

Counter-Motions and Election Proposals

– Sections 126 Para. 1 and 127 German Stock Corporation Act

Annual General Meeting Uniper SE on 19 May 2021

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

Countermotion submitted by the Association of Ethical Shareholders Germany for the Annual General Meeting of Uniper SE on May 19, 2021:

Agenda item 3: Resolution on the discharge of the members of Uniper Management Board for financial year 2020

The "Dachverband der Kritischen Aktionärinnen und Aktionäre" proposes not to discharge the members of the Board of Management.

Justification:

Uniper SE's Board of Management does not meet the requirements of the Paris climate protection agreement. Uniper's central business model, the generation of energy with fossil energy sources coal and gas, makes a decisive contribution to climate change.

Greenwashing by Uniper and its parent company Fortum

"For a cleaner world" is the slogan of Uniper's main shareholder Fortum. It owns 75 percent of the shares in Uniper. But in reality Uniper, operator of the Datteln 4 coal-fired power plant, and its Finnish parent company are trying to mislead the public with Greenwashing. Uniper alone polluted the atmosphere with 42.6 million tons of CO₂ in 2020. This means that Uniper emits almost as much CO₂ as the whole of Finland. Thus, it remains a mystery how Uniper is going to fulfill its own commitment to make its power generation business in Europe climate-neutral by 2035.

Datteln 4: Early exit only with "fair" compensation

Indicative of the climate change effort is the response Fortum's Board gave to a shareholder at its Annual General Meeting in April 2020:

Question: Will Datteln 4 be shut down before 2030 (coal phase-out target of the Finnish government)?

Answer: An early exit will only take place with fair compensation.

Lawsuit against the Netherlands: Capital interests before climate protection

At the same time, Uniper is suing the Dutch state before undemocratic arbitration court under the "European Energy Charter" for 2.6 billion euros in damages because of the planned closure of the Maasvlakte coal-fired power plant. This means that the interests of the capital owners are valued more highly than the future of the young generation and the people in the Global South. Although Uniper is allowed to operate its Maasvlakte 3 plant, which was built in 2016, until 2030, this is not enough for the Management Board: they are now threatening the Dutch government with arbitration court action. In this way, Uniper is putting pressure on a democratically elected government instead of helping it implement its commitments under the goals of the Paris climate agreement. Lawsuits like Uniper's send a fatal signal to all European governments working on earlier coal phase-out plans. Because: The slower and later the coal phase-out takes place, the less compensation can be claimed.

Now Uniper is suing the Dutch state for the (partly) Paris-compatible Coal phase-out. In this way, the Board of Management aims to compensate for its previous, fatal coal investment decisions in the past with taxpayers' money.

Agenda item 4: Resolution on the discharge of the members of Uniper SE's Supervisory Board for financial year 2020

The Association of Ethical Shareholders proposes not to discharge the Supervisory Board of Uniper SE.

Justification:

The Supervisory Board of Uniper SE does not sufficiently perform its duty to monitor the Board of Management. It has not done enough to ensure that human rights due diligence is implemented in the supply chain.

Blood coal for Datteln 4

The operation of Datteln 4 is not only irresponsible because it further exacerbates the climate crisis: The imported hard coal burned in the power plant has blood on it. Since 2018, hard coal can no longer be mined in Germany because of the massive environmental impact and high compensation costs. But coal may still be imported - especially from Russia and Colombia.

Violence and environmental destruction in Colombia

In Colombia, open-pit mines are destroying huge areas of land, and the local population is being forcibly displaced. It is known that in the César region paramilitary units have been deployed around open-pit mines. Hundreds of people have been displaced, many even murdered.

Attacks against environmental activists in Kuzbass, Russia

In the Russian Kuzbass region there are also attacks on environmental and Human rights activists. Alexandra Korolewa from the organization Ecodefense had to apply for political asylum in Germany. Nevertheless, she continues to campaign for the protection of people and nature in the Kuzbass and demands that Uniper no longer tolerate the violations of environmental and social standards in coal mining in Russia.

Short-sighted adherence to gas and Nord Stream 2

Uniper continues to rely on gas as a transitional raw material and hopes that the Nord Stream 2 gas pipeline will be completed, as the pipe laying work is almost complete. In doing so, Uniper fails to realize that hardly any new gas infrastructure will be needed to maintain the power supply. Uniper also exposes itself to the risk of international sanctions, which also threaten companies involved in the construction and financing of Nord Stream 2. Uniper, a former E.ON subsidiary, is one of five co-financiers of the Nord Stream 2 pipeline which will transport large quantities of natural gas from Russia through the Baltic Sea to Germany. Uniper has lent the project company around 950 million euros.

Agenda item 6: Resolution on elections to the Supervisory Board

The Association of Ethical Shareholders proposes that Mr. Esa Hyvärinen, Head of the CEO Office at Fortum Oyj, Helsinki, Finland, not be elected to the Supervisory Board of Uniper SE.

Justification:

Under the growing influence of Fortum, Uniper has decided to sue the Netherlands over its coal phase-out law. The Finnish state-owned company even reserves the right to resort to the Energy Charter Treaty to enforce its compensation claim. It is not acceptable that Fortum now also wants to compensate for the already climate-damaging coal investment decisions of the past with tax money from the Netherlands instead of demanding investment in a sustainable business model at Uniper.

dachverband@kritischeaktionaeere.de
www.kritischeaktionaeere.de

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