



Counter-Motions and Election Proposals – Sections 126 Para. 1 and 127 AktG

Annual General Meeting Uniper SE on 8 June 2017

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 counter-motion which can be accessed through the German version of this website. Only the German version is decisive.

Uniper SE



Counter-motion to agenda item 3,
Discharge of the members of the Management Board for the 2016 financial year

The members of the Executive Board of Uniper SE are not discharged.

Reasoning:

Climate

Uniper is consistently pursuing a backward-looking business model that ignores the Paris Climate Treaty and the human rights requirements of companies. The Group highlights the continued importance of fossil fuels and is determined to complete the Datteln 4 coal-fired power plant. The goal to keep global warming below 2 degrees Celsius is beyond reach due to the coal-fired power stations that are currently on the grid. Every new coal-fired power station, which goes into operation, minimizes the chance of reaching the climate goal.

Human Rights

While other utilities take action, Uniper still does not assume responsibility for its coal supply chain. The Group is not at all transparent with regard to the origin of its coal, but still imports charcoal from Colombia, although violence and murders are increasing there. DONG Energy from Denmark, on the other hand, excludes coal imports from Colombia from the controversial companies Drummond (since 2006) and Prodeco (since the end of 2015). The Italian energy supplier ENEL has now also suspended coal deliveries as of the beginning of May 2017 from the Cesar region in Colombia, where violence is particularly high.

In addition, Uniper has signed a cooperation agreement with SOCAR, the state-owned Azerbaijani oil company. This state company supplies the authoritarian Aliyev regime with revenues and thus helps to maintain its power. The human rights situation in Azerbaijan is classified as very problematic by Human Rights Watch, Amnesty International, Reporters Without Borders, but also the US State Department and Freedom House.

Socar is the driving force behind the controversial gas pipeline Southern Gas Corridor, which is to bring gas from Azerbaijan through Turkey, Greece and Albania to Italy. This pipeline also strengthens the power of the regime and is met with fierce resistance along the route.

Biomass power plant Provence

Uniper operates the Provence power station in Gardanne, France. In block 4 of the power plant over 800,000 tons of chopped wood are to be fired annually, which is a great danger to the environment.

Through Uniper's enormous fuel demand, the pressure on the ecosystem of the forests in the wood catchment area around the power plant increases considerably. There is a real danger that species-rich natural forests will be transformed into industrial tree monocultures - with fatal



consequences for biodiversity. On the ground, there are large protests against Uniper's biomass plans.

In danger are also overseas forests, as Uniper reports it will import more than half of the wood supply. Possible delivery regions such as Brazil, North America and Eastern Europe operate in many cases a robbery-like timber economy.

Wood as an energy carrier in large power plants does not serve climate protection. In fact, the opposite is true: the combustion significantly affects the atmosphere with the greenhouse gas CO₂ and accelerates the global warming process. Uniper's publicly promised climatic advantages of a conversion to wood burning are not comprehensible.

Uniper should reconsider its biomass plans and immediately stop the wood burning in block 4 of the Provence power station.

Cologne, 24 May 2017

Association of Ethical Shareholders Germany



Uniper SE AGM, 8 June 2017
Counter-motion to agenda item 3,
Discharge of the members of the Management Board

It is proposed not to discharge the Management Board.

Justification: The board is unable to properly interpret a calendar. According to item 6a (page 28) of the invitation to the AGM, supplementary requirements must be sent to the agenda, at the latest by the end of May 8, 2017. This is not possible if the invitation to the HV is received on 9th May only (as with me). In addition, the cover letter does not carry a date.

Sauerlach, 15 May 2017

Dr. Hans-Hermann Molter