Acquisitions and Finance of TeliaSonera Corporation, Helsinki, Finland / Stockholm, Sweden

2000–2002 Senior Legal Counsel, Head of Legal, Mergers & Acquisitions of Sonera Oyj, Helsinki, Finland

Memberships in other Supervisory Boards which are to be established pursuant to statutory law:

- Fortum Deutschland SE, Düsseldorf, Germany

Memberships in comparable domestic and foreign supervisory bodies of business enterprises:

- Fortum Finance Ireland DAC, Ireland
- PAO Fortum, Russia
- Nammo AS, Norway

Overview of material activities in addition the Supervisory Board mandate:

- General Counsel at Fortum Oyj, Espoo, Finland

Personal and business relationships to Uniper SE, its executive bodies or a shareholder holding a major interest in the company relevant for the shareholders' decision regarding the election:

- General Counsel at Fortum Oyj, Finland, and thus member of the executive body of Uniper SE's major (indirect) shareholder.

e. Tiina Tuomela

Executive Vice President, Generation, at Fortum Oyj, Finland

Espoo, Finland

Born in 1966

Curriculum vitae

Education:

- | | |
|------|--|
| 1991 | Master of Science, Engineering, Lappeenranta University of Technology, Finland |
| 1992 | Master of Business Administration, Helsinki School of Economics and Business Administration, Finland |

Career:

- | | |
|------------|--|
| Since 2016 | Executive Vice President, Generation, at Fortum Oyj, Espoo, Finland |
| 2014–2016 | Executive Vice President, Nuclear and Thermal Power Division of Fortum Oyj, Espoo, Finland |
| 2009–2014 | Vice President, Finance in Power Division at Fortum Power and Heat Oy, Espoo, Finland |
| 2005–2009 | Vice President, Business Control and Support, Generation at Fortum Power and Heat Oy, Espoo, Finland |
| 1990–2005 | Several managerial positions at Fortum, Espoo, Finland |

Memberships in other Supervisory Boards which are to be established pursuant to statutory law:

- none

Memberships in comparable domestic and foreign supervisory bodies of business enterprises:

- Finish Energy, Finland
- Kemijoki Oy, Finland
- YIT Corporation, Finland
- Teollisuuden Voima Oyj, Finland

Overview of material activities in addition the Supervisory Board mandate:

- Executive Vice President, Generation, at Fortum Oyj, Finland

Personal and business relationships to Uniper SE, its executive bodies or a shareholder holding a major interest in the company relevant for the shareholders' decision regarding the election:

- Executive Vice President, Generation, at Fortum Oyj, Finland and thus member of the executive body of Uniper SE's major (indirect) shareholder.

2. Total amount of shares and voting rights

As of the date of invitation to the Annual General Meeting, the registered share capital amounts to EUR 622,132,000 and is divided into 365,960,000 no-par-value registered shares (shares without nominal amount), each carrying one vote. The total amount of voting rights on the date of invitation to the Annual General Meeting therefore amounts to 365,960,000 voting rights.

3. General Meeting without physical presence of the shareholders or their proxies

On the basis of section 1 para. 2 and para. 6 of the German Act on Measures in Corporate, Cooperative, Association, Foundation and Home Ownership Law to Combat the Effects of the COVID-19 Pandemic (Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie; the "**COVID-19 Act**"), published as Article 2 of the Act on Mitigating the Effects of the COVID-19 Pandemic in Civil, Insolvency and Criminal Procedure Law (Gesetz zur Abmilderung der Folgen der COVID-19-Pandemie im Zivil-, Insolvenz- und Strafverfahrensrecht) of 27 March 2020 in the German Federal Law Gazette, part I, on 27 March 2020, the Management Board has decided with the consent of the Supervisory Board to hold the General Meeting as a virtual General Meeting without physical presence of the shareholders or their proxies. The General Meeting will be held in the physical presence of the chairman of the meeting, members of the Management Board and the notary instructed to keep the record of the meeting as well as a company-appointed proxy at Rotterdamer Straße 141, 40474 Düsseldorf. Upon a resolution passed by the Management Board with the consent of the Supervisory Board, the members of the Supervisory Board will, if appropriate, participate in the virtual General Meeting only by means of video and audio transmission, in line with the statutory provisions of the COVID-19 Act, with the exception of the Supervisory Board member chairing the meeting.

As holding the General Meeting in the form of a virtual meeting under the COVID-19 Act results in certain modifications to meeting procedures and the rights of shareholders, we would like to ask our shareholders to pay particular attention to the following information.

4. Registration and exercise of voting rights

Pursuant to section 18 of the articles of association of Uniper SE, only those shareholders are entitled to exercise their voting rights who have registered with Uniper SE by no later than the end of

13 May 2020

and whose registered shares are registered in the share register.

The registration has to be submitted in German or in English language and sent either to the following address:

**Uniper SE Hauptversammlung
c/o ADEUS Aktienregister-Service-GmbH
20558 Hamburg
Germany**

or by fax or e-mail to:

**Fax: +49 89 20 70 37 951
e-mail: hv-service.uniper@adeus.de**

or by using the password-protected online service on the internet in compliance with the procedure specified by Uniper SE at

www.uniper.energy/agm-service

Shareholders who wish to register for the general meeting by using the password-protected online service need their shareholder number and the corresponding access password. Those shareholders who have already registered for e-mail distribution of the invitation to the General Meeting will receive their shareholder number together with the invitation e-mail to the General Meeting and have to use the access password they have chosen during the registration process. All other shareholders registered in the share register will receive their shareholder number and their access password together with the invitation letter for the General Meeting.

Intermediaries listed in the share register may exercise voting rights for shares which they do not own only if authorised by the corresponding shareholder.

In order to exercise the right to vote, the shareholdings recorded in the share register as at the end of 13 May 2020 are relevant. Any applications for the transfer of entries in the share register which are received after the end of 13 May 2020 (maßgeblicher Bestandsstichtag, technical record date), but by the end of the General Meeting on 20 May 2020, will be processed and taken into account in the share register only with effect after the General Meeting on 20 May 2020. The status of the share register at the time the General Meeting is held is thus identical to the status of the share register at the end of 13 May 2020. All acquirers of shares in the company who have not yet been registered in the share register are therefore asked to submit their applications for the transfer of entries in due time.

Registering for the General Meeting does not cause the shares to be blocked for disposal, i. e. shareholders are still free to dispose of their shares after having registered for the General Meeting.

5. Video and audio transmission of the General Meeting

Shareholders who are registered in the share register can follow the entire General Meeting via video and audio transmission on the internet by using the password-protected online service for shareholders of the company. The online service for shareholders can be accessed at the following internet address:

www.uniper.energy/agm-service

Shareholders who are registered in the share register will be able to log in on this website by using their access data, consisting of their shareholder number and their access password, and access the video and audio transmission of the General Meeting on the date of the General Meeting from 10:00 a.m.

The virtual General Meeting does not allow for participation in the General Meeting within the meaning of section 118 para.1 sentence 2 AktG (participation by way of electronic communication).

6. Submitting absentee votes (Briefwahl)

Shareholders may exercise their voting rights at the virtual General Meeting through absentee voting. In this case timely registration, i. e. by **no later than the end of 13 May 2020**, and registration of the registered shares in the share register in accordance with the requirements specified in section II. 4. above are required. In particular in this context, too, the shareholdings registered in the share register as at the end of 13 May 2020 are relevant.

Shareholders may exercise their voting rights by absentee voting either in written form (by letter or fax) or by way of electronic communication (by e-mail or by entering their vote in the password-protected online service).

Voting rights shall be exercised in written form by using the form provided to the shareholders together with the invitation and by sending it to the address or fax number specified in section II. 4. above.

Voting rights shall be exercised by way of electronic communication either by using the form provided to the shareholders together with the invitation and by sending it to the e-mail address specified in section II. 4. above or by using the password-protected online service under www.uniper.energy/agm-service.

If shareholders register for the General Meeting via the online service by way of online absentee voting, this will be deemed an abstention as long as and to the extent that such shareholders do not exercise their voting rights. The **initial submission and any change of votes** remain possible after registration in compliance with applicable deadlines at any time on the day of the General Meeting until the chairman of the meeting – after prior announcement – has concluded the voting on the agenda items.

Intermediaries, shareholders' associations, proxy advisors or other persons specified in section 135 para. 8 AktG, who have been authorised by shareholders may also make use of absentee voting in accordance with the rules specified above and in compliance with the deadlines stated.

7. Exercise of voting rights by proxies

Shareholders may have their voting rights exercised by authorised persons such as intermediaries, shareholders' associations, proxy advisors or proxies of Uniper SE. Intermediaries, shareholders' associations or proxy advisors may have their voting rights exercised as well by proxy authorisations and instructions to the company-appointed proxies or by way of absentee voting. In this case, too, timely registration by the shareholder or the proxy and registration in the share register in accordance with the requirements specified in section II. 4. above are required **by no later than the end of 13 May 2020**. In particular in this context, too,

the shareholdings registered in the share register as at the end of 13 May 2020 are relevant. If a shareholder appoints more than one proxy, the company is entitled to refuse one or more of them.

The proxy authorisation must be granted or revoked and proof of authorisation to be provided to Uniper SE must be provided in text form and must be sent to the address, fax number or e-mail address specified above in section II. 4.

If powers of attorney to exercise voting rights are issued to intermediaries, shareholders' associations, proxy advisors or other persons specified in section 135 para. 8 AktG, the relevant authorisation processes and forms of such an authorisation must be based on the relevant guidelines of the recipients who are to be contacted in due time in order to inquire about such guidelines. Those intermediaries, shareholders' associations and proxy advisors or equivalent persons or institutions which participate in the password-protected online service of the company can also be authorised by making use of the procedure specified by the company at www.uniper.energy/agm-service.

Proxies appointed by Uniper SE may also be authorised by using the password-protected online service at www.uniper.energy/agm-service. The proxies will exercise the voting rights exclusively on the basis of the instructions issued by the respective shareholder. Should any agenda item require individual voting, any instruction issued in this respect will apply *mutatis mutandis* to each individual sub-item. The proxies will not accept any instructions to address the General Meeting, to object to resolutions passed by the General Meeting, to ask questions or to submit motions.

Proxy authorisations and instructions to the company-appointed proxies may be issued both in advance and during the General Meeting on 20 May 2020 at any time until the chairman of the meeting – after prior announcement – has concluded the voting on the agenda items. For this purpose, shareholders must have duly registered for the General Meeting.

8. Special shareholders' rights

a. Requests to have items added to the agenda – art. 56 sentence 2 and sentence 3 SE-VO, section 50 para. 2 SEAG, section 122 para. 2 AktG, section 1 para. 3 sentence 4 COVID-19 Act

Pursuant to art. 56 sentence 2 and sentence 3 SE-VO, section 50 para. 2 SEAG, section 122 para. 2 AktG shareholders whose shares amount in aggregate to one twentieth of the share capital or represent an amount of the share capital corresponding to EUR 500,000 (the latter amount equalling 294,118 shares in Uniper SE if rounded up to the nearest whole number) may request that items be added to the agenda and published.

Any new item has to be accompanied by a statement of reason or a resolution proposal. The request has to be addressed in writing to the Management Board of the company and has to be received by the company, pursuant to section 1 para. 3 sentence 4 COVID-19 Act, at least 14 days prior to the General Meeting of the company, i. e. **by no later than the end of 5 May 2020**. Any request to have items added to the agenda is to be sent to the following address:

**Uniper SE
– Vorstand –
Holzstraße 6
40221 Düsseldorf
Germany**

Any request to have items added to the agenda which have to be published – to the extent that they have not already been published together with the convening notice of the General Meeting – will be announced in the German Federal Gazette (Bundesanzeiger) without undue delay following receipt of such request. In addition, they will be published on the internet at www.uniper.energy/agm.

**b. Counter-motions and election proposals –
section 126 para. 1 and section 127 AktG; exclusion of
right to submit motions during the General Meeting**

In view of the fact that the General Meeting is held as a virtual General Meeting without presence of the shareholders and their proxies, without participation of the shareholders by way of electronic communication, the right of shareholders to submit motions in the General Meeting is legally excluded in line with the concept stipulated by the COVID-19 Act. It will therefore not be possible to submit counter-motions and election proposals within the meaning of section 126 para. 1 and section 127 AktG as well as procedural motions during the General Meeting.

However, shareholders will be given the opportunity to submit counter-motions and election proposals to the company prior to the General Meeting in line with section 126 para. 1 and section 127 AktG. The company will publish any counter-motions and election proposals on the company's website provided the relevant statutory provisions are met. The Management Board and the Supervisory Board reserve the right to comment during the General Meeting on counter-motions and election proposals that meet the requirements set out below.

If counter-motions and election proposals are to be published in advance by Uniper SE in accordance with sections 126 and 127 AktG, they must be sent exclusively to the following address or sent by fax by **no later than the end of 5 May 2020**:

**Uniper SE
– Vorstand –
Holzstraße 6
40221 Düsseldorf
Germany
Fax: +49 211 45 79 4 46**

Counter-motions and election proposals which are sent to a different address will not be considered. In addition, the company may refrain from a publication in whole

or in part if certain further requirements specified in more detail in sections 126 or 127 AktG are fulfilled or may summarise counter-motions or election proposals and their statements of reason. At least in case of an election proposal no statement of reason is required. Election proposals for the election to the Supervisory Board have to include the name, current profession and place of residence of the proposed person as well as his/her membership in other Supervisory Boards to be established pursuant to statutory provisions in Germany. Publication will be made including the name of the shareholder, any statement of reason to be made accessible, mandatory information pursuant to section 127 sentence 4 AktG and any statement of the management on the internet under www.uniper.energy/agm.

However, in accordance with the concept of the COVID-19 Act, corresponding counter-motions and election proposals will not be voted on at the Annual General Meeting and will not be dealt with otherwise.

c. Opportunity to ask questions – section 1 para. 2 sentence 1 no. 3 and sentence 2 COVID-19 Act

Shareholders are given the opportunity to ask questions pursuant to section 1 para. 2 sentence 1 no. 3 COVID-19 Act. Based on section 1 para. 2 sentence 1 no. 3 and sentence 2 half-sentence 2 COVID-19 Act, the Management Board has decided with the consent of the Supervisory Board that shareholders must submit their questions via the password-protected online service for shareholders to the company no later than **Monday, 18 May 2020, 12:00 noon**. The Management Board will decide in its due and free discretion which questions to answer in which manner.

Only those shareholders who duly registered for the General Meeting will be able to submit their questions via the password-protected online service in line with the procedure laid down therein by Uniper SE at www.uniper.energy/agm-service.

Where questions are answered during the General Meeting, the name of the shareholder submitting the question will be disclosed only (insofar as individual questions are answered) if the shareholder expressed his/her consent to and desire for a disclosure of his/her name when submitting the question. The same applies to any advance publication of questions and, if applicable, answers on the company's website prior to the General Meeting. In this case, too, the names of the questioner will be disclosed only if he/she expressed his/her consent to and wish for a disclosure of his/her name when submitting the question.

d. Right of objection – section 1 para. 2 sentence 1 no. 4 COVID-19 Act

Shareholders exercising their voting right by way of absentee voting (in writing or electronically) or by way of proxy authorisation may object to the resolutions passed by the General Meeting by submitting their objection to the notary instructed to keep the record of the General Meeting via the password-protected online service for shareholders in line with the procedure laid down therein by Uniper SE. Corresponding declarations may be submitted from the opening of the General Meeting up to its closing by the chairman of the General Meeting.

e. Further information on shareholders' rights

Further information regarding the rights of shareholders pursuant to section 56 sentence 2 and sentence 3 SE-VO, section 50 para. 2 SEAG, sections 122 para. 2, 126 para. 1, 127 and 131 para. 1 AktG and section 1 COVID-19 Act is available on the internet at www.uniper.energy/agm.

9. Website on which the information pursuant to section 124a AktG is available

The information pursuant to section 124a AktG is available on the internet under www.uniper.energy/agm.

10. Information for shareholders regarding data protection

The protection of your data and the lawful processing of such data have a high priority for us.

Our privacy policy summarizes all information regarding the processing of personal data of our shareholders clearly in one place.

The information on data protection for shareholders can be found at www.uniper.energy/privacy-policy/shareholders.

The company's general information on data protection can be found at www.uniper.energy/privacy-policy.

Düsseldorf, April 2020
The Management Board

Financial calendar

7 May 2020	Quarterly Statement January – March 2020
20 May 2020	Annual General Meeting 2020
11 August 2020	Interim Report January – June 2020
10 November 2020	Quarterly Statement January – September 2020

Questions concerning the General Meeting

Hotline for shareholders: +49 180 28 64 26 6

(Monday to Friday 9–17 hrs CEST;
costs: 6 cents per call from the landline of Deutsche
Telekom. Mobile phone max. 42 cents per minute.)

Uniper SE
Holzstraße 6
40221 Düsseldorf
Germany

www.uniper.energy

HRB 77425, Local court of Düsseldorf