

Annual General Meeting of Uniper SE

Supplement to the agenda¹

Publication

Following the convocation of the annual general meeting of Uniper SE (“Uniper”) for Wednesday, 19 May 2021, in Düsseldorf (publication in the German Federal Gazette (*Bundesanzeiger*) on 9 April 2021), Fortum Deutschland SE requested in accordance with Art. 56 sentences 2 and 3 SE of the SE Regulation, Sec. 50 para. 2 of the German Act implementing the SE Regulation (*SE-Ausführungsgesetz, SEAG*), Sec. 122 para. 2 of the German Stock Corporation Act (*Aktiengesetz, AktG*) that a further item be added to the agenda of the general meeting. Therefore, the agenda of the annual general meeting of Uniper on 19 May 2021 is supplemented by the following agenda item 13:

Agenda item 13: Resolution on further elections to the Supervisory Board

Resolution proposal:

The shareholder Fortum Deutschland SE proposes to resolve as follows:

“Ms Nora Steiner-Forsberg, Vice President, Generation Legal, at Fortum Oyj, Finland, Helsinki, Finland, is elected as member of the Supervisory Board. The election takes effect as of the end of the ordinary general meeting on 19 May 2021 for the remainder of the term of office of the resigned member of the Supervisory Board Sirpa-Helena Sormunen, i.e. for the period lasting until the end of the annual general meeting that resolves upon the discharge of the members of the Supervisory Board for the 2021 financial year.”

Further information regarding Ms Nora Steiner-Forsberg:

Vice President, Generation Legal at Fortum Oyj, Finland
Helsinki, Finland

Ms Nora Steiner-Forsberg is Vice President, Generation Legal at Fortum Oyj, Uniper SE's (indirect) largest shareholder.

Ms Nora Steiner-Forsberg is member of other Supervisory Boards which are to be established pursuant to statutory law at the companies set forth below or of comparable domestic and foreign supervisory bodies of business enterprises as follows.

Memberships in other Supervisory Boards which are to be established pursuant to statutory law:

- None

Memberships in comparable domestic and foreign supervisory bodies of business enterprises:

- Fortum Power and Heat Holding Oy, Finland

¹ Please note that this is only a translation of the supplement to the agenda of the general meeting of Uniper SE made in German language. Only the German version of the supplement to the agenda 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.

Curriculum vitae of Ms Nora Steiner-Forsberg:

Nora Steiner-Forsberg
Vice President, Generation Legal at Fortum Oyj, Finland
Helsinki, Finland
Year of birth: 1973

Education:

2001 Master of European Law, College of Europe, Bruges, Belgium
1998 Master of Laws, Helsinki University, Finland

Career:

Since 2019 Vice President, Generation Legal at Fortum Oyj, Espoo, Finland
2015-2019 Head of Generation Legal at Fortum Oyj, Espoo, Finland
2011-2015 Legal Counsel/Senior Legal Counsel at Fortum Oyj, Espoo, Finland
2009-2011 Judge, Market Court, Helsinki, Finland
2005-2009 Senior Associate, Hannes Snellman Attorneys Ltd, Helsinki, Finland
2001-2005 Associate Lawyer, Van Bael & Bellis, Brussels, Belgium
1998-2000 Associate Lawyer, Environment and Business Lawyers Ltd, Helsinki, Finland

Memberships in other statutory Supervisory Boards or comparable domestic and foreign supervisory bodies of business enterprises: as stated above.

Overview of material activities in addition to the Supervisory Board mandate (if appointed):

- Vice President, Generation Legal at Fortum Oyj, Finland

Personal and business relationships to Uniper SE, its executive bodies or a shareholder holding a major interest in the company relevant for the shareholders' decision regarding the election:

- Vice President, Generation Legal at Fortum Oyj, Finland, Uniper SE's (indirect) largest shareholder

Reasons:

The shareholder Fortum Deutschland SE states its reasons for the resolution proposal as follows:

The member of the Supervisory Board elected by the annual general meeting of Uniper SE on 20 May 2020, Ms Sirpa-Helena Sormunen, has resigned from her office as member of the Supervisory Board of Uniper SE by letter dated 13 April 2021 with effect from the end of 30 April 2021. Therefore, the general meeting is called upon to elect another member of the Supervisory Board.

Against this background, we request that the agenda of the annual general meeting convened to be held on 19 May 2021 be supplemented by the item "Election of a further member of the Supervisory Board".

The Supervisory Board of Uniper SE is composed of twelve members pursuant to Art. 40 para. 3 SE Regulation, Sec. 17 of the German Act implementing the SE Regulation (*SE-Ausführungsgesetz*, "SEAG"), Sec. 21 para. 3 of the German Act on Employee Participation in SEs (*SE-Beteiligungsgesetz*), part 2 clause 2 of the Agreement on employee participation in Uniper SE of 12 January 2016 (hereinafter referred to as the "Participation Agreement") and Sec. 8 para. 1 of the Articles of Association of Uniper SE. Pursuant to Sec. 8 para. 2 of the Articles of Association of Uniper SE, six members are elected by the general meeting and another six members are chosen as representatives of the employees in accordance with the election procedure stipulated in the Participation Agreement. Pursuant to Sec. 17 para. 2 SEAG, at least four of the twelve members must be women and at least four members must be men. In addition, in accordance with part 2 clause 3.4 of the Participation Agreement, of the six members elected by the general meeting and of the six members chosen by the employees, in each case at least two of these individuals must be women and at least two of these individuals must be men.

Düsseldorf, April 2021

Uniper SE

The Management Board