

# Terms and Conditions of use for the Online Service for the Annual General Meeting of Uniper SE

## I. Scope of application

These terms of use apply for all shareholders of Uniper SE using the online service at [www.uniper.energy/hv-service](http://www.uniper.energy/hv-service) for the Annual General Meeting of Uniper SE. This terms and conditions regulate, inter alia, registration for the e-mail delivery of the invitation to the General Meeting of Uniper SE, registration for the General Meeting of Uniper SE as well as exercising the right to vote via the Online Service.

Please refer to the general notifications concerning the invitation to the Annual General Meeting, the registration for participating and voting as well as for absentee voting in the invitation document as it has been published and sent out in the course of the invitation mailings.

In case of information deviating between these Terms & Conditions and the invitation document, the information in the invitation is decisive at all times.

## II. E-mail delivery

### 1. Registration for and participation in e-mail delivery

We require your express consent so that we can send you your invitation to the General Meeting of Uniper SE by e-mail. You can give your consent via the Online Service by registering for the e-mail delivery of the invitation to the General Meeting. Please be aware that we always send e-mails unencrypted.

Minors can only be registered for the e-mail invitation by their legal representatives or other persons authorised to represent them as part of their respective power of authorisation. With the registration of a minor you confirm to Uniper SE that you are acting on behalf of the respective minor with the necessary power of representation.

In preparation of the dispatch of the invitations to the General Meeting around seven weeks before each General Meeting, we determine for which of the persons registered for e-mail delivery shares are entered in the share register of Uniper SE. If you register before this time, you will for the first time have the invitation to the General Meeting sent to the e-mail address you have given for the General Meeting of Uniper SE following your registration. Subsequent registrations can only be taken into account for the immediately upcoming General Meeting after your registration.

Please let us know if you have not received your invitation to the General Meeting electronically, even though you registered for the E-Mail dispatch for this in good time. For this, please contact the Uniper shareholder hotline on +49 180 28 64 26 6 which is available Monday to Friday from 09:00 a.m. to 05:00 p.m. CEST, by e-mail at [hv-service.uniper@adeus.de](mailto:hv-service.uniper@adeus.de) or in writing at Uniper SE, c/o ADEUS Aktienregister-Service-GmbH, 20558 Hamburg.

Uniper SE reserves the right to decide on whether and which electronic methods of dispatch will be offered.

### 2. Providing the registration data

#### E-mail address

Please indicate as the delivery address a valid e-mail address which you regularly use. If during the dispatch of the invitation to the General Meeting we receive a technical notification that the e-mail cannot not be delivered, we will send you the invitation to the General Meeting again by post at the postal address stored in the share register. Every shareholder is responsible for ensuring that the selected e-mail address is functional and that incoming e-mails can be read. Should your e-mail address change, please inform us via the Online Service.

#### Access password

To register for e-mail delivery of the invitation to the General Meeting you must determine – after initial registration with your shareholder number and the access code as provided in the invitation – a personal access password.

Please keep this access password safe from access by third parties. In future, the access password can be used to amend your registration details and also to use the Online Service for shareholders of Uniper SE.

### 3. Amending your registration details

The Online Service for shareholders is available throughout the year at [www.uniper.energy/hv-service](http://www.uniper.energy/hv-service). Via the Online Service you can change your email address and your access password.

### 4. Withdrawal of your consent

You can withdraw your consent to e-mail delivery of the invitation to the General Meeting via the Online Service at any time. Following your withdrawal, you will receive the invitation to the General Meeting again by post at the postal address stored in the share register. However, if withdrawal takes place after the technical preparations for sending out the invitations to the General Meeting have already started, we can only take your withdrawal into account for the subsequent General Meeting. In this case, we will endeavour to also send you the invitation to the General Meeting by post.

### 5. Disposal of your Uniper shares and acquisition of new Uniper shares

If you have disposed of all your Uniper shares between two General Meetings at any time and then again acquire Uniper SE shares up to approximately seven weeks before the next General Meeting of Uniper SE, the consent you provided to participate in the e-mail delivery of the invitation to the General Meeting will continue to apply.

In preparation of the dispatch of the invitations to the General Meeting around seven weeks before each General Meeting, we determine for which of the persons registered for e-mail delivery shares are entered in the share register of Uniper SE. If at this point in time no shares are listed in the share register of Uniper SE in your name your consent to participate in the e-mail dispatch of the invitation to the General Meeting is cancelled automatically. If you subsequently again acquire Uniper SE shares you will receive the invitations to General Meetings of Uniper SE by post unless you re-register for e-mail delivery.

## III. Registering for the General Meeting and exercising voting rights

### 1. Online registration for the General Meeting

Registration for the General Meeting via the Online Service is possible - in accordance with the general deadline provisions for registration - until the registration deadline stated in the invitation. If you register in due time, you can use the Online Service to vote via the online absentee voting system or to authorise the persons appointed by Uniper SE or to authorize intermediaries (including credit institutions), shareholders' associations and proxy advisors participating in the Online Service to vote on your behalf and issue them with instructions relating to the agenda points.

If you have received several invitations with different shareholder numbers, please register online for the General Meeting separately for each of these shareholder numbers. Otherwise, only a partial registration is made possible for those shares registered under those shareholder numbers, for which this registration has taken place, while all other shares registered under different shareholder numbers are not being registered.

We recommend that you make early use of the Online Service to register for the General Meeting so that in the event of any technical problems you can still register by post or e-mail in good time before the end of the registration period. We ask shareholders who have registered for the e-mail dispatch for the invitation to the General Meeting and who therefore don't receive any registration documents by post to contact the Uniper shareholders' hotline, which is available Monday to Friday from 09:00 a.m. to 05:00 p.m. CEST under +49 (0)180-28 64 26 6 in case of disturbances.

## 2. Ordering admission cards

It is not possible to order admission cards this year. This year's Annual General Meeting will be held as a purely virtual meeting without the physical presence of shareholders or their proxies.

## 3. Voting via the online absentee voting system

In the Online Service you can cast your votes via the absentee voting system (online absentee vote).

If you have cast your votes via the online absentee voting system in time by the end of the registration period mentioned in the invitation or if you have registered for casting your vote in time until the end of the registration period mentioned in the invitation, you can still cast the absentee votes or change cast absentee votes via the Online Service until the chairman of the meeting on the day of the General Meeting – after prior announcement – has concluded the voting of the agenda. This also applies if you have cast absentee votes or registration for voting outside the Online Service in good time.

If you have cast absentee votes via the Online Service and also in different manner, your last cast vote is valid.

## 4. Authorisation of the persons appointed by Uniper SE to vote on your behalf.

You can authorise the persons appointed by Uniper SE to vote on your behalf via the Online Service.

The persons appointed to vote on your behalf are neutral and exercise the right to vote solely on the basis of the instructions given by you. If an individual vote takes place on an agenda item (e.g. discharge of the members of the supervisory board) an instruction granted for each individual sub-point applies.

Authorising the persons appointed to vote on your behalf largely enables you to exercise your shareholder's rights in the General Meeting. However, persons appointed to vote on your behalf can not accept instructions to submit questions or applications and to raise objections to resolutions of the General Meeting.

The persons appointed to vote on your behalf represent you anonymously, i.e. without giving your name.

If you authorise the persons appointed to vote on your behalf in good time before the end of the registration period mentioned in the invitation, you can still amend the instructions given to the persons appointed to vote on your behalf via the Online Service until the chairman of the meeting on the day of the General Meeting – after prior announcement – has concluded the voting of the agenda. This also applies if you timely authorized the persons appointed by Uniper SE to vote on your behalf outside the Online Service,

If you have authorised and instructed a person appointed to vote on your behalf both via the Online Service and in any other way, your most recently given instructions is valid.

## 5. Authorisation of intermediaries, shareholders' associations and proxy advisors via the Online Service

In the Online Service you can authorise intermediaries, shareholders' associations and proxy advisors participating in the Online Service by using the option "Authorization and instructions for an intermediary / shareholders' association / proxy advisor".

If you authorise an intermediary, a shareholders' association or proxy advisor in good time before the end of the registration period mentioned in the invitation, you can still amend the instructions given to the intermediary / shareholders' association / proxy advisor via the Online Service until the chairman of the meeting on the day of the General Meeting – after prior announcement – has concluded the voting of the agenda. This also applies if you timely authorize an intermediary, a shareholders' association or a proxy advisor outside the Online Service.

Please note that among the intermediaries, many credit institutions are no longer prepared to represent voting rights. Talk to your credit institute in order to avoid losing your votes.

If you have authorised and instructed an intermediary, a shareholders' association or proxy advisor both via the Online Service and in any other way, your most recent authorisation and instructions is valid.

The authorised intermediary, shareholders' association respectively proxy advisor is exclusively responsible for exercising the voting right.

## 6. Change of authorised representative via the Online Service

If you have authorised an intermediary, a shareholders' association or proxy advisor which participates in the Online Service, instead of granting authorisation to that intermediary, shareholders' association or proxy advisor, you may grant authorisation via the Online Service to another intermediary, shareholders' association or proxy advisor participating in the Online Service up to the time of the end of registration mentioned in the invitation. The most recently granted authorisation is valid. Previously granted authorisations are considered as having been revoked and are no longer taken into consideration.

Simply withdrawing an authorisation (i.e. without granting a new authorisation) is only possible at the address set out in the Invitation to the Annual General Meeting until the chairman of the meeting on the day of the General Meeting – after prior announcement – has concluded the voting of the agenda. The Online Service is not available for this.

## 7. Live transmission of the General Meeting

The entire General Meeting will be webcast live for shareholders of Uniper SE over the Internet from the beginning of the meeting ([www.uniper.energy/agm-service](http://www.uniper.energy/agm-service)). You can obtain online access by entering your shareholder number and your access code. Please find your shareholder number and your access code in the invitation sent to you. In case you have already registered for E-Mail dispatch of the invitation to the General Meeting with a access password selected by yourself, please use this access password.

## 8. Possibility for shareholders to ask questions

Duly registered shareholders have the opportunity to submit questions. This does not imply a right to an answer. You can submit your questions to the Management Board via the Online Service ([www.uniper.energy/agm-service](http://www.uniper.energy/agm-service)).

Questions from shareholders must be submitted exclusively via the Online Service no later than 18 May 2020, 12:00 noon. For technical reasons the length of a question is limited to a certain number of characters; however the number of possible questions will not be affected thereby.

Please be aware, that the name of the shareholder submitting the question will not be disclosed during the General Meeting. The name of the questioner 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.

## 9. Right of objection

Duly registered shareholders 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 Online Service under [www.uniper.energy/agm-service](http://www.uniper.energy/agm-service). Corresponding declarations may be submitted from the opening of the General Meeting up to its closing by the chairman of the General Meeting.

## IV. Associations of persons / legal entities

Please note that in the case of associations of persons (e.g. married couples, communities of heirs), partnerships or legal entities entered in the share register, the person carrying out registration or amendment of the registration details, casting absentee votes, authorising the persons appointed to vote on their behalf or intermediaries, shareholders' associations or proxy advisors participating in the Online Service as well as giving or amending instructions, must be authorised to do so by all members of the association of persons, respectively the partnership / legal entity, or have the necessary legal power to represent the association of persons/legal entity. As a user of the Online Service, you confirm to Uniper SE that you are authorised in the required manner.

## V. Duty of care of the user

Please do not make your shareholder number and your access password available to unauthorised persons so that no third party can utilize your access.

If misuse is suspected you should have your access blocked by calling the Uniper shareholder hotline which is available Monday to Friday from 09:00 a.m. to 05:00 p.m. CEST on the telephone number +49 180 28 64 26 6.

Please make sure you close the Online Service properly. Properly closing the program prevents unauthorised parties from being able to see or manipulate your entries during your absence. Your inputs in the Online Service are only registered if you receive a receipt for the respective transaction.

## VI. Stability and availability / Exclusion of liability

The technical and organizational measures taken by us to guarantee the proper functioning of our internet services and data security are in line with the most modern standards. However, with the current state of the art the availability, functioning, stability and reliability of the internet service can be subject to fluctuations and disruption. Uniper SE has no influence on the availability, functioning, stability and reliability of the telecommunications network and the internet services and network elements of third parties. Uniper SE cannot therefore guarantee and assume liability for the availability, functioning, stability and reliability of the telecommunications network and the internet services and network elements of third parties as well as for access to our internet service at all times. Furthermore, Uniper SE assumes no responsibility for faults and defects in the hardware and software used for the Online Service, including that of service provider companies unless intent or gross negligence are present. If safety considerations make this appear imperative, we reserve the right to suspend or shut down our internet services without further announcement. In the event of technical problems please contact the Uniper shareholder line on +49 (0)180-28 64 26 6 which is available Monday to Friday from 09:00 a.m. to 05:00 p.m. CEST, by e-mail at [service.uniper@adeus.de](mailto:service.uniper@adeus.de) or in writing at Uniper SE, c/o ADEUS Aktienregister-Service-GmbH, 20558 Hamburg.

## VII. Information on data protection

The security and protection of your personal data are of the utmost priority for us. We guarantee these with secure data communication methods which are in line with the latest state of the art.

In connection with using the Online Service your data are only stored, processed and used for the following purposes:

- Registration for e-mail delivery of the invitation to the general meeting
- Registration for the general meeting
- Voting via the online absentee voting system
- Granting authorisation and instructions to the persons appointed by Uniper SE to vote on your behalf, to an intermediary, a shareholders' association or proxy advisor participating in the Online Service
- Updating your address details in the shares register.

Your data will only be stored by us to the extent and for the duration set out in the statutory provisions, in particular in order to meet accountability obligations in terms of German stock corporation law.

Further information on data protection for shareholders of Uniper SE can be found at [www.uniper.energy/privacy-policy/shareholders](http://www.uniper.energy/privacy-policy/shareholders).

## VIII. Amendments to the terms and conditions of use

We reserve the right to amend these terms and conditions of use at any time. The terms and conditions of use are adopted or amended particularly if we wish to technically expand the Online Service or take into consideration amended legal regulations, especially German stock corporation law. The currently applicable terms and conditions of use will be displayed each time you access the Online Service. By accessing the Online Service, you explicitly accept the terms and conditions of use in the currently applicable version.