

Update of the Declaration of Compliance pursuant to Section 161 AktG of January 2020

As part of their annual Declaration of Compliance pursuant to Section 161 of the German Stock Corporation Act (AktG), the Management Board and the Supervisory Board of Uniper SE declared in January 2021 that Uniper SE has complied with all recommendations of the German Corporate Governance Code in the version of 7 February 2017 ("GCGC 2017") since the last declaration of conformity was issued in January 2020 with one exception (item 1 of the Declaration of Compliance of January 2021) and has also complied with all recommendations of the GCGC in the version of 16 December 2019 ("GCGC 2019") with two exceptions (items 1 and 2 of the Declaration of Compliance of January 2021) and intends to continue to comply with the recommendations of the GCGC 2019 in the future with the exceptions outlined.

With regard to item 1 of the Declaration of Compliance of January 2021, it had already been announced that there would be a change in the Chairmanship of the Audit Committee and a replacement of shareholder representatives on the Supervisory Board by the time of the Annual General Meeting in 2021 at the latest.

Against this background, the Declaration of Compliance is now updated as follows:

According to Section C. 10 Sentence 2 GCGC 2019, the Chairman of the Audit Committee shall be independent, in particular of the controlling shareholder. According to Section C. 9 Paragraph 1 Sentence 1 GCGC 2019, in the case of a Supervisory Board with more than six members, at least two shareholder representatives shall also be independent of the controlling shareholder. The Annual General Meeting on 19 May 2021 elected Judith Buss as a member of the Supervisory Board. Also on 19 May 2021, the Supervisory Board elected Judith Buss to the Audit Committee of the Supervisory Board and the Audit Committee elected Judith Buss as its Chairwoman. Judith Buss has no connection with the controlling shareholder Fortum and is to be classified as independent. In addition, Werner Brinker continues to be a member of the Supervisory Board as a further independent member. The recommendations of Section C. 10 Sentence 2 GCGC 2019 and Section C. 9 Paragraph 1 Sentence 1 GCGC 2019 have thus been complied with again since 19 May 2021. It is intended to continue to comply with the recommendations of Section C. 10 Sentence 2 GCGC 2019 and Section C. 9 Paragraph 1 Sentence 1 GCGC 2019 in the future.

In all other respects, the Declaration of Compliance of January 2021 remains unchanged with the deviation mentioned therein.

Düsseldorf, July 2021

Uniper SE

For the Supervisory Board



Markus Rauramo

For the Board of Management



Prof. Dr. Klaus-Dieter Maubach