

STATEMENT OF THE SUPERVISORY BOARD OF UNIPER SE TO THE SUPPLEMENTARY MOTION OF FORTUM DEUTSCHLAND SE¹

The Supervisory Board proposes that the resolution proposal of Fortum Deutschland SE to agenda item 13 be approved.

After Ms Sirpa-Helena Sormunen resigned at short notice, the Supervisory Board supports that a further member will be proposed to the general meeting for election to the Supervisory Board so that the general meeting can hold another election despite the fact that it had already been convened.

By means of the election of Ms Nora Steiner-Forsberg, the requirements pursuant to Sec. 17 para. 2 of the German Act implementing the SE Regulation (*SE-Ausführungsgesetz, SEAG*), whereby at least four members of the total twelve members of the Supervisory Board must be women and at least four members thereof must be men, and part 2 clause 3.4 of the Agreement on employee participation in Uniper SE as of 12 January 2016 (Participation Agreement), whereby 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, continue to be satisfied.

The proposal for election also takes account of the targets for its composition as resolved by the Supervisory Board of Uniper SE and aims at fulfilling the competency profile developed by the Supervisory Board for the whole Supervisory Board.

The Supervisory Board points out that, in its assessment, Ms Nora Steiner-Forsberg is not independent within the meaning of the German Corporate Governance Code (*Deutscher Corporate Governance Kodex, "DCGK"*). Ms Nora Steiner-Forsberg is Vice President, Generation Legal, at Fortum Oyj, Finland, Helsinki, Finland. Therefore, in accordance with the recommendation C.13 of the DCGK it is pointed out that Ms Nora Steiner-Forsberg has a business relationship with Fortum Oyj, Finland, the major (indirect) shareholder of Uniper SE.

Düsseldorf, in April 2021

Uniper SE

The Supervisory Board

¹ Please note that this is only a translation of the statement of the Supervisory Board of Uniper SE made in German language. Only the German version of the statement 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.