



**Additional Information on Shareholders' Rights pursuant to Art. 56 SE  
Regulation in connection with Section 50 para. 2 German SE Implementation  
Act, Section 121 para. 3 no. 3 German Stock Corporation Act  
concerning Uniper SE's Annual General Meeting on 22 May 2019<sup>1</sup>**

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The shareholders are entitled, amongst others, to the following rights:

**1. Request to have items added to the agenda – art. 56 sentence 2 and sentence 3 SE Regulation, section 50 para. 2 German SE implementation act, section 122 para. 2 German stock corporation act<sup>2</sup>**

Pursuant to art. 56 sentence 2 and sentence 3 of the Council Regulation (EC) No 2157/2001 as of 8 October 2001 on the statute for a European stock company (SE) (*SE Regulation – SE-VO*), section 50 para. 2 German SE implementation act (*SE-Ausführungsgesetz – SEAG*), section 122 para. 2 German stock corporation act (*Aktiengesetz – 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 equaling 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 at least 30 days before the meeting, that is **by no later than the end of 21 April 2019**. The minimum holding period of 90 days applicable to shareholders of a German stock corporation does not apply to the shareholders of a European Company (SE). Any request to have items added to the agenda is to be sent to the following address:

**Uniper SE  
– Vorstand –  
Holzstraße 6  
40221 Düsseldorf  
Germany  
Fax: +49 211 4579 446**

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 in the Internet under [www.uniper.energy/hv](http://www.uniper.energy/hv).

The relevant provisions of the SE-VO, the SEAG and the AktG read as follows:

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<sup>1</sup> Please note that this is only a translation of the additional information made in German language. Only the German version of this document is decisive. 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.

<sup>2</sup> The provisions applicable to stock corporations (*Aktiengesellschaften*) with registered seat in Germany, in particular the provisions of the German commercial code (*Handelsgesetzbuch, HGB*) and of the German stock corporation act (*Aktiengesetz, AktG*) are also applied to Uniper SE pursuant to art. 5, art. 9 para. 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.



#### Art. 56 SE Regulation

"One or more shareholders who together hold at least 10% of an SE's subscribed capital may request that one or more additional items be put on the agenda of any general meeting. The procedures and time limits applicable to such requests shall be laid down by the national law of the Member State in which the SE's registered office is situated or, failing that, by the SE's statutes. The above proportion may be reduced by the statutes or by the law of the Member State in which the SE's registered office is situated under the same conditions as are applicable to public limited-liability companies."

#### Section 50 SEAG Convening and supplementing the agenda at the request of a minority (excerpts)

"(2) The supplementing of the agenda of a general meeting with one or several items can be requested by one or several shareholders, provided that his/her or their participation amounts to 5 percent of the subscribed capital or the proportionate amount of EUR 500,000."

#### Section 122 AktG Convening a meeting at the request of a minority (excerpts)

"(1) A general meeting shall be called if shareholders jointly representing at least one-twentieth of the subscribed capital request such meeting in writing, stating the purpose and the reasons of such meeting; such request shall be addressed to the management board. The articles of association may provide that the right to request a general meeting shall require another form and the holding of a lower portion of the subscribed capital. (...)

(2) In the same manner shareholders jointly representing at least one-twentieth of the subscribed capital or a proportionate ownership of at least EUR 500,000 may request that items be included in the agenda and be disclosed. Each new item must be accompanied by supporting information or a formal resolution proposal. The request within the meaning of sentence 1 must be received by the company no later than 24 days, in the case of listed companies no later than 30 days, prior to the meeting; the day of receipt shall not be counted."

#### Section 124 AktG Announcement of requests for amendment; proposals for resolution (excerpts)

"(1) If the minority pursuant to section 122 para. 2 has requested that items be placed on the agenda, these shall be announced either together with the convening of the meeting already or otherwise without undue delay after receipt of the request. Section 121 para. 4 shall apply mutatis mutandis; furthermore, in case of listed companies, section 121 para. 4a shall apply mutatis mutandis. Announcement and sending shall in this case take place in the same manner as with the convening of a meeting."

## 2. Counter-motions and election proposals – Sections 126 para. 1 and section 127 AktG 127 AktG

Pursuant to section 126 para. 1 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 (provided that this is an item on the agenda of the annual general meeting of shareholders) 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 – in the case of election proposals for the election to the supervisory board (provided that this is an item on the agenda of the annual general meeting of shareholders), accompanied by 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 – sent exclusively to the following address **by no later than the end of 7 May 2019:**



**Uniper SE**  
**– Vorstand –**  
**Holzstraße 6**  
**40221 Düsseldorf**  
**Germany**  
**Fax: +49 211 4579 446**

Counter-motions and election proposals which are sent to a different address will not be considered. 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 in the Internet under [www.uniper.energy/hv](http://www.uniper.energy/hv).

Pursuant to section 127 AktG, the above provisions also apply, mutatis mutandis, to a shareholder's proposal for the election of members of the supervisory board (provided that this is an item on the agenda of the annual general meeting of shareholders) or of auditors. No reasons have to be stated in respect of proposals of this kind. In addition to the reasons stipulated in section 126 para. 2 AktG, the management board is further not obliged to make an election proposal accessible, amongst other things, if the proposal does not contain the name, profession and place of residence of the candidate. Proposals for the election of members of the supervisory board do not require to be made accessible also if they do not include information regarding the membership of the proposed candidates for the supervisory board in other supervisory boards which are to be established pursuant to statutory law as defined in section 125 para. 1 sentence 5 AktG.

The underlying legal provisions read as follows:

#### **Section 126 AktG Motions by shareholders**

"(1) Motions by shareholders, including the shareholder's name, supporting information and, if any, management's discussion shall be made accessible to the eligible persons referred to in section 125 para. 1 through para. 3, subject to the conditions specified therein, provided that the shareholder has submitted at least 14 days prior to the meeting a counterproposal to a proposal of the management board and the supervisory board regarding a specific item on the agenda, together with supporting information, to the address designated for this purpose in the general meeting notice. The day of receipt shall not be counted. In the case of listed companies, the required accessibility shall be provided via the Internet website of the company. Section 125 para. 3 shall apply mutatis mutandis.

(2) A counterproposal and supporting information need not be made accessible

1. insofar as the management board would by reason of such accessibility become criminally liable;
2. if the counterproposal would result in a resolution of the general meeting that would be illegal or would violate the articles of association;
3. if the reasons contain statements which are manifestly false or misleading in material respects or which are libelous;
4. if a counterproposal of such shareholder based on the same facts has already been made accessible pursuant to section 125 for the purpose of a general meeting of the company;
5. if the same counterproposal of such shareholder based on essentially identical supporting



information has already been made available pursuant to section 125 to at least two general meetings of the company within the past five years and at such general meetings less than one-twentieth of the subscribed capital represented has voted in favor of such counterproposal;

6. if the shareholder indicates that he/she will neither attend nor be represented at the general meeting; or
7. if within the past two years at two general meetings the shareholder has failed to make or cause to be made on his/her behalf a counterproposal communicated by him/her.

The supporting information need not be made accessible if it exceeds a total of 5,000 characters.

(3) If several shareholders make counterproposals for resolution in respect of the same subject matter, the management board may combine such counterproposals and the respective supporting information."

#### **Section 127 AktG Election nominations by shareholders (excerpts)**

"Section 126 shall apply mutatis mutandis to a nomination by a shareholder for the election of members of the supervisory board or external auditors. Such nomination need not be supported by a statement of the reasons therefor. Furthermore, the management board need not make such nomination accessible also if it fails to contain the information pursuant to section 124 para. 3 sentence 4 and section 125 para. 1 sentence 5. (...)"

#### **Section 124 Announcement of requests for amendment; proposals for resolution (excerpts)**

"(3) In the announcement, the management board and the supervisory board, or in the case of the election of supervisory board members and auditors of the annual financial statements, only the supervisory board, shall make proposals for a resolution in respect of each item on the agenda which is to be decided by the general meeting. In the case of capital market-oriented companies within the meaning of section 264d of the German commercial code (*Handelsgesetzbuch*), that are CRR credit institutions within the meaning of section 1 para. 3d sentence 1 of the banking act (*Kreditwesengesetz*), excluding the institutions set out in section 2 para. 1 nos. 1 and 2 of the banking act, or insurance undertakings within the meaning of art. 2 para. 1 of Council Directive 91/674/EEC, the proposal of the supervisory board for the election of the auditor of financial statements shall be based on the recommendation of the audit committee. Sentence 1 shall not apply if the general meeting is bound to nominations for the election of supervisory board members pursuant to section 6 of the coal, iron and steel codetermination act (*Montan-Mitbestimmungsgesetz*) or if the item on which a resolution is to be adopted was placed on the agenda at the request of a minority. The proposal for the election of supervisory board members or auditors of the annual financial statements shall state their name, practiced profession and place of residence. If employee representatives are also to be included on the supervisory board, resolutions adopted by the supervisory board concerning nominations of supervisory board members shall only require the majority of votes cast by the shareholder members of the supervisory board; this shall not affect section 8 of the coal, iron and steel codetermination act (*Montan-Mitbestimmungsgesetz*)."

#### **Section 125 AktG Information for shareholders and supervisory board members (excerpts)**

"(1) (...) In the case of listed companies, any nomination for the election of supervisory board members shall be accompanied by information concerning membership of such nominees in other supervisory boards required by law; information concerning their membership in comparable domestic and foreign supervisory bodies of commercial enterprises shall also be attached."

### 3. Right to information – Section 131 para. 1 AktG

If necessary in order to appropriately assess any item on the agenda and if no right to withhold information applies, 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. The management board is entitled to refuse to provide information in certain cases stipulated in section 131 para. 3 AktG.

The legal provision reads as follows:

#### **Section 131 AktG Right of shareholders to obtain information**

"(1) Each shareholder shall upon request be provided with information at the general meeting by the management board regarding the company's affairs, to the extent that such information is necessary to allow for a proper evaluation of the relevant item on the agenda. The duty to provide information shall also extend to the company's legal and business relations with any affiliated enterprise. If a company makes use of the simplified procedure pursuant to section 266 para. 1 sentence 3, section 276 or section 288 of the German commercial code, each shareholder may request that the annual financial statements be presented to him at the general meeting on such annual financial statements in the form that would have been used if such simplifications had not been applied. The duty of the management board of a parent company (section 290 para. 1 and para. 2 of the German commercial code) to provide information at the general meeting to which the consolidated financial statements and group management report are presented also extends to the consolidated group's situation and the affiliated enterprises included in the consolidated financial statements.

(2) The information provided shall comply with the principles of conscientious and accurate accounting. The articles of association or the bylaws pursuant to section 129 may authorize the chairman of the meeting to reasonably limit a shareholder's time to speak and ask questions and may provide relevant details in this respect.

(3) The management board may refuse to provide information:

1. to the extent that providing such information is, according to sound business judgement, likely to cause a not inconsiderable disadvantage to the company or an affiliated enterprise;
2. to the extent that such information relates to tax valuations or the amount of certain taxes;
3. with regard to the difference between the value at which items are shown in the annual balance sheet and the higher market value of such items, unless the general meeting is to approve the annual financial statements;
4. with regard to the methods of accounting and valuation, if disclosure of such methods in the notes suffices to provide a true and fair view of the actual condition of the company's assets, financial position and profitability within the meaning of section 264 para. 2 of the German commercial code; the foregoing shall not apply if the shareholders meeting is to approve the annual financial statements;
5. insofar as the provision of such information would render the management board criminally liable;



6. insofar as, in the case of credit institutions or financial services institutions, information need not be provided on the methods of accounting and valuation applied and setoffs made in the annual financial statements, management report, consolidated financial statements or group management report;
7. if the information is continuously accessible on the Internet page of the company for at least seven days prior to the beginning and during the general meeting. The provision of information may not be refused for other reasons.

(4) If information has been provided to a shareholder by reason of his/her status as a shareholder outside a general meeting, such information shall upon request be provided to any other shareholder at the general meeting, even if such information is not necessary to permit a proper evaluation of an item on the agenda. The management board may not refuse to provide such information on the grounds of para. 3 sentence 1, no. 1 through 4. Sentences 1 and 2 shall not apply if a subsidiary (section 290 para. 1 and para. 2 of the German commercial code), a joint venture (section 310 para. 1 of the German commercial code) or an associated company (section 311 para. 1 of the German commercial code) provides information to a parent company (section 290 para. 1 and para. 2 of the German commercial code) for the purpose of inclusion of the company in the consolidated financial statements of the parent company and such information is needed for such purpose.

(5) A shareholder who has been denied information may request that his/her question and the reason for which the information was denied be recorded in the minutes of the meeting."

In addition, the chairman of the meeting is authorized to adopt various measures concerning proceedings and order at the General Meeting. This also includes the limitation of the right to speak and ask questions pursuant to section 131 para. 2 sentence 2 AktG in connection with Uniper SE's articles of association. The underlying provisions of the company's articles of association read as follows:

#### **Section 19 of the articles of association of Uniper SE (excerpts)**

"(3) The Chairman of the General Meeting may reasonably restrict, in terms of time, the right of shareholders to put questions and to speak. At the beginning or in the course of the General Meeting, he may, in particular, determine an appropriate framework, in terms of time, for both the course of the General Meeting and the discussion on individual items on the agenda as well as for individual questions and speaking contributions. In determining the time available for the individual questions and speaking contributions, the Chairman of the General Meeting may distinguish between first and repeated contributions and in accordance with further appropriate criteria."