



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, Section 1 COVID-19 Act

concerning Uniper SE's Annual General Meeting on 20 May 2020¹

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 act², section 1 para. 3 sentence 4 COVID-19 Act**

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 according to section 1 para. 3 sentence 4 of the German Act on Measures in Corporate, Cooperative, Association, Foundation and Home Ownership Law to Combat the Effects of the COVID-19 Pandemic (*Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie - COVID-19 Act*) the request has to be received by the company at least 14 days before the meeting, that is **by no later than the end of 5 May 2020**. 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**

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/agm.

The relevant provisions of the SE-VO, the SEAG, the AktG and the COVID-19 Act read as follows:

¹Please 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.

²The 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."

Section 1 para. 3 sentence 4 COVID-19 Act

"By way of derogation from section 122 (2) of the Stock Corporation Act, the company must, in the aforementioned case, be in receipt of any demands for amendments no later than 14 days prior to the general meeting."

2. Counter-motions and election proposals – Sections 126 para. 1 and section 127 AktG, exclusion of the right to submit motions during the general meeting

In view of the fact that the General Meeting is held as a virtual general meeting without presence of the shareholders and their proxies, without participation of the shareholders by way of electronic communication, the right of shareholders to submit motions in the General Meeting is legally excluded in line with the concept stipulated by the COVID-19 Act. It will therefore not be possible to submit counter-motions and election proposals within the meaning of section 126 para. 1 and section 127 AktG as well as procedural motions during the General Meeting.



However, shareholders will be given the opportunity to submit counter-motions and 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 prior to the general meeting in line with section 126 para. 1 and section 127 AktG. The company will publish any counter-motions and election proposals on the company's website provided the relevant statutory provisions are met.

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 5 May 2020**:

**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/agm.

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.

However, in accordance with the concept of the COVID-19 Act, corresponding counter-motions and election proposals will not be voted on at the Annual General Meeting and will not be dealt with otherwise.

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 adoption of resolutions pursuant to section 120a (1) sentence 1 and 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. Opportunity to ask questions –Section 1 para. 2 sentence 1 no. 3, sentence 2 COVID-19 Act

Shareholders are given the opportunity to ask questions pursuant to section 1 para. 2 sentence 1 no. 3 COVID-19 Act. Based on section 1 para. 2 sentence 1 no. 3 and sentence 2 half-sentence 2 COVID-19 Act, the management board, with the consent of the supervisory board, has decided that shareholders must submit their questions via the password-protected online service for shareholders to the company no later than **Monday, 18 May 2020, 12:00 noon**. The management board will decide in its due and free discretion which questions to answer in which manner.

Only those shareholders who duly registered for the General Meeting will be able to submit their questions via the password-protected online service in line with the procedure laid down therein by Uniper SE at www.uniper.energy/agm-service.

Where questions are answered during the general meeting, the name of the shareholder submitting the question will be disclosed only (insofar as individual questions are answered) if the shareholder expressed his/her consent to and wish 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.

The legal provision reads as follows:

Section 1 para. 2 sentence 1 and sentence 2 COVID-19 Act

"The management board may decide that the general meeting is to be held in the form of a virtual general meeting without the need for shareholders or their authorized representatives to be physically present, provided that

1. the broadcast by means of audio and video transmission encompasses the entire general meeting,
2. provision is made for shareholders to exercise their voting right by means of electronic communication (postal vote or electronic participation) and to grant a power of attorney,



3. shareholders are given the opportunity to ask questions by means of electronic communication,
4. shareholders who exercise their voting right in accordance with no. 2 are afforded the possibility of objecting to a resolution adopted by the general meeting by way of derogation from section 245 no. 1 of the Stock Corporation Act, the need to be physically present at the general meeting thus being waived.

The management board decides in its due and free discretion which questions to answer in which manner; it may also stipulate that questions must be submitted by means of electronic communication no later than two days prior to the meeting."

4. Right of objection – section 1 para. 2 sentence 1 no. 4 COVID-19 Act

Shareholders exercising their voting right by way of absentee voting (in writing or electronically) or by way of proxy authorisation 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 password-protected online service for shareholders in line with the procedure laid down therein by Uniper SE. Corresponding declarations may be submitted from the opening of the General Meeting up to its closing by the chairman of the General Meeting.

The legal provision reads as follows:

Section 1 para. 2 sentence 1 COVID-19 Act

"The management board may decide that the general meeting is to be held in the form of a virtual general meeting without the need for shareholders or their authorized representatives to be physically present, provided that

1. the broadcast by means of audio and video transmission encompasses the entire general meeting,
2. provision is made for shareholders to exercise their voting right by means of electronic communication (postal vote or electronic participation) and to grant a power of attorney,
3. shareholders are given the opportunity to ask questions by means of electronic communication,
4. shareholders who exercise their voting right in accordance with no. 2 are afforded the possibility of objecting to a resolution adopted by the general meeting by way of derogation from section 245 no. 1 of the Stock Corporation Act, the need to be physically present at the general meeting thus being waived."