



Invitation to the General Meeting

Annual General Meeting
of Uniper SE on 8 June 2017



Key Financials of Uniper Group¹⁾

In m €	2016	2015	+/- %
Electricity sales (in bn kWh)	691.3	716.4	-4
Gas sales (in bn kWh)	1,725.7	1,742.5	-1
Sales	67,285	92,115	-27
Adjusted EBITDA	2,122	1,717	+24
Adjusted EBIT	1,362	801	+70
Net income/loss	-3,234	-3,757	+14
Net income/loss attributable to the shareholders of Uniper SE	-3,217	-4,085	+21
Investments	781	1,083	-28
Operating cash flow	2,184	1,465	+49
Net financial position	-2,369	-4,930	+52
Economic net debt	-4,167	-6,690	+38
Total equity	12,803	15,001	-15
Total equity and liabilities	48,871	63,523	-23
Employees (headcount)	12,635	13,681	-8

1) Detailed information and further explanations can be found in the Annual Report of Uniper SE.

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 8 June 2017, 10 a.m., at the Grugahalle in
Norbertstraße 2, 45131 Essen, Germany.¹⁾

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 the financial year 2016, together with the combined management report for Uniper SE and the Uniper group and the report of the supervisory board

On 7 March 2017, the supervisory board approved the annual financial statements and the consolidated financial statements prepared by the management board. Thus, the annual financial statements are adopted. 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 para. 4 and section 315 para. 4 German commercial code (Handelsgesetzbuch – HGB)) are presented to the general meeting. The documents are available on the internet at www.uniper.energy and will be available at the annual general meeting.

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 2016 in the amount of EUR 201,278,000.00 is appropriated as follows:

distribution of a dividend of EUR 0.55 per no-par value registered share entitled to dividends:
EUR 201,278,000.00

The amount of EUR 201,278,000.00 to be distributed to the shareholders by way of a dividend in the amount of EUR 0.55 per no-par value registered share entitled to dividends is based on all 365,960,000 no-par value registered shares being entitled to dividends. In case

fewer shares will be entitled to dividends at the date of the annual general meeting (such as treasury shares pursuant to section 71b German stock corporation act (Aktengesetz – AktG)¹⁾), it will be proposed to the general meeting that the dividend of EUR 0.55 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 as amended, the due date for the dividend payment claim is the third business day following the resolution by the general meeting, i.e. 13 June 2017.

3. Resolution on the approval to the actions of Uniper AG's and Uniper SE's management board members

The supervisory board and the management board propose to resolve that the actions of the members of the management board of Uniper AG and Uniper SE in office in the financial year 2016 are approved for this period.

4. Resolution on the approval to the actions of Uniper AG's and Uniper SE's supervisory board members

The supervisory board and the management board propose to resolve that the actions of the members of the supervisory board of Uniper AG and Uniper SE in office in the financial year 2016 are approved for this period.

1) 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 (Aktengesetz) are also applied to Uniper SE pursuant to art. 5, art. 9 paragraph 1 lit. 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 – SE-VO) unless determined otherwise by the SE-VO.

5. 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 2017; and
- b) as the auditor for any potential review of abbreviated financial statements and interim management reports for the financial year 2017; and
- c) as the auditor for any potential review of the abbreviated financial statement and the interim management report for the first quarter of the financial year 2018 which is issued before the annual general meeting in 2018.

6. Resolution on an amendment of the articles of association – compensation for supervisory board members

Uniper SE's articles of association do not yet contain specific provisions on the compensation for the supervisory board members but refer this to individual reoccurring resolutions by the general meeting. It is intended to provide for specific provisions on the compensation in Uniper SE's articles of association in line with market standards.

The supervisory board and the management board therefore propose to resolve that:

Section 15 of the articles of the association of Uniper SE shall be reversed and re-worded as follows:

“§ 15 – Compensation for members of the supervisory board

(1) The members of the supervisory board shall receive on an annual basis a compensation in the amount of 70,000 €. The chairmen and members of the committees shall receive additionally on an annual basis as compensation:

(a) function in the audit and risk committee:
chairman: 70,000 €; member: 35,000 €;

(b) function in other committees: chairman: 35,000 €;
member 15,000 €;

(c) acting as a member of the nomination committee or of any committee established for a particular individual case does not entitle the member of the supervisory board to an additional compensation. In case a member has functions in more than one committee, only the function in such committee with the highest compensation entitles to an additional compensation.

(2) The chairman of the supervisory board shall receive on an annual basis a compensation in the amount of 210,000 €, each of his deputy chairmen 140,000 €. Such compensations cover also functions as chairman or member of a committee.

(3) An amount equal to 80 per cent of the compensation according to paragraph 1 and 2 are paid in cash pro-rata after each quarter (“fixed compensation”).

(4) The remainder of 20 per cent of the compensation according to paragraph 1 and 2 are paid in the form of virtual shares of the company (“variable compensation”). This right of compensation is a future right

of a cash payment. To assess the number of virtual shares the cash payment relating to the variable compensation of the past expired financial year is divided through the volume-weighted averaged share price of the company's shares in XETRA trading (opening price) of the Frankfurt Stock Exchange (or any successor system) ("averaged share price") of the last 60 stock market trading days of the past expired financial year. The reference share price for the variable compensation attributed to the financial year 2016 is the share price of the opening auction at listing date. After the expiry of four further financial years the company's averaged share price for the period of the last 60 stock market trading days of the fourth financial year is increased by the amount of all dividends paid out during the last four financial years to the shareholders of the company for each share. The amount resulting therefrom is multiplied for each member of the supervisory board by the number of virtual shares and equals then the future right of the amount to be paid out for the variable compensation. If the amount of shares issued by the company is amended by way of a capital increase from temporary resources (Kapitalerhöhung aus Gesellschaftsmitteln), a share split or a reverse share split, the amount of virtual shares has to be adapted accordingly to the effect that the capital increase from temporary resources (Kapitalerhöhung aus Gesellschaftsmitteln), the share split or the reverse share split has no economic impact on the future right to the variable compensation to be paid out. A virtual share is a mere item for the calculation which does not entitle its owner to any claims or shareholder's rights; in particular it bears no voting rights and no rights to dividends. A virtual share is not at the supervisory board member's disposal.

- (5) The variable compensation is paid out in the first month after the end of the four financial year period and is capped at an amount equal to 200 per cent of such amount which is originally converted from the compensation to the virtual shares ("CAP").

(6) In case of changes in the supervisory board during a year, the payment of the compensation for the running financial year is made pro-rata temporis. Deviating from paragraph 3 and 4 the compensation for the year in which an appointment ends is made 100 per cent as fixed compensation; it is not awarded as virtual shares. When an appointment ends (and such member is not re-elected) the amount to be paid out as variable compensation for previous years not yet paid out is assessed based on the system stated in paragraph 4 sentence 3 to 6 and taking into account the CAP. The relevant averaged share price is not the averaged share price of the last 60 stock market trading days after the expiry of four financial years but the averaged share price of the last 60 stock market trading days before the expiry of the month in which the appointment of the member of the supervisory board ends.

In case a function of a member of the supervisory board being higher compensated comes to an end, the provisions according to sentence 1 and 2 of this paragraph shall apply mutatis mutandis to the part of the higher compensation.

- (7) The members of the supervisory board are not entitled to an attendance fee for attending the meetings of the supervisory board or its committees.
- (8) The company reimburses the members of the supervisory board for their expenses incurred through their mandate as members of the supervisory board which includes also applicable VAT on their compensation and reimbursement payments.
- (9) The company may take out liability insurance covering the statutory liability arising from the actions as a supervisory board member for the benefit of the supervisory board members."

7. Resolution on the compensation for the supervisory board

Pursuant to section 113 para. 2 AktG, the compensation which the members of the first supervisory board since the establishment of the company as Uniper SE on 14 April 2016 receive for their actions can only be approved by the general meeting. Such resolution can only be adopted by the general meeting which resolves on the approval to the actions of the members of the first supervisory board. Based thereupon it is intended to provide for compensation in line with the amendment of the articles of association proposed under agenda item 6 regarding the compensation of the supervisory board. In addition, it is proposed to resolve upon the compensation of the members of the supervisory board for the time period until the amendment of the articles of association as proposed under agenda item 6 becomes effective.

The supervisory board and the management board propose to resolve that the members of the first supervisory board of Uniper SE shall be granted compensation according to the provisions to be implemented in the articles of association according to agenda item 6. The membership in the interim committee, which existed until legal effectiveness of the spin-off, shall not be remunerated. Until the resolution under agenda item 6 regarding the proposed amendment of the articles of association will become effective with its registration in the commercial register (Handelsregister) of the company, the same shall apply to all supervisory board members that are either elected under agenda item 8 or otherwise appointed as members of the supervisory board of Uniper SE.

8. Resolution on elections to the supervisory board

The term of office of Dr. Bernhard Reutersberg, Dr. Johannes Teysen and Dr. Marc Spieker, as shareholder representatives on the supervisory board and elected by the extraordinary general meeting on 23 March 2016, expires at the end of the annual general

meeting on 8 June 2017. After Michael Sen, Karl-Heinz Feldmann and Dr. Verena Volpert, also elected by the extraordinary general meeting on 23 March 2016, had resigned from the office as shareholder representatives on the supervisory board, Jean-Francois Cirelli, Dr. Marion Helmes and Rebecca Ranich were appointed as members of the supervisory board upon application of the management board of Uniper SE through the court decision of the local court of Düsseldorf on 29 December 2016 with effect as of 1 January 2017. The office of these members expires upon the election of the supervisory board members by the general meeting.

The six employee representatives have already been appointed by part 2 clauses 3.2 and 4 lit. a) of the Agreement on employee participation in Uniper SE under the SEBG as of 12 January 2016.

The supervisory board of Uniper SE consists of twelve members according to article 40 para. 3 of the Council Regulation (EC) No 2157/2001 as of 8 October 2001 on the statute for a European stock company (SE) (SE-Verordnung – SE-VO), section 17 of the German act implementing the SE-VO (SE-Ausführungsgesetz – SEAG), section 21 para. 3 of the German act on employee participation in European companies (SE-Beteiligungsgesetz – SEBG), part 2 clause 2 of the Agreement on employee participation in Uniper SE under the SEBG as of 12 January 2016 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 for Uniper SE. 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 thereof must be men. In addition, according to part 2 clause 3.4 of the participation agreement for Uniper SE, 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 supervisory board proposes, based upon the nominations of its nomination committee, to resolve that the following persons under no.1 through 6 are elected as members of the supervisory board for a term commencing upon the close of this annual general meeting and until the close of the general meeting resolving on the approval to their actions in respect of the fourth financial year after their election, where the financial year in which the election takes place is not taken into account, however, in any case for a maximum period of six years:

1. Dr. Bernhard Reutersberg, chairman of the supervisory board of Uniper SE, residing in Feldafing (Germany);
2. Jean-Francois Cirelli, chairman of BlackRock France, Belgium and Luxembourg, residing in Boulogne-Billancourt (France);
3. David Charles Davies, independent director and member of the audit committee of Ophir Energy Plc (UK), residing in Cascais (Portugal);
4. Dr. Marion Helmes, independent consultant, residing in Berlin (Germany);
5. Rebecca Ranich, independent board member and independent advisor to early stage technology companies, residing in Baltimore (USA);
6. Dr. Marc Spieker, member of the management board of E.ON SE, residing in Düsseldorf (Germany).

The supervisory board assured itself that the candidates nominated and proposed for election are able to devote the expected amount of time required.

It is intended to have the general meeting decide on the election of the members to the supervisory board by way of separate voting.

In case of his re-election, Dr. Bernhard Reutersberg shall be nominated again as candidate for the chairman of the supervisory board.

9. Resolution on the approval of the scheme for remuneration for members of the management board

Section 120 para. 4 AktG provides that the general meeting of a listed company can be asked to pass a resolution approving of the scheme for remuneration for the members of the management board. This possibility shall be used at the first general meeting following Uniper SE's listing on the stock market.

The resolution proposed under this agenda item relates to the compensation system currently in place for the management board of Uniper SE and being also the basis for the determination of the individual remuneration for the financial year 2016. Such compensation system is detailed in the remuneration report in the combined management report for Uniper SE and Uniper group.

The supervisory board and the management board propose to resolve that the scheme of remuneration for the members of the management board is approved.

II. Additional Information and Notifications

1. Information concerning the election to the supervisory board

a. Dr. Bernhard Reutersberg

Current profession: Chairman of the Supervisory Board of Uniper SE

Place of residence: Feldafing (Germany)

Year of birth: 1954

Nationality: German

Career

1975–1977: Training in banking, Deutsche Bank AG, Düsseldorf

1977–1981: Studies in Business Administration, Westfälische Wilhelms-University in Münster, MBA

1981–1985: PhD at the Institute for Transport Sciences in Münster, Doctor of Political Science

1984–1986: Marketing Assistant, Henkel KGaA, Düsseldorf

1986–1988: International Product Manager, Henkel KGaA, Düsseldorf

1988–1990: Director of Marketing and Sales, Henkel Austria, Vienna, Austria

1990–1991: Marketing Director Loctite Corp., Automotive and Consumer Group, Cleveland/Ohio, USA

1991–1992: Director of Product Management, Henkel KGaA, Düsseldorf

1992–1999: Various functions, including as Vice President for Marketing and Sales, Joh. Vaillant GmbH & Co. KG, Remscheid

1999–2000: Managing Director, Bayernwerk Vertriebsgesellschaft mbH, Munich

2000–2002: Chairman of the Executive Board,
E.ON Vertrieb GmbH, Munich
2001–2002: Member of the Executive Board,
E.ON Trading GmbH, Munich
2001–2006: Member of the Management Board,
E.ON Energie AG, Munich
2006–2010: Member of the Management Board and
later Chairman of the Management Board,
E.ON Ruhrgas AG, Essen
2010 to
30 June 2016: Member of the Management Board,
with responsibility for regional activities;
served last year as Chief Markets Officer,
E.ON SE, Düsseldorf

Memberships in other supervisory boards to be
established pursuant to statutory provisions in Germany:

- none

Memberships in comparable controlling bodies of
German and foreign business enterprises:

- none

Other material occupation in addition to the supervisory
board of Uniper SE and the current profession:

- none

Personal or business relations with Uniper SE, its
executive bodies or a materially invested shareholder
relevant for the election decision of the shareholders:

- none

b. Jean-François Cirelli

Current profession: Chairman for BlackRock France,
Belgium and Luxembourg

Place of residence: Boulogne-Billancourt (France)

Year of birth: 1958

Nationality: French

Career

- 1977–1980: Paris Institute of Political Studies and Ecole Nationale d'Administration, France, graduate in Law (1981)
- 1985–1995: Ministry of Economy and Finances France, various positions held including Deputy Director for France at the IMF in Washington, USA
- 1995–2002: Economic Advisor to the President of the French Republic Jacques Chirac, Paris, France
- 2002–2004: Deputy Chief of Staff to the French Prime Minister Jean-Pierre Raffarin, Paris, France
- 2004–2008: Chief Executive Officer of Gaz de France, Paris, France
- 2008–2014: President and Deputy Chief Executive Officer of GDF SUEZ, Paris, France
- Since 2015: Senior Advisor at Advent International, USA, and at McKinsey & Company, Paris, France
- Since 2016: Chairman for BlackRock France, Belgium and Luxembourg, Paris, France

Memberships in other supervisory boards to be established pursuant to statutory provisions in Germany:

- none

Memberships in comparable controlling bodies of German and foreign business enterprises:

- none

Other material occupation in addition to the supervisory board of Uniper SE and the current profession:

- Senior Advisor at Advent International and at McKinsey & Company, Paris, France.

Personal or business relations with Uniper SE, its executive bodies or a materially invested shareholder relevant for the election decision of the shareholders:

- none

c. David Charles Davies

Current profession: Independent Director and Chairman of the Audit Committee at Ophir Energy Plc (UK)

Place of residence: Cascais (Portugal)

Year of birth: 1955

Nationality: British

Career

1975–1978: Economics at the University of Liverpool, UK, graduated with a BA Honours

1978–1981: Occupation with audit firm Touche Ross & Co, UK; member of the Institute of Chartered Accountants (England and Wales) (1981)

1982–1983: Auditor at PriceWaterhouse, Italy

1983–1988: Various positions within BOC Group Plc, UK, as Internal Audit Manager (1983–1984), Finance Manager of a division (1984–1986), Finance Director of a division (1986–1988)

1988: Master of Business Administration, Cass Business School, City University London, UK

1988–1994: Various positions within Grand Metropolitan Group PLC, UK, as Commercial Director of new retail ventures, UK, (1988–1989), Finance Director for European restaurants division (Germany) (1989–1991), Vice President and Corporate Controller of Burger King Corporation, USA, (1991–1994), Finance Director in the UK (1994)

1994–1997: Vice President for finance and market development at The Walt Disney Company, UK

1997–1999: Finance Director of the London International Group PLC, UK

2000–2002: Finance Director at The Morgan Crucible Company PLC, UK

2002–2011 Chief Financial Officer and member of the Executive Board at OMV AG, Austria

2011–2016: Chief Financial Officer, member of the Executive Board and Deputy Chairman of the Executive Board at OMV AG, Austria

Memberships in other supervisory boards to be established pursuant to statutory provisions in Germany:

- none

Memberships in comparable controlling bodies of German and foreign business enterprises:

- Independent Director and Chairman of the Audit Committee at Ophir Energy Plc, UK;
- Member of the Supervisory Board at Wiener Börse AG, Austria, and CEESEG AG, Austria (where Mr Davies will not stand for the re-election to the respective offices in June 2017).
- Furthermore, Mr Davies is nominated for election to the Supervisory Board of Wienerberger AG, Austria, in May 2017.

Other material occupation in addition to the supervisory board of Uniper SE and the current profession:

- none

Personal or business relations with Uniper SE, its executive bodies or a materially invested shareholder relevant for the election decision of the shareholders:

- none

d. Dr. Marion Helmes

Current profession: Management Consultant

Place of residence: Berlin (Germany)

Year of birth: 1965

Nationality: German

Career

1985–1991: Studies in Business Administration, Free University of Berlin

1991–1994: Project Coordinator, Treuhandanstalt Berlin

1996: Doctorate in Economics, University of St. Gallen, Switzerland

1996: Project Manager at the St. Gallen Consulting Group, Warsaw, Poland

- 1997–1999: Senior Project Coordinator, Controlling/
Mergers & Acquisitions at ThyssenKrupp AG,
Düsseldorf; formerly Fried. Krupp AG
Hoesch-Krupp, Essen
- 2000–2002: Vice President for Corporate Development at
Budd Company Inc., Detroit, USA
- 2003–2005: Director of Mergers & Acquisitions at
ThyssenKrupp AG, Düsseldorf
- 2005–2006: Chief Financial Officer at ThyssenKrupp
Stainless AG, Duisburg
- 2006–2010: Chief Financial Officer at ThyssenKrupp
Elevator AG, Düsseldorf
- 2010–2011: Chief Financial Officer at Q-Cells SE,
Bitterfeld-Wolfen
- 2012–2014: Chief Financial Officer at Celesio AG,
Stuttgart, since 2013 also Management Board
Spokesperson
- Since 2014: Management Consultant, Berlin

Memberships in other supervisory boards to be
established pursuant to statutory provisions in Germany:

- Member of the Supervisory Board at Bilfinger SE,
Mannheim, Germany;
- Deputy Chair of the Supervisory Board at
ProSiebenSat.1 Media SE, Unterföhring, Germany.

Memberships in comparable controlling bodies of
German and foreign business enterprises:

- Member of the Supervisory Board at British American
Tobacco p.l.c., London, UK;
- Member of the Supervisory Board at NXP
Semiconductors N.V., Eindhoven, Netherlands.

Other material occupation in addition to the supervisory
board of Uniper SE and the current profession:

- Independent Consultant at UBS Europe SE, Frankfurt.

Personal or business relations with Uniper SE, its
executive bodies or a materially invested shareholder
relevant for the election decision of the shareholders:

- none

e. Rebecca Ranich

Current profession: Independent Board Member and Investor and Advisor to early stage technology companies

Place of residence: Baltimore (USA)

Year of birth: 1957

Nationality: American

Career

1975–1979: Bachelor of Arts, Northwestern University, Illinois, USA

1979–1983: Economics Analyst, US Government, Washington D.C., USA

1986–1988: Master of Business Administration, University of Detroit Mercy, USA

1990–1992: Head of international development, Pittsburgh Chamber of Commerce, USA

1992–1999: Vice President, Michael Baker Corporation, UK/USA

1999–2002: Member of the Management Board, PSG International, London, UK

2003–2005: Investor, Envirotek Solutions, Pittsburgh, USA

2005–2013: Director, Deloitte Consulting, Washington, D.C., USA

Since 2014: Independent Board Member and Investor and Advisor to emerging technology companies

Memberships in other supervisory boards to be established pursuant to statutory provisions in Germany:

- none

Memberships in comparable controlling bodies of German and foreign business enterprises:

- Non-executive Director at National Fuel Gas, Buffalo, USA;
- Member of the Advisory Board at Yet Analytics, Baltimore, USA;
- Vice Chairman of the Board of Directors at Gas Technology Institute, Chicago, USA.

Other material occupation in addition to the supervisory board of Uniper SE and the current profession:

- Member of the National Petroleum Council of the US Secretary of Energy, Washington, D.C., USA.

Personal or business relations with Uniper SE, its executive bodies or a materially invested shareholder relevant for the election decision of the shareholders:

- none

f. Dr. Marc Spieker

Current profession: Member of the Management Board of E.ON SE

Place of residence: Düsseldorf (Germany)

Year of birth: 1975

Nationality: German

Career

- 1995–2002: Studies and PhD in business administration at WHU – School of Management, Vallendar, Study period in Madrid, Spain
- 1997–1998: Master of Business Administration (MBA), University of Texas, Austin, USA
- 2002–2004: Corporate Planning and Controlling Department, E.ON SE, Düsseldorf
- 2004–2006: Planning and Controlling, Sydkraft AB, Malmö, Sweden (E.ON)
- 2006–2009: Head of Corporate Planning and Controlling for the group's activities in Scandinavia, UK, US and for the global trading activities, E.ON SE, Düsseldorf
- 2009–2011: Head of Commodity Portfolio Optimization, E.ON SE, Düsseldorf
- 2011–2012: Chief Financial Officer, E.ON España S.L., Madrid, Spain
- 2012–2015: Head of Investor Relations, E.ON SE, Düsseldorf
- 2015–2016: Head of the group's transformation project "One2two", E.ON SE, Düsseldorf
- 09–12/2016: Chief Financial Officer, E.ON Climate & Renewables GmbH, Essen

Since 2017: Member of the Management Board, E.ON SE,
since April 2017 Chief Financial Officer

Memberships in other supervisory boards to be established pursuant to statutory provisions in Germany:

- none

Memberships in comparable controlling bodies of German and foreign business enterprises:

- none

Other material occupation in addition to the supervisory board of Uniper SE and the current profession:

- none

Personal or business relations with Uniper SE, its executive bodies or a materially invested shareholder relevant for the election decision of the shareholders:

- Member of the Management Board of E.ON SE.

2. Total number of shares and voting rights

At the time the general meeting is convened, the share capital of Uniper SE in the amount of EUR 622,132,000 is divided into 365,960,000 registered no-par value shares (shares without nominal amount), each granting one vote. The total amount of voting rights thus amounts to 365,960,000 voting rights.

3. Requirements for the attendance at the general meeting and the exercise of voting rights

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

Thursday, 1 June 2017

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:

**f: +49 69-25 62 70-49
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 under

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.

Following registration, each shareholder or his or her proxy will receive an admission ticket to the general meeting. Shareholders who register via the password-protected online service may choose between directly printing out the admission ticket themselves or having it sent to them electronically. Unlike the registration for the general meeting, the admission ticket is not a prerequisite for attendance, but merely serves to facilitate the access procedure at the general meeting.

Banks 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 attend and vote, the shareholdings recorded in the share register as at the end of 1 June 2017 are relevant. Any applications for the transfer of entries in the share register which are received after the end of 1 June 2017 (maßgeblicher Bestandsstichtag, technical record date), but by the end of the general meeting on 8 June 2017, will be processed and taken into account in the share register only with effect after the general meeting on 8 June 2017. 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 1 June 2017. 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.

However, 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.

4. Submitting absentee votes (Briefwahl)

Shareholders may exercise their voting rights at the general meeting through absentee voting without participating in the general meeting. In this case, too, timely registration, i.e. **by no later than the end of 1 June 2017**, and registration of the registered shares in the share register in accordance with the requirements specified in section II. 3. above are required. In particular in this context, too, the shareholdings registered in the share register as at the end of 1 June 2017 are relevant.

Shareholders may exercise their voting rights by absentee voting either in written form by using the form provided to them together with the invitation and by sending it to the address, fax number or e-mail address

specified in section II. 3. above, or by way of electronic communication by using the password-protected online service in accordance with the procedure specified by Uniper SE under www.uniper.energy/agm-service. In either case, the absentee votes must be received by the recipient before the end of 1 June 2017. Once 1 June 2017 has expired, votes may no longer be cast in the absentee ballot.

A change of votes already cast in the absentee ballot after the end of 1 June 2017 is only possible by using the password-protected online service and such change may be effected only by those shareholders who submitted their absentee votes using the password-protected online service and only in respect of those votes which were cast in the absentee ballot by using the password-protected online service. This possibility of changing votes ends on the day of the general meeting at noon, CEST. The possibility to attend the general meeting by revoking the absentee ballot remains unaffected.

Banks, shareholders' associations or other persons specified in section 135 para. 8 or para. 10 AktG, section 125 para. 5 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.

5. Exercise of voting rights by proxies

Shareholders may have their voting rights exercised at the general meeting by authorised persons such as banks, shareholders' associations or proxies of Uniper SE. 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. 3. above are required **by no later than the end of 1 June 2017**. In particular in this context, too, the shareholdings registered in the share register as at the end of 1 June 2017 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. 3.

If powers of attorney to exercise voting rights are issued to banks, shareholders' associations or other persons specified in section 135 para. 8 or para. 10, section 125 para. 5 AktG, the relevant authorisation process and form of such 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 banks and shareholders' associations 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 under www.uniper.energy/agm-service.

Proxies appointed by Uniper SE may also be authorised by using the password-protected online service under 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.

6. 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

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 are 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 **by no later than the end of 8 May 2017**. Any request to have items added to the agenda is to be sent to the following address:

**Uniper SE
– Vorstand –
E.ON-Platz 1
40479 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 under www.uniper.energy/agm.

b. Counter-motions and election proposals – section 126 para. 1 and section 127 AktG

Each shareholder is entitled to submit counter-motions in respect of proposals made by the management board and/or supervisory board on specific items on the agenda and to submit election proposals on the agenda for any election of supervisory board members or auditors.

If counter-motions and election proposals are to be published in advance by Uniper SE pursuant to sections 126 and 127 AktG, they must be accompanied by, in the case of counter-motions, a statement of reason, and

in the case of election proposals for the election to the supervisory board, 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, and must be sent exclusively to the following address **by no later than the end of 24 May 2017**:

**Uniper SE
– Vorstand –
E.ON-Platz 1
40479 Düsseldorf
Germany
f: +49 211-45 79-4 46**

Counter-motions and election proposals which are sent to a different address as well as counter-motions lacking any statement of reason will not be considered; election proposals require no statement of reason. 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. 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.

c. Right to information – section 131 para. 1 AktG

If necessary in order to appropriately assess any item on the agenda, the management board is obliged to inform each shareholder, upon request, in the general meeting about the affairs of the company. This duty to inform also applies to the legal and business relationships of Uniper SE with affiliates as well as to the situation of the group and the entities included in the consolidated financial statements.

d. 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 is available on the Internet under www.uniper.energy/agm.

7. 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.

8. Broadcasting of the general meeting on the Internet

It is intended to broadcast the general meeting on the Internet until the commencement of the debate.

Düsseldorf, April 2017
The Management Board

Financial calendar

9 May 2017	Quarterly Notification January – March 2017
8 June 2017	Annual General Meeting 2017
8 August 2017	Interim Report January – June 2017
7 November 2017	Quarterly Notification January – September 2017
8 March 2018	Publication of Annual Report 2017
8 May 2018	Quarterly Notification January – March 2018
6 June 2018	Annual General Meeting 2018
7 August 2018	Interim Report January – June 2018
13 November 2018	Quarterly Notification January – September 2018

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
E.ON-Platz 1
40479 Düsseldorf
Germany

www.uniper.energy

HRB 77425, Local court of Düsseldorf