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Compensation Report pursuant to Section 162
of the German Stock Corporation Act

Compensation Report

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The compensation report prepared by the Board of Management and the Supervisory Board of Uniper SE in accordance with Section 162 of the German Stock Corporation Act (*Aktiengesetz*, "AktG") presents the basic features of the compensation plans for members of the Board of Management and of the Supervisory Board, and it provides information about the individuals who were current or former members of the Board of Management and of the Supervisory Board in the 2021 fiscal year and about the compensation granted and owed to them. The report also applies the recommendations and suggestions of the German Corporate Governance Code in the version dated 16 December 2019.

The compensation report has been audited – both formally and in terms of content – by PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft beyond the requirements of Section 162 (3) AktG. The compensation report and the enclosed report on the audit of the compensation report are published on Uniper SE's website at www.uniper.energy/agm. As provided for by Section 120a (4) AktG, the compensation report will be submitted for approval to the Annual General Meeting of Uniper SE on 18 May 2022.

1 The 2021 Fiscal Year in Review

The Board of Management and the Supervisory Board underwent several changes in 2021.

After the Supervisory Board of Uniper SE reached an agreement on 29 March 2021, with the Chief Executive Officer, Andreas Schierenbeck, and the Chief Financial Officer, Sascha Bibert, on their immediate resignation from the Company's Board of Management, their mandates as members of the Board of Management ended on 29 March 2021.

Prof Dr Klaus-Dieter Maubach has been the new Chief Executive Officer of Uniper SE since 29 March 2021. Tiina Tuomela has been the Chief Financial Officer since 29 March 2021. Prof Dr Klaus-Dieter Maubach and Tiina Tuomela were previously members of the Supervisory Board of Uniper SE, and Prof Dr Klaus-Dieter Maubach was its chairman. Prior to the Annual General Meeting on 19 May 2021, they were therefore initially delegated into the Board of Management. Effective at the close of the Annual General Meeting on 19 May 2021, both resigned as members of the Supervisory Board. The Supervisory Board of Uniper SE then appointed Prof Dr Klaus-Dieter Maubach and Tiina Tuomela as Chief Executive Officer and Chief Financial Officer, respectively, on 19 May 2021. During their delegation, they performed no duties as Supervisory Board members. Furthermore, Sirpa-Helena Sormunen resigned from her duties as a member of the Supervisory Board effective at the end of 30 April 2021, as she has performed the role of General Counsel of Uniper SE since 1 May 2021.

Due to the departure of Prof Dr Klaus-Dieter Maubach, Tiina Tuomela and Sirpa-Helena Sormunen from the Supervisory Board, the Annual General Meeting elected Judith Buss, Esa Hyvärinen and Nora Steiner-Forsberg to the Supervisory Board of Uniper SE on 19 May 2021. Victoria Kulambi joined the Supervisory Board as an employee representative on 19 May 2021, after Ingrid Åsander resigned as a member of the Supervisory Board effective at the close of the Annual General Meeting on 19 May 2021. In addition, the Supervisory Board elected Markus Rauramo as Chairman of the Supervisory Board on 29 March 2021.

On 3 March 2021, the Supervisory Board adopted a new compensation plan for the members of the Board of Management in accordance with Section 87a (1) AktG. The compensation plan was submitted to the Annual General Meeting on 19 May 2021, and approved by it with 97.65% of the vote. The Supervisory Board has fixed the compensation of the Board of Management members in line with the submitted compensation plan. An overview of the new compensation plan and a summary of significant changes from the previous compensation plan (for the 2020 fiscal year) is presented in the *Basic Features of the Board of Management Compensation Plan* in section 2.

In accordance with Section 113 (3), sentence 1 AktG, the Annual General Meeting on 19 May 2021, adopted a new compensation plan for the Supervisory Board by approving a corresponding amendment to Section 15 of the Articles of Association of Uniper SE with 99.92% of the vote. The Supervisory Board was compensated as resolved by the Annual General Meeting. An overview of the new compensation and a summary of significant changes from the previous compensation plan (for the 2020 fiscal year) is presented in the *Basic Features of Supervisory Board Compensation* in section 5.

2 Basic Features of the Board of Management Compensation Plan

The compensation of members of the Board of Management consists, in principle, of a fixed component and a performance-based component. In addition to the base salary, the fixed compensation component also includes fringe benefits and a defined contribution pension plan. The performance-based compensation component comprises a short-term incentive in the form of annual bonus and a long-term incentive embodied in a Performance Cash Plan. Furthermore, Board of Management service agreements also contain retention (“malus”) and clawback clauses, as well as provisions relating to termination benefits. The following table displays an overview of the compensation plans applied for the 2021 and 2020 fiscal years. Significant changes are underlined:

Compensation Plan of the Board of Management		
New Compensation Plan (Relevant for the 2021 Fiscal Year)	Compensation element	Previous Compensation Plan (Relevant for the 2020 Fiscal Year)
Fixed Compensation		
<ul style="list-style-type: none"> Members of the Board of Management receive a fixed base salary, paid as a monthly salary 	Base salary	<ul style="list-style-type: none"> Members of the Board of Management receive a fixed base salary, paid as a monthly salary
<ul style="list-style-type: none"> Compensation in kind, standard market fringe benefits (provision of a company car, payment of costs associated with medical screening, accident insurance, ...) 	Fringe benefits	<ul style="list-style-type: none"> Compensation in kind, standard market fringe benefits (provision of a company car, payment of costs associated with medical screening, accident insurance, ...)
<ul style="list-style-type: none"> Defined contribution pension plan, contributions equivalent to a maximum of 18% of eligible compensation (base salary and annual bonus target amount) 	Pension entitlements	<ul style="list-style-type: none"> Defined contribution pension plan, contributions equivalent to a maximum of 18% of eligible compensation (base salary and annual bonus target amount)
Performance-Based Compensation		
<ul style="list-style-type: none"> Plan type: Target bonus Performance period: 1 year Performance measures: <ul style="list-style-type: none"> Adjusted net income Individual targets, team goals Cap: 200% 	Annual bonus (STI)	<ul style="list-style-type: none"> Plan type: Target bonus Performance period: 1 year Performance measures: <ul style="list-style-type: none"> Adjusted net income Individual targets, team goals Cap: 200%
<ul style="list-style-type: none"> <u>Plan type: Performance Cash Plan</u> <u>Performance period: 3 years</u> <u>Performance measures:</u> <ul style="list-style-type: none"> <u>Adjusted net income</u> <u>Cash CAPEX</u> <u>Portfolio transformation</u> <u>ESG goals</u> Cap: 250% 	Long-term incentive (LTI)	<ul style="list-style-type: none"> Plan type: Performance Share Plan Performance period: 4 years Performance measures: <ul style="list-style-type: none"> Relative Total Shareholder Return Absolute Total Shareholder Return (via allocation in virtual shares) Cap: 250%
Other Contract and Plan Components		
<ul style="list-style-type: none"> <u>Chief Executive Officer: €6.2 million</u> <u>Ordinary Management Board member: €3.5 million</u> 	Maximum compensation	<ul style="list-style-type: none"> –
<ul style="list-style-type: none"> Retention (“malus”) and clawback provisions enable reduction (malus) and reclaiming (clawback) of variable compensation in the event of incorrect consolidated financial statements <u>and in the event of compliance violations</u> 	Retention and clawback	<ul style="list-style-type: none"> Retention (“malus”) and clawback provisions enable reduction (malus) and reclaiming (clawback) of variable compensation in the event of incorrect consolidated financial statements
<ul style="list-style-type: none"> Severance payments are capped at two years' compensation and shall not exceed the compensation due for the remaining term of the service agreement (“severance cap”) <u>Any severance payments are offset against the allowance payable under non-compete clauses</u> 	Severance	<ul style="list-style-type: none"> Severance payments are capped at two years' compensation and shall not exceed the compensation due for the remaining term of the service agreement (“severance cap”)

Compensation for the Board of Management of Uniper SE is key to ensuring sustainable, long-term success in the Company's development. Members of the Board of Management should be paid for their actual performance and for their contributions toward implementing the Uniper Group's strategy. Against this backdrop, the principal indicators for managing the Uniper Group's operating business and assessing its financial condition, as well as key indicators of strategic importance such as successful portfolio transformation and explicit environmental, social and governance ("ESG") sustainability goals, are considered when determining performance-based compensation for the members of the Board of Management. The compensation plan thus provides the right incentives to promote the implementation of Uniper's corporate strategy. When designing the compensation plan, the Supervisory Board additionally considered the interests of the Uniper Group's main stakeholders (employees, shareholders, customers, business partners). In this context, for instance, the compensation and employment conditions of Uniper employees are taken into account when the Board of Management's compensation is fixed. That is why the performance-based compensation elements of the members of the Board of Management, management personnel and regular employees contain similar performance goals and targets. This ensures a uniform incentive effect. In addition, when fixing the compensation of the members of the Board of Management, its relation to the compensation of senior management and the relevant workforce is also examined.

In summary, the Supervisory Board followed the principles set out below when designing the compensation plan for the Board of Management:

Principles of the Compensation Plan	
Sustainable, long-term success in the Company's development	<ul style="list-style-type: none"> The compensation plan is key to ensuring the sustainable, successful long-term development of the Uniper Group.
Strategic relevance	<ul style="list-style-type: none"> The compensation plan promotes the implementation of the Uniper Group's corporate strategy, and the members of the Board of Management are compensated according to their contributions.
Pay for performance	<ul style="list-style-type: none"> Board of Management compensation is linked to clearly measurable, relevant targets, and Board members are compensated according to their performance.
Stakeholder interests	<ul style="list-style-type: none"> The compensation plan takes into consideration the interests of the Uniper Group's stakeholders (employees, shareholders, customers, business partners).
Consistency	<ul style="list-style-type: none"> The compensation of the Board of Management, and that of management personnel and regular employees, considers similar performance goals and targets. This ensures a uniform incentive effect.
Regulatory environment	<ul style="list-style-type: none"> The compensation plan of the Board of Management meets the statutory requirements of the AktG and applies the recommendations and suggestions of the German Corporate Governance Code as dated 16 December 2019.

Target Total Compensation, Compensation Structure

The target total compensation of a member of the Board of Management equals the total amount of pay from the fixed and performance-based components at 100% target attainment. In the spirit of "pay for performance", the Supervisory Board makes sure that the target amount of performance-based compensation always exceeds fixed compensation. In addition, a structural design to promote sustainable, long-term development in accordance with Section 87 (1), sentence 2 AktG is ensured by giving greater weight to the long-term Performance Cash Plan relative to the annual bonus. While the annual bonus makes up approximately 40% of performance-based compensation, the Performance Cash Plan accounts for a share of approximately 60%.

The target total compensation is reviewed annually for appropriateness at the beginning of each fiscal year. The compensation paid to Uniper SE's Board of Management should be competitive but should not exceed what is customary. To this end, the Supervisory Board reviews the appropriateness of the compensation in relation to a peer group of companies that are comparable to the Uniper Group in terms of geographic location, size and economic situation – the Supervisory Board has defined this peer group as the other companies listed on the MDAX. Aside from compensation being customary relative to that in other companies, its appropriateness in relation to the compensation of senior management and the relevant workforce is also examined. The Supervisory Board has defined senior management as the management level immediately below the Board of Management, while the

relevant workforce includes both pay-scale and non-pay-scale employees, including management personnel below the level of senior management. In particular, the development of compensation over time is examined.

The contractually agreed target compensation amounts, as well as the relative shares of the individual compensation elements, break down as follows, based on a full-year active Chief Executive Officer and a full-year active ordinary member of the Board of Management:

Contractually agreed target compensation for the 2021 fiscal year

Compensation element ¹⁾	Chief Executive Officer		Ordinary Board members	
	€ in thousands	in %	€ in thousands	in %
Fixed compensation	1,240	40%	700	40%
Annual Bonus	775	25%	435	25%
Performance Cash Plan	1,085	35%	615	35%
Total	3,100	100%	1,750	100%

1) Fringe benefits and pension entitlements may fluctuate in their annual expense and are not contractually agreed in terms of their expense amount and are therefore not included in the disclosure.

3 The Compensation Elements in Detail

Base Salary and Fringe Benefits

The members of the Board of Management receive a fixed base salary, which is paid as a monthly salary.

Additionally granted are compensation in kind and fringe benefits customary in the market, such as the continued payment of compensation in the event of short-term disability, the provision of a company car (for the Chief Executive Officer, including driver), the payment of costs associated with medical screening and accident insurance, and property damage liability insurance with a deductible. Pursuant to the German Stock Corporation Act, the property damage liability insurance policy includes a deductible of 10% on each damage claim for members of the Board of Management. The deductible has a maximum cumulative annual cap of 150% of a member's annual fixed base salary.

Pension Entitlements

Uniper SE has agreed on a defined contribution pension plan with the members of the Board of Management pursuant to the Uniper Board of Management Contribution Plan.

Uniper SE makes contributions to the pension accounts of the members of the Board of Management equivalent to a maximum of 18% of their eligible compensation (base salary and annual bonus target amount). The amount of the annual contributions is made up of a fixed base percentage (14%) and a matching contribution (4%). The matching contribution will only be granted if the Board of Management member makes a minimum contribution in the same amount by deferring compensation. The matching contribution funded by the Company will be suspended if the dividend distribution corridor set by the Supervisory Board is not met for three consecutive years. The credits are converted pursuant to actuarial principles into units of capital (based on the age of 62) and accrue to the pension accounts of the members of the Board of Management. The units of capital earn interest each year at the yield of long-term government bonds of the Federal Republic of Germany observed in that year. Board of Management members (upon reaching the age of 62) or their surviving dependents may opt to have the accrued balance on their pension account paid out in the form of a pension, in installments or in one lump sum.

The following table provides an overview of the expenses and the present value of the pension obligations. The present value of the pension obligations is calculated pursuant to the requirements of IFRS. An IFRS actuarial interest rate of 1.20% (2020: 0.80%) was used for discounting.

Management Board Pensions - IFRS

€ in thousands	Expense (service Cost & interest Cost) in fiscal year		Present value of the defined benefit obligation as of 31 December	
	2021	2020	2021	2020
Members of the Management Board in office as of 31 December 2021				
Prof Dr Klaus-Dieter Maubach (since 29 March 2021)	243	–	250	–
David Bryson	291	331	574	383
Niek den Hollander (since 1 June 2020)	297	322	384	322
Tiina Tuomela (since 29 March 2021)	255	–	256	–
Members of the Management Board who resigned in fiscal year 2021¹⁾				
Andreas Schierenbeck (until 29 March 2021)	1,123	560	1,862	897
Sascha Bibert (until 29 March 2021)	305	253	514	395
Total	2,514	1,466	3,840	1,997

1) When he assumed his Management Board duties, Andreas Schierenbeck was granted immediate vesting of his retirement benefits. In addition, he receives additional pension contributions of around €0.3 million per year since joining the Company. The 2nd and 3rd tranches of these additional contributions were allocated immediately under the termination agreement, but there is no entitlement to the 4th and therefore final tranche. As part of the termination of his service agreement by mutual consent, Sascha Bibert was also granted vesting of his retirement benefits. For the purpose of occupational retirement benefits, Andreas Schierenbeck and Sascha Bibert will be treated as though they had been active as Management Board members through the regular end date of their contracts, i.e., 31 May 2022, respectively. In addition, both Management Board members can continue to make individual plan contributions and receive the corresponding matching employer contributions from Uniper.

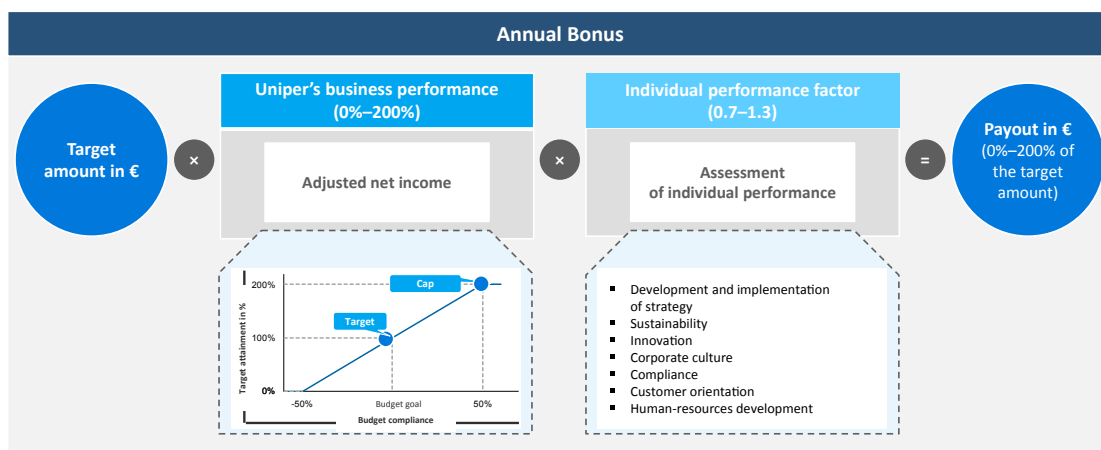
Performance-Based Compensation

With the annual bonus and the Performance Cash Plan of Uniper SE, the variable compensation comprises both a short-term and a long-term component that differ primarily with respect to the performance period and the performance targets. The Supervisory Board chose performance targets that can be measured clearly and that contribute to supporting the corporate strategy. Only those indicators that are material to the Uniper Group's management system and are compliant with the compensation plan approved by the Annual General Meeting in accordance with Section 120a (1) AktG were chosen as financial performance targets. The strategic relevance and the intended management effects of the performance targets can be summarized as follows:

Overview of Performance Goals and Targets		
Annual bonus	Adjusted net income	• Promotion of the Uniper Group's profitability and operating performance
	Individual targets and team goals	• Strategically relevant goals and targets that vary by fiscal year and by Management Board member
Performance Cash Plan	Adjusted net income	• Promotion of the Uniper Group's long-term profitability and operating performance
	Cash CAPEX	• Sustainable management of investing activities affecting cash flows
	Portfolio transformation	• Assessment and evaluation of the medium-to-long-term portfolio transformation in line with the strategy of decarbonizing fossil-fuel business areas, thereby securing a continuing stable, sustainable business model for the future
	ESG goals	• Relevant, measurable sustainability goals aligned with Uniper's sustainability strategy

Annual Bonus

The annual bonus is dependent on the business performance of the Company in the fiscal year for which it is awarded. The Supervisory Board further assesses the individual performance of each member of the Management Board (applying an individual performance factor of 0.7 to 1.3). Adjusted net income ("adjusted NI") has been applied as the key measure to determine Uniper's business performance since the 2020 fiscal year. Accordingly, both the 2020 annual bonus and the 2021 annual bonus are compliant with the compensation plan approved by the Annual General Meeting in accordance with Section 120a (1) AktG.



Adjusted NI is composed of adjusted EBIT, net operating interest income and income taxes on operating earnings, less non-controlling interests in operating earnings. Thus, adjusted NI is aligned with the underlying profitability attributable to the operating business. Adjusted NI is a key element of the Uniper Group's management system, which is discussed in the Annual Report of Uniper SE.

At the beginning of each fiscal year, the Supervisory Board sets an ambitious target for adjusted net income derived from budget planning. Target attainment is 100% if the actual adjusted NI is equal to the adjusted NI target. If it is 50% or more below the target, this constitutes 0% target attainment. If it is 50% or more above the target, this constitutes 200% target attainment, which is the maximum achievable target attainment. Linear interpolation is used to calculate intermediate values.

The actual adjusted net income for the 2021 fiscal year is presented below:

Reconciliation to Adjusted Net Income

€ in million	2021
Income/Loss before financial results and taxes	- 4,876
Net income/loss from equity investments	7
EBIT	- 4,869
Non-operating adjustments	6,056
Adjusted EBIT	1,187
<i>Interests income/expense and other financial results</i>	256
<i>Non-operating interest expense and negative other financial results (+) / interest income and positive other financial results (-)</i>	-185
Operating interest income/expense and other financial results	71
<i>Income taxes</i>	507
<i>Expense (+) / Income (-) resulting from income taxes and non-operating earnings</i>	- 829
Income taxes on operating earnings	- 321
Less non-controlling interests in operating earnings	- 31
Adjusted Net Income	906

Aside from other financial results, the adjustments for financial effects relate primarily to the time value of money effects of the provisions financed through the Swedish Nuclear Waste Fund ("Kärnavfallsfonden" or "KAF") in the European Generation segment and of other non-operating provisions in the Global Commodities segment. Income of €185 million was adjusted for in total (2020: €97 million expense). In fiscal 2021, there was non-operating tax income, arising particularly from the measurement of derivative financial instruments, of €829 million (2020: €86 million tax income). The operating tax expense amounted to €321 million (2020: €226 million). This has resulted in an operating effective tax rate of 25.5% (2020: 21.7%).

Adjusted net income for the 2021 fiscal year amounted to €906 million. This represents a significant year-over-year increase of €132 million (2020: €774 million), placing it at the midpoint of expectations for 2021, which were raised most recently in the third quarter. Adjusted net income followed the trend of adjusted EBIT. Aside from the trend, the increase resulted especially from higher economic net interest income relative to fiscal 2020. This is attributable to higher interest rates relative to the previous year applicable for other non-current provisions for asset retirement obligations, primarily in Hydro. Lower capitalized construction-period interest due to the Datteln 4 power plant, now in operation since late May 2020, the Berezovskaya 3 power plant in Russia, which returned to service in the second quarter of 2021, and a lower interest rate applied for the capitalization of construction-period interest had an offsetting effect, as did the aforementioned tax effects.

The following table shows the targets and resulting target attainments for adjusted NI for the 2021 fiscal year:

Target achievement Adjusted Net Income 2021

	Target achievement	
	€ in million	in %
Adjusted Net Income	905.7	179%
Minimum value	324.5	0%
Target value	649	100%
Maximum value	973.5	200%

When determining individual performance factors, the Supervisory Board applies concrete criteria to evaluate both the attainment of individual targets and the contribution of each member of the Board of Management to the achievement of team goals. Individual targets and team goals are agreed upon in advance and set down in a target agreement between the Board of Management members and the Supervisory Board. Target attainment in terms of the individual performance factor is determined by the Supervisory Board after the close of the fiscal year on the basis of the degree to which each of the previously defined individual targets and team goals has been achieved.

Team goals were achieved in line with the Supervisory Board's expectations, and some were even exceeded. This is evident from the Group's good performance, which incidentally was achieved despite the Covid-19 situation. Especially the implementation of effective measures in the context of HSSE + S management contributed greatly to the successful management of the Covid-19 crisis. The accelerated execution of the strategy to decarbonize Uniper has advanced the consistent implementation of the overall corporate strategy. A power plant unit was shut down early in the United Kingdom, while in Germany, Uniper has accelerated the phasing-out of coal. In line with the coal phase-out, Uniper also intensified the development of the sustainable portfolio in fiscal 2021. The RES and hydrogen projects are moving ahead, and investments are being made in wind and solar projects. One highlight is the construction of the 380-megawatt Pjelax-Böle and Kristinestad Norr wind farms. This addresses the creation of a sustainable portfolio, and the joint implementation with Fortum additionally strengthens the strategic links between the two companies. This cooperation underscores what has in 2021 become an increasingly close relationship of trust between Uniper and Fortum. Moreover, Uniper was confronted by at times extremely high energy prices during fiscal 2021, which were counteracted successfully through judicious, forward-looking action.

An overview of the individual targets considered in the 2021 fiscal year, as well as the individual performance factors, are presented in the following tables:

2021 Individual Performance Factor Targets and Target Attainment

Discussion of individual targets and target attainment	
Members of the Management Board in office as of 31 December 2021	
Prof Dr Klaus-Dieter Maubach (since 29 March 2021)	Prof Dr Klaus-Dieter Maubach largely met his individual targets concerning cooperation with Fortum; human capital development; implementation of strategy; review and improvement of fundamentals; and progression of cultural change. An individual overall performance factor of 1.0 was therefore set.
Tiina Tuomela (since 29 March 2021)	Tiina Tuomela largely met her individual targets in the areas of management and reporting, including risk management; use of technology in support of the Group's performance and CFO departmental management; efficient use of resources in the implementation of strategy; and shareholder reporting. An individual overall performance factor of 1.0 was therefore set.
Niek den Hollander	Niek den Hollander largely met his individual targets in the areas of human capital development; profit; portfolio transformation and growth; and process improvement. An individual overall performance factor of 1.0 was therefore set.
David Bryson	David Bryson largely met his individual targets in the areas of HSSE, sustainability, finances, procedures, strategy implementation, and human capital development. An individual overall performance factor of 1.0 was therefore set.
Members of the Management Board who resigned in fiscal year 2021	
Andreas Schierenbeck (until 29 March 2021)	An individual overall performance factor of 1.0 was set for Mr Schierenbeck on his early departure during the year.
Sascha Bibert (until 29 March 2021)	An individual overall performance factor of 1.0 was set for Mr Bibert on his early departure during the year.

The following table shows how the individual target attainments and payouts of the annual bonus were determined for the 2021 fiscal year:

Overview of Annual Bonus 2021

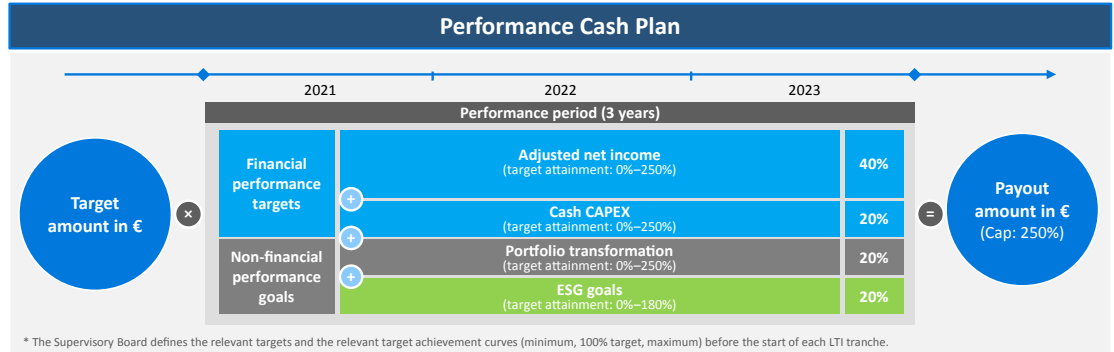
	Target amount € in thousands	Target achievement		Payout € in thousands	
		Business performance	Individual performance factor		
Members of the Management Board in office as of 31 December 2021					
Prof Dr Klaus-Dieter Maubach (since 29 March 2021)	586	179%	1.0	179%	1,048
Tiina Tuomela (since 29 March 2021)	329		1.0	179%	588
David Bryson	435		1.0	179%	779
Niek den Hollander	435		1.0	179%	779
Members of the Management Board who resigned in fiscal year 2021					
Andreas Schierenbeck (until 29 March 2021)	194	179%	1.0	179%	347
Sascha Bibert (until 29 March 2021)	109		1.0	179%	195

2021 Performance Cash Plan (Applied from Fiscal 2021)

The allocations granted in the 2018 and 2019 fiscal years under the 2016 Performance Cash Plan, which had been introduced in 2016, as well as the allocation granted for the 2020 fiscal year under the 2020 Performance Share Plan applicable in fiscal 2020, were paid out effective 17 August 2020, following the

occurrence of the change-of-control event that arose when Fortum Deutschland SE acquired 75.01% of Uniper SE's shares. Accordingly, there is no share-based payment for the members of the Board of Management of Uniper SE at this time.

For the 2021 fiscal year, members of the Board of Management have received allocations under the 2021 Performance Cash Plan for the first time. Since fiscal 2021, the plan is granted in annual tranches, with a performance period of three years for each tranche, and is compliant with the compensation plan approved by the Annual General Meeting in accordance with Section 120a (1) AktG.



Financial Performance Targets

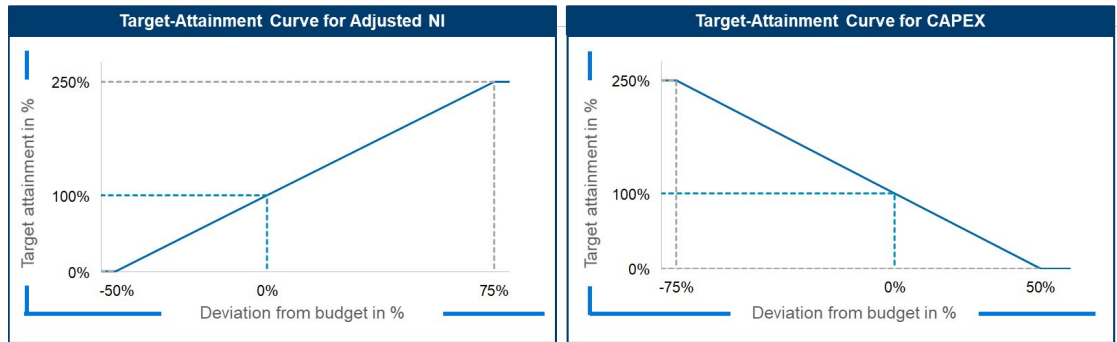
Adjusted net income ("adjusted NI") and annual cash capital expenditures ("cash CAPEX") are applied as financial performance targets.

At the beginning of each fiscal year, the Supervisory Board sets an ambitious cumulative target and budget target, respectively, for adjusted net income for the next three years derived from medium-term planning. The sum of the actual values for adjusted NI is calculated over the performance period and compared with this cumulative target value.

Cash CAPEX for investments is the amount of cash capital expenditures reported annually. Capital expenditures are defined in accordance with IFRS and as such are reported regularly in the Uniper Group's statement of cash flows. They include all expenditures for intangible assets and for property, plant and equipment, as well as investments in affiliates and associates and other equity investments that serve as long-term investments in operating activities. Cash CAPEX is a key element of the Uniper Group's management system, which is discussed in the Annual Report of Uniper SE. The annual actual values are totaled over the three-year performance period and set in relation to the sum of the budget values determined annually by the Supervisory Board.

Calculation of Financial Performance Targets	
Adjusted NI	$\frac{\text{ACTUAL}_{2021} + \text{ACTUAL}_{2022} + \text{ACTUAL}_{2023}}{\text{3-year budget from medium-term planning}}$
CAPEX	$\frac{\text{ACTUAL}_{2021} + \text{ACTUAL}_{2022} + \text{ACTUAL}_{2023}}{\text{Budget}_{2021} + \text{Budget}_{2022} + \text{Budget}_{2023}}$

Target attainment is 100% if the sums of the actual values of adjusted NI and cash CAPEX are equal to the respective cumulative budget values. While the incentive for adjusted NI is to perform over budget, the incentive for cash CAPEX is to perform under budget, as this encourages efficient use of available resources. If the cumulative actual values are, respectively, 50% or more and 75% or more below the budget values, this constitutes 0% target attainment for adjusted NI and 250% target attainment for cash CAPEX. If the cumulative actual values are, respectively, 75% or more and 50% or more above the cumulative budget values, this constitutes 250% target attainment for adjusted NI and 0% target attainment for cash CAPEX. Further increases in actual adjusted NI, or further decreases in actual cash CAPEX, do not lead to further increases in target attainment. Linear interpolation is used to calculate intermediate values.



Non-Financial Performance Goals and Targets

The non-financial performance goals and targets considered relate to portfolio transformation and to relevant, measurable ESG goals.

In terms of portfolio transformation, the Supervisory Board follows the Uniper Group’s corporate strategy and evaluates which positive or negative impacts the portfolio transformation has on Uniper’s business performance. The relevant portfolio transformation must be consistent with the corporate strategy, while also ensuring the rights of minority shareholders. The standards for evaluating performance include, for example, the effects on Uniper’s carbon intensity, effects on medium-term growth prospects and the assessment/perception of transformation measures by rating agencies and the capital markets. At the end of the three-year performance period, the Supervisory Board evaluates the success of portfolio transformation on the basis of these standards, with target attainment assessed within one of the following performance categories:

Target Attainment for Portfolio Transformation								
Portfolio Transformation Performance Categories								
Target attainment in %	0%	50%	75%	100%	125%	150%	200%	250%

Regarding ESG goals, relevant and measurable ESG targets that are based on the Uniper Group’s sustainability strategy are defined for each tranche. To this end, the Supervisory Board defines the relevant targets and the applicable target attainment curves (minimum, 100% target value, maximum) before the start of each tranche.

For the 2021 tranche (performance period: 2021–2023), Uniper SE undertakes, as one of its ESG goals, to develop and introduce a reporting system that complies with the recommendations of the Task Force on Climate-Related Financial Disclosures (TCFD). The aim is to ensure consistent, comparable, clear and reliable disclosure by Uniper SE. Within this system, Uniper SE reports on the topics of governance, strategy, risk management, metrics and targets. Performance is measured on the basis of a project schedule with defined steps, results and performance levels. If the reporting is already fully (100%) implemented after one year, this constitutes 180% target attainment; implementation after two years constitutes 150% target attainment, while implementation after three years constitutes target attainment of 100% or less. If the reporting system has still not been implemented after three years, target attainment corresponds to the degree of implementation that has been reviewed and assessed by an external auditor and approved by the Audit and Risk Committee.

Target Attainment for ESG Goals			
ESG Performance Matrix			
Reporting fully implemented after	1 year	2 years	3 years
Target attainment in %	180%	150%	max. 100%

The amount paid out in the 2021 tranche will be reported in the compensation report for the 2023 fiscal year because only then can the attainment of all the financial and non-financial targets be determined. The relevant budget goals for adjusted net income and cash capital expenditure will then also be disclosed transparently.

The absolute reduction of carbon emissions from power generation in Europe is an ESG target for the 2022 tranche. The target is based on a firm predefined reduction pathway for the Uniper Group's European fleet and thus correlates strongly to the corporate strategy.

Malus and Clawback Provisions

Board of Management service agreements contain retention ("malus") and clawback provisions, which are intended to ensure successful long-term development of the Uniper Group. These provisions provide the following options to retain variable compensation that is yet to be paid out and reclaim ("claw back") variable compensation that has already been paid out.

1. "Performance clawback": If the aspects relevant for fixing the payout amounts of variable compensation should prove to be incorrect after the variable compensation has been paid out, the Supervisory Board may demand repayment of the excess compensation paid. Relevant aspects include, for example, the reporting and the financial and non-financial performance goals and targets considered to be of relevance to the calculated payout amount of variable compensation. Any fault of the members of the Board of Management is not relevant in this case.
2. "Compliance malus/clawback": If a member of the Board of Management violates material internal principles of the Company (e.g., from the Code of Conduct or the compliance guidelines) or breaches a material duty under the Board of Management member's service agreement, or if there is a significant breach of the duty to exercise care as defined by Section 93 AktG, the Supervisory Board may reduce to zero any variable compensation not yet paid out (malus) or demand repayment of any variable compensation already paid out (clawback).

In both cases, the right to reclaim compensation already paid out exists even if the Board of Management member is no longer a member of the Board of Management when that right is asserted. After a period of five years after it has been paid, variable compensation cannot be reclaimed.

No events occurred in either the 2021 or the 2020 fiscal year that would have justified any retention or reclaiming of variable compensation under the malus and clawback provisions.

Payments from Board Mandates

In the 2021 fiscal year, the members of the Board of Management of Uniper SE received compensation for serving on Supervisory Boards of subsidiaries of Uniper SE. Such compensation is fully offset against the 2021 annual bonus.

Services of Third Parties

In the 2021 fiscal year, none of the Board of Management members received services from a third party with respect to their work as members of the Board of Management of Uniper SE.

Payments Associated with Termination of Board of Management Duties

The service agreements of the members of the Board of Management contain a so-called linkage clause. Under this clause, subject to the notice periods of Section 622 of the German Civil Code (*Bürgerliches Gesetzbuch*, "BGB"), a revocation of the appointment to the Board of Management automatically terminates the service agreement of the Board of Management member as well.

In the event of early termination of an appointment to the Board of Management and of the service agreement without cause, any severance payment shall be limited to the compensation due for a period of two years and shall not exceed the compensation due for the remaining term of the service agreement ("severance cap"). The calculation of this severance cap is based on the base salary, the target amount (100%) of the short-term incentive (the annual bonus) and the target amount (100%) of the long-term incentive (the Performance Cash Plan). If there is cause within the meaning of Section 626 BGB, no severance shall be paid.

In addition, Board of Management service agreements also contain a change-of-control clause. The change-of-control clause stipulates that a change of control can take four forms: (i) a third party directly or indirectly acquires at least 30% of the Company's voting rights, and thus reaches the control threshold under the German Securities Acquisition and Corporate Takeover Act (*Wertpapiererwerbs-*

und Übernahmegesetz, "WpÜG"); (ii) Uniper SE, as a dependent entity, enters into a control and/or profit and loss transfer agreement; (iii) Uniper SE is merged with another company pursuant to Sections 2 et seq. of the German Transformation Act (Umwandlungsgesetz, "UmwG"), unless the enterprise value of the other legal entity at the time of the decision by the transferred company amounts to less than 20% of the enterprise value of Uniper SE; or (iv) the shares of Uniper SE are no longer admitted for trading in a regulated market (delisting).

In the event of a premature loss of a position on the Board of Management due to a change-of-control event, members of the Board of Management are entitled to a severance payment. Such a severance payment is similarly limited to the compensation for a period of two years (severance cap), but no longer than for the remaining term of the service agreement and, additionally, not beyond the month in which the Board of Management member reaches the age of 62. The entitlement to a severance payment arises if, within twelve months of the change of control, the Board of Management member's service agreement is terminated by mutual consent or is terminated by the member (termination by the member is possible only if the member's position on the Board of Management is materially affected by the change of control).

The termination of Board of Management service agreements triggers a post-contractual non-compete clause, unless such clause is waived by Uniper SE. For a period of six months after the termination of their service agreements, the members of the Board of Management are contractually prohibited from working directly or indirectly for a direct or indirect competitor of Uniper SE or its affiliates. During this period, members of the Board of Management receive a prorated allowance based on 100% of their contractually stipulated annual compensation, but not less than 60% of their most recently received contractual compensation. The contractually stipulated annual compensation is defined as the sum total of the base salary, the target amount of the short-term incentive (the annual bonus) and the target amount of the long-term incentive (the Performance Cash Plan). This allowance is offset against any other severance payments.

In the event of termination of a Board of Management service agreement, any outstanding variable compensation components (annual bonus and Performance Cash Plan) attributable to the period up to the termination of the service agreement shall be paid out in accordance with the originally agreed performance targets and objectives and after expiration of the regular performance period.

In the 2021 fiscal year, Andreas Schierenbeck and Sascha Bibert received severance payments in settlement of all the compensation elements they would have been granted had their service agreements remained intact through the end of their respective contract terms, and to compensate them for any detriments arising from the early termination of their activities. Andreas Schierenbeck received a severance payment of roughly €4.3 million, and Sascha Bibert received one totaling roughly €2.5 million. No severance was paid in the 2020 fiscal year.

4 Board of Management Compensation by Member

Target Compensation

The following tables show the target compensation (base salary, annual bonus, long-term incentive) contractually agreed with each member of the Board of Management in the 2021 and 2020 fiscal years, including expenses for fringe benefits and pensions, as well as the relative share of each component:

Contractually agreed target compensation – Members of the Management Board who resigned in fiscal year 2021

	Prof Dr Klaus-Dieter Maubach since 29 March 2021 (Chief Executive Officer)			Tiina Tuomela since 29 March 2021 (Chief Financial Officer)		
	2021		2020	2021		2020
	€ in thousands	in %	€ in thousands	€ in thousands	in %	€ in thousands
Fixed compensation	937	36%	–	529	33%	–
Fringe benefits ¹⁾	15	1%	–	38	2%	–
Total	951	37%	–	567	35%	–
Short-term incentive	586	23%	–	329	20%	–
<i>Annual Bonus 2021</i>	586	–	–	329	–	–
Long-term incentive	820	32%	–	465	29%	–
<i>Performance Cash Plan (2021–2023)</i>	820	–	–	465	–	–
Total	2,357	91%	–	1,360	84%	–
Service cost	243	9%	–	255	16%	–
Total compensation	2,600	100%	–	1,614	100%	–

1) Aside from the customary fringe benefits, rent payments that were reimbursed when Tiina Tuomela was appointed are also included here.

Contractually agreed target compensation – Members of the Management Board in office as of 31 December 2021

	David Bryson (Chief Operating Officer)			Niek den Hollander since 1 June 2020 (Chief Commercial Officer)		
	2021		2020	2021		2020
	€ in thousands	in %	€ in thousands	€ in thousands	in %	€ in thousands
Fixed compensation	700	34%	700	700	34%	408
Fringe benefits ¹⁾	17	1%	101	26	1%	15
Total	717	35%	801	726	35%	424
Short-term incentive	435	21%	435	435	21%	254
<i>Annual Bonus 2020</i>	–	–	435	–	–	254
<i>Annual Bonus 2021</i>	435	–	–	435	–	–
Long-term incentive	615	30%	615	615	30%	359
<i>Performance Share Plan (2020–2023)</i>	–	–	615	–	–	359
<i>Performance Cash Plan (2021–2023)</i>	615	–	–	615	–	–
Total	1,767	86%	1,801	1,776	86%	1,037
Service cost	288	14%	329	296	14%	322
Total compensation	2,056	100%	2,131	2,071	100%	1,359

1) Aside from the customary fringe benefits, rent payments that were reimbursed when David Bryson and Niek den Hollander were appointed are also included here. For David Bryson, the rent payments were reimbursed for the 2020 financial year, and for Niek den Hollander, the rent payments were reimbursed for both the 2020 financial year and the 2021 financial year.

Contractually agreed target compensation – Members of the Management Board leaving in fiscal year 2021

	Andreas Schierenbeck until 29 March 2021 (Chief Executive Officer)			Sascha Bibert until 29 March 2021 (Chief Financial Officer)		
	2021		2020	2021		2020
	€ in thousands	in %	€ in thousands	€ in thousands	in %	€ in thousands
Fixed compensation	310	16%	1,240	175	23%	700
Fringe benefits	8	0%	27	7	1%	63
Total	318	17%	1,267	182	24%	763
Short-term incentive	194	10%	775	109	15%	435
<i>Annual Bonus 2020</i>	–		775	–		435
<i>Annual Bonus 2021</i>	194		–	109		–
Long-term incentive	271	14%	1,085	154	21%	615
<i>Performance Share Plan (2020–2023)</i>	–		1,085	–		615
<i>Performance Cash Plan (2021–2023)</i>	271		–	154		–
Total	783	41%	3,127	445	60%	1,813
Service cost	1,113	59%	553	302	40%	250
Total compensation	1,896	100%	3,680	747	100%	2,063

Compensation Granted and Owed

The following tables show the compensation granted and owed to each member of the Board of Management in the 2021 fiscal year in accordance with Section 162 AktG (base salary, annual bonus, long-term incentive), including expenses for pensions, as well as the relative share of each component. The term “compensation granted and owed” relates to the extent to which the members are receiving payments and represents the compensation for which the underlying activity was performed in full at the close of fiscal 2021. In addition, as a voluntary disclosure and on transparency grounds, the compensation granted and owed for the previous year, i.e., the 2020 fiscal year, is also presented for Board of Management members who were active in fiscal 2021. No compensation was granted or owed in fiscal 2021 to former members of the Board of Management.

The presentation is illustrated below, using the variable compensation for 2021 as an example:

The 2021 annual bonus is allocated to fiscal 2021 because the Board of Management member performed the underlying activity of one year in full, and the indicators needed for determining payout were certain, at the close of the 2021 fiscal year. The fact that the actual payment is not made until the subsequent year is set aside in order to depict the true relationship between compensation and performance for the period, i.e., for the 2021 reporting year.

The 2021 Performance Cash Plan will be paid out for the first time after the end of the three-year performance period, i.e., not until the 2024 fiscal year. But because the underlying activity of three years will have been performed in full at the close of the 2023 fiscal year, it is the compensation report for 2023 that will report on that payout.

The allocations granted for the 2018 and 2019 fiscal years under the 2016 Performance Cash Plan, as well as the allocation granted for the 2020 fiscal year under the 2020 Performance Share Plan, were paid out following the occurrence of the change-of-control event, i.e., in 2020.

Compensation awarded and due –
Members of the Management Board in office as of 31 December 2021

	Prof Dr Klaus-Dieter Maubach since 29 March 2021 (Chief Executive Officer)			Tiina Tuomela since 29 March 2021 (Chief Financial Officer)		
	2021		2020	2021		2020
	€ in thousands	in %	€ in thousands	€ in thousands	in %	€ in thousands
Fixed compensation	937	47%	–	529	46%	–
Fringe benefits	15	1%	–	38	3%	–
Total	951	48%	–	567	49%	–
Short-term incentive	1,048	47%	–	588	51%	–
<i>Annual Bonus 2021</i>	1,048	–	–	588	–	–
Total awarded and due	1,999	100%	–	1,155	100%	–
Service cost	243	–	–	255	–	–
Total compensation	2,243	–	–	1,409	–	–

Compensation awarded and due –
Members of the Management Board in office as of 31 December 2021

	Niek den Hollander since 1 June 2020 (Chief Commercial Officer)			David Bryson (Chief Operating Officer)		
	2021		2020	2021		2020
	€ in thousands	in %	€ in thousands	€ in thousands	in %	€ in thousands
Fixed compensation	700	47%	408	700	47%	700
Fringe benefits ¹⁾	26	2%	15	17	1%	101
Total	726	48%	423	717	48%	801
Short-term incentive	779	52%	254	779	52%	651
<i>Annual Bonus 2020²⁾</i>	–	–	254	–	–	651
<i>Annual Bonus 2021</i>	779	–	–	779	–	–
Long-term incentive	0	0%	363	0	0%	718
<i>Performance Cash Plan (2019–2022)³⁾</i>	–	–	–	–	–	95
<i>Performance Share Plan (2020–2023)³⁾</i>	–	–	363	–	–	623
Total awarded and due	1,504	100%	1,041	1,496	100%	2,170
Service cost	296	–	322	288	–	329
Total compensation	1,800	–	1,363	1,784	–	2,499

1) Aside from the customary fringe benefits, rent payments that were reimbursed when David Bryson and Niek den Hollander were appointed are also included here. For David Bryson, the rent payments were reimbursed for the 2020 financial year, and for Niek den Hollander, the rent payments were reimbursed for both the 2020 financial year and the 2021 financial year.

2) When Niek den Hollander was appointed, it was agreed with him in advance that his target attainment for the Annual Bonus 2020 would be 100% because he joined during the year.

3) On 17 August 2020, the acquisition by Fortum Deutschland SE of additional voting rights of Uniper SE triggered a change-of-control event, as defined, respectively, in the terms of the Performance Cash Plan and the Performance Share Plan, when the 75% ownership threshold was crossed. This led to the premature ending of the terms of the allocations granted in 2018 and 2019 under the Performance Cash Plan then in place, and to the premature ending of the allocation granted under the new Performance Share Plan for the 2020 fiscal year. The corresponding obligations were required to be remeasured as of 31 July 2020, with all expenses still to be incurred for the performance period still open previously brought forward and recognized as a one-time expense. The payout took place in the third quarter of 2020.

Compensation awarded and due – Members of the Management Board who resigned in fiscal year 2021

	Andreas Schierenbeck until 29 March 2021 (Chief Executive Officer)			Sascha Bibert until 29 March 2021 (Chief Financial Officer)		
	2021		2020	2021		2020
	€ in thousands	in %	€ in thousands	€ in thousands	in %	€ in thousands
Fixed compensation	310	6%	1,240	175	6%	700
Fringe benefits ¹⁾	8	0%	27	7	0%	536
Total	318	6%	1,267	182	6%	1,236
Short-term incentive	347	7%	1,054	195	7%	592
<i>Annual Bonus 2020</i>	–		1,054	–		592
<i>Annual Bonus 2021</i>	347		–	195		–
Long-term incentive	0	0%	1,688	0	0%	957
<i>Performance Cash Plan (2019–2022)²⁾</i>	–		589	–		334
<i>Performance Share Plan (2020–2023)²⁾</i>	–		1,099	–		623
Other compensation ³⁾	4,349	87%	0	2,454	87%	0
Total awarded and due	5,014	100%	4,009	2,831	100%	2,785
Service cost	1,113		553	302		250
Total compensation	6,127		4,562	3,133		3,035

1) The special payment (€ 0.5 million as of 30 June 2020) agreed with Sascha Bibert in lieu of expired LTI entitlements at his previous employer E.ON are reported within the fringe benefits for the 2020 fiscal year.

2) On 17 August 2020, the acquisition by Fortum Deutschland SE of additional voting rights of Uniper SE triggered a change-of-control event, as defined, respectively, in the terms of the Performance Cash Plan and the Performance Share Plan, when the 75% ownership threshold was crossed. This led to the premature ending of the terms of the allocations granted in 2018 and 2019 under the Performance Cash Plan then in place, and to the premature ending of the allocation granted under the new Performance Share Plan for the 2020 fiscal year. The corresponding obligations were required to be remeasured as of 31 July 2020, with all expenses still to be incurred for the performance period still open previously brought forward and recognized as a one-time expense. The payout took place in the third quarter of 2020.

3) Andreas Schierenbeck and Sascha Bibert receive severance payments to compensate for compensation that would have been granted if their service contracts had continued until the respective end of their contracts, as well as to compensate them for disadvantages resulting from the premature termination of their activities.

Maximum Compensation

Compensation of Board of Management members is capped in two respects: the payout of the annual bonus is capped at 200% of the target amount and the payout of the long-term incentive is capped at 250% of the target amount. Furthermore, in accordance with Section 87a (1), sentence 2, no.1, AktG, the Supervisory Board has defined a maximum compensation amount covering all fixed and performance-based components. The total amount of all payouts granted for a single year, including the expenses for any fringe benefits and pension entitlements, is capped at this amount, irrespective of when the payouts take place. The maximum compensation amounts to €6.2 million for the Chief Executive Officer and to €3.5 million for ordinary members of the Board of Management.

The total of all payouts resulting from grants and expenses for the 2021 fiscal year can only be determined after the end of the three-year performance period of the Performance Cash Plan. Compliance with the maximum compensation according to Section 87a (1), sentence 2, no.1 AktG, however, can already be ensured now, because even in the event of a payout under the Performance Cash Plan at 250% of the target amount (cap), the sum of all compensation components would still be less than the maximum compensation:

Maximum compensation for fiscal year 2021

	Prof Dr Klaus-Dieter Maubach (since 29 March 2021) (Chief Executive Officer)	Tiina Tuomela (since 29 March 2021) (Chief Financial Officer)
Compensation element	€ in thousands	€ in thousands
Fixed compensation 2021	937	529
Fringe benefits 2021	15	38
Service cost 2021	243	255
Payout Annual bonus 2021	1,048	588
Payout cap Performance Cash Plan (2021–2023)	2,049	1,162
Maximum amount of compensation for the fiscal year 2021	4,292	2,571
Maximum compensation according to Art. 87a par. 1 sentence 2 no. 1 AktG	6,200	3,500

Maximum compensation for fiscal year 2021

	Niek den Hollander (Chief Commercial Officer)	David Bryson (Chief Operating Officer)
Compensation element	€ in thousands	€ in thousands
Fixed compensation 2021	700	700
Fringe benefits 2021	26	17
Service cost 2021	296	288
Payout Annual bonus 2021	779	779
Payout cap Performance Cash Plan (2021–2023)	1,538	1,538
Maximum amount of compensation for the fiscal year 2021	3,337	3,322
Maximum compensation according to Art. 87a par. 1 sentence 2 no. 1 AktG	3,500	3,500

5 Basic Features of Supervisory Board Compensation

The compensation for members of the Supervisory Board determined by the Annual General Meeting is governed by Section 15 of the Articles of Association of Uniper SE. The objective of the compensation is to strengthen the independence of the Supervisory Board as a governing body. The compensation of the Supervisory Board of Uniper SE takes account of this objective and of the associated tasks and work performed by the Supervisory Board members. Accordingly, aside from fixed compensation, requirements specific to certain roles, burdens in terms of time and responsibilities are also taken into account. This is achieved, on the one hand, through greater emphasis on the compensation of the Chairman of the Supervisory Board and the deputies and, on the other hand, through compensation for work on committees. Appropriate compensation befitting the duties of the role makes it possible to attract and retain suitable candidates for membership of the Supervisory Board. This contributes to the long-term development of the Uniper Group.

Section 113 (3), sentence 1 AktG requires that, for listed companies, a resolution on the compensation of Supervisory Board members must be voted on at least once every four years or in the event of a significant change. The compensation of the Supervisory Board members is reviewed regularly for appropriateness. When conducting this review, the compensation of the Supervisory Board members is compared against a peer group of companies that are similar to the Uniper Group in terms of geographic location, size and economic situation. The Supervisory Board has defined this peer group as the other companies listed on the MDAX. The Supervisory Board, supported by the Executive Committee, proposes adjustments to the Supervisory Board's compensation to the Annual General Meeting. Based on the most recent review, the Annual General Meeting on 19 May 2021, resolved that variable compensation in the form of virtual shares would be discontinued from the beginning of the 2021 fiscal year. Adjusting the structure of the Supervisory Board's compensation to a pure

fixed compensation package – thus decoupling compensation from performance-based indicators – ensures the Supervisory Board’s role as a neutral, objective control function. The adjustment also follows Suggestion G.18, sentence 1, of the German Corporate Governance Code in the version dated 16 December 2019.

Overview of Supervisory Board Compensation			
Fixed compensation	€70,000 p.a.		
Differentiation	Chairman of the Supervisory Board: 3x compensation, Deputy Chairman: 2x compensation		
	The Chairman and the Deputy Chairmen of the Supervisory Board receive no additional compensation for their work on committees.		
Committee compensation		Chairmanship	Membership
	Audit and Risk Committee	€70,000	€35,000
	Other committees	€35,000	€15,000
	Nomination Committee	No separate compensation	
	Ad hoc committees		
	Members serving on multiple committees are paid only the highest applicable committee compensation.		

Prior to the 2021 fiscal year, Supervisory Board members had received a component of 20% of their compensation in the form of variable compensation. That compensation was allocated as a right to a future payment in the form of virtual shares. Supervisory Board members serving at that time therefore still hold virtual shares that have not yet been paid out. The virtual shares are used purely for calculation purposes and do not confer on the beneficiary any entitlements or shareholder rights – particularly voting rights or dividend rights. To determine the number of virtual shares, the variable compensation from the previous year is divided in January of each calendar year by the volume-weighted average share price of the Company from the last 60 trading days prior to 1 January of the current calendar year. After four calendar years (the respective “lock-up period”), the virtual shares are multiplied by the average share price of the Company from the last 60 trading days prior to 1 January of the fourth calendar year and increased by the amount of dividends paid to shareholders on each share of the Company over the previous four years. The variable compensation is paid out in cash within the first month after the end of the four-year period and is limited to 200% of the allocation amount (payout cap). A departure triggers early settlement and payout in full of any variable Supervisory Board compensation converted into virtual shares during the respective service period. The relevant average share price in this case is the average share price of the last 60 trading days before the close of the month in which the Supervisory Board member departs from the Supervisory Board.

The following table shows the number of virtual shares of the members of the Supervisory Board outstanding as of 31 December 2021:

Number of Virtual Shares of Members of the Supervisory Board in office as of 31 December 2021

Members of the Supervisory Board	Converted in January 2021 as part of compensation 2020 (payout in the first quarter of 2025)	Converted in January 2020 as part of compensation 2019 (payout in the first quarter of 2024)	Converted in January 2019 as part of compensation 2018 (payout in the first quarter of 2023)	Converted in January 2018 as part of compensation 2017 (payout in the first quarter of 2022)	Total
Markus Rauramo (Chairman of the Supervisory Board since 29 March 2021)	1,015	973	486	–	2,474
Dr Bernhard Günther (Deputy Chairman of the Supervisory Board since 29 March 2021)	703	–	–	–	703
Harald Seegatz (Deputy Chairman of the Supervisory Board)	1,015	981	1,145	1,025	4,166
Prof Dr Werner Brinker	434	–	–	–	434
Oliver Biniek	761	736	859	738	3,094
Barbara Jagodzinski	616	596	695	698	2,605
Andre Muilwijk	761	736	859	862	3,218
Immo Schlepper	616	596	695	396	2,303
Total	5,921	4,618	4,739	3,719	18,997

6 Supervisory Board Compensation by Member

The following tables show the compensation granted and owed to each member of the Supervisory Board in the 2021 and 2020 fiscal years, as well as the relative shares of total compensation of each component. In addition, a total of approximately €1 thousand (2020: €34 thousand) in outlays was reimbursed to the Supervisory Board.

For the variable compensation of the Supervisory Board, the actual payout amount of the virtual shares is presented because, according to Section 162 AktG, compensation is granted and owed only when the underlying activity has been performed in full, i.e., when the lock-up period for the virtual shares has expired. The four-year lock-up period for the variable compensation for the 2017 fiscal year ended effective 31 December 2021. The payouts of this tranche are therefore allocated to fiscal 2021, even though the actual payout will not take place until the first quarter of 2022. In addition, the departure of Supervisory Board members triggered the early settlement and payout in full of any variable compensation converted into virtual shares during their respective service periods. Accordingly, the variable compensation paid out to Prof Dr Klaus-Dieter Maubach, Ingrid Åsander, Sirpa-Helena Sormunen and Tiina Tuomela must also be disclosed as compensation granted and owed in the 2021 fiscal year.

Supervisory Board compensation

	2021								
	Annual compensation		Committee compensation		Variable compensation		Income from subsidiaries		Total
	€ in thousands	in %	€ in thousands	in %	€ in thousands	in %	€ in thousands	in %	€ in thousands
Members of the Supervisory Board in office as of 31 December 2021									
Markus Rauramo (Chairman of the Supervisory Board since 29 March 2021)	193	100%	–	–	–	–	–	–	193
Dr Bernhard Günther (Deputy Chairman of the Supervisory Board since 29 March 2021)	123	88%	17	12%	–	–	–	–	140
Harald Seegatz (Deputy Chairman of the Supervisory Board)	140	74%	–	–	44	23%	6	3%	190
Oliver Biniek	70	51%	35	26%	32	23%	–	–	137
Prof Dr Werner Brinker	70	82%	15	18%	–	–	–	–	85
Judith Buss (since 19 May 2021)	44	50%	44	50%	–	–	–	–	87
Esa Hyvärinen (since 19 May 2021)	44	100%	–	–	–	–	–	–	44
Barbara Jagodzinski	70	61%	15	13%	30	26%	–	–	115
Nora Steiner-Forsberg (since 19 May 2021)	44	100%	–	–	–	–	–	–	44
Viktoria Kulambi (since 19 May 2021)	44	100%	–	–	–	–	–	–	44
André Muilwijk	70	49%	35	25%	37	26%	–	–	142
Immo Schlepper	70	69%	15	15%	17	17%	–	–	102
Members of the Supervisory Board who resigned in fiscal year 2021									
Prof Dr Klaus-Dieter Maubach (Chairman of the Supervisory Board until 19 May 2021)	51	60%	–	–	33	40%	–	–	84
Ingrid Åsander (until 19 May 2021)	27	27%	–	–	71	73%	–	–	97
Sirpa-Helena Sormunen (until 30 April 2021)	23	67%	–	–	11	33%	–	–	34
Tiina Tuomela (until 19 May 2021)	17	40%	8	20%	17	40%	–	–	42
Total	1,098	–	184	–	292	–	6	–	1,580

Supervisory Board compensation

	2020								
	Annual compensation		Committee compensation		Variable compensation		Income from subsidiaries		Total
	€ in thousands	in %	€ in thousands	in %	€ in thousands	in %	€ in thousands	in %	€ in thousands
Members of the Supervisory Board in office as of 31 December 2021									
Markus Rauramo (Chairman of the Supervisory Board since 29 March 2021)	112	100%	0	0%	–	–	0	0%	112
Dr Bernhard Günther (Deputy Chairman of the Supervisory Board since 29 March 2021)	40	51%	38	49%	–	–	0	0%	78
Harald Seegatz (Deputy Chairman of the Supervisory Board)	112	76%	0	0%	29	20%	6	4%	147
Oliver Biniek	56	54%	28	27%	20	19%	0	0%	104
Prof Dr Werner Brinker	40	83%	8	17%	–	–	0	0%	48
Judith Buss (since 19 May 2021)	–	–	–	–	–	–	–	–	–
Esa Hyvärinen (since 19 May 2021)	–	–	–	–	–	–	–	–	–
Barbara Jagodzinski	56	61%	12	13%	24	26%	0	0%	92
Nora Steiner-Forsberg (since 19 May 2021)	–	–	–	–	–	–	–	–	–
Viktoria Kulambi (since 19 May 2021)	–	–	–	–	–	–	–	–	–
André Muilwijk	56	49%	28	25%	29	26%	0	0%	113
Immo Schlepper	56	82%	12	18%	–	–	0	0%	68
Members of the Supervisory Board who resigned in fiscal year 2021									
Prof Dr Klaus-Dieter Maubach (Chairman of the Supervisory Board until 19 May 2021)	117	100%	0	0%	–	–	0	0%	117
Ingrid Åsander (until 19 May 2021)	56	74%	0	0%	20	26%	0	0%	76
Sirpa-Helena Sormunen (until 30 April 2021)	40	100%	0	0%	–	–	0	0%	40
Tiina Tuomela (until 19 May 2021)	40	68%	19	32%	–	–	0	0%	59
Total	781	–	145	–	123	–	6	–	1,055

7 Comparative Presentation of Changes in Compensation and Earnings

The following overview describes the changes in compensation granted and owed to current and former members of the Board of Management and of the Supervisory Board in accordance with Section 162 AktG, as well as the change in average employee compensation and the change in the performance of the Uniper Group over the last two years.

Average employee compensation reflects the remuneration of pay-scale employees, non-pay-scale employees and management personnel of Uniper SE in Germany (excluding the members of the Board of Management and of the Supervisory Board and employees in the Trading division) on

a full-time-equivalent basis. Average employee compensation reflects all of the compensation components paid; examples include base salary, Christmas bonus, additional pay, fringe benefits, performance-based compensation and special payments.

The earnings measure applied for the Group is adjusted net income, because it is used as a key internal management indicator within the Group and as a key indicator of the profitability of its operations after taxes and after financial results for determining both the variable compensation of the Board of Management and that of management personnel, non-pay-scale employees and pay-scale employees. Also, in line with Section 162 AktG, the net income or loss pursuant to Section 275 of the German Commercial Code of Uniper SE is shown in € (millions).

Comparative statement of the development of compensation and earnings¹⁾

	2021		2020
	€ in thousands	Δ in %	€ in thousands
Members of the Management Board in office as of 31 December 2021			
Prof Dr Klaus-Dieter Maubach (since 29 March 2021)	1,999	–	–
Tiina Tuomela (since 29 March 2021)	1,155	–	–
David Bryson	1,496	–31%	2,170
Niek den Hollander (since 1 June 2020)	1,504	45%	1,041
Members of the Management Board who resigned in fiscal year 2021			
Andreas Schierenbeck (until 29 March 2021)	5,014	25%	4,009
Sascha Bibert (until 29 March 2021)	2,831	2%	2,785
Members of the Supervisory Board in office as of 31 December 2021			
Markus Rauramo (Chairman since 29 May 2021)	193	72%	112
Dr Bernhard Günther (Deputy Chairman since 29 May 2021)	140	79%	78
Harald Seegatz (Deputy Chairman)	190	29%	147
Oliver Biniek	137	31%	104
Prof Dr Werner Brinker	85	77%	48
Judith Buss (since 19 May 2021)	87	–	–
Esa Hyvärinen (since 19 May 2021)	44	–	–
Barbara Jagodzinski	115	25%	92
Nora Steiner-Forsberg (since 19 May 2021)	44	–	–
Viktoria Kulambi (since 19 May 2021)	44	–	–
André Muilwijk	142	25%	113
Immo Schlepper	102	50%	68
Members of the Supervisory Board who resigned in fiscal year 2021			
Prof Dr Klaus-Dieter Maubach (Chairman until 19 May 2021)	84	–28%	117
Ingrid Åsander (until 19 May 2021)	97	28%	76
Sirpa-Helena Sormunen (until 30 April 2021)	34	–14%	40
Tiina Tuomela (until 19 May 2021)	42	–29%	59
Average Supervisory Board compensation	99	12%	88
Employee compensation			
Average employee compensation	91	–2%	93
Business performance			
Net profit/loss of Uniper SE pursuant to section 275 HGB in € million	145.8	–71%	505.4
Adjusted Net Income of Uniper Group in € million	905.7	17%	774.5

1) The annual change in the individual compensation of members of the Management Board and Supervisory Board results in particular from new appointments and terminations during the year, disbursements of long-term compensation elements of past tranches, and the conversion of Supervisory Board compensation to fixed compensation.

Auditor's Report

To Uniper SE, Düsseldorf

We have audited the remuneration report of Uniper SE, Düsseldorf, for the financial year from 1 January to 31 December 2021 including the related disclosures, which was prepared to comply with § [Article] 162 AktG [Aktiengesetz: German Stock Corporation Act].

Responsibilities of the Executive Directors and the Supervisory Board

The executive directors and the Supervisory Board of Uniper SE are responsible for the preparation of the remuneration report, including the related disclosures, that complies with the requirements of § 162 AktG. The executive directors and the Supervisory Board are also responsible for such internal control as they determine is necessary to enable the preparation of a remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud or error.

Auditor's Responsibilities

Our responsibility is to express an opinion on this remuneration report, including the related disclosures, based on our audit. We conducted our audit in accordance with German generally accepted standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer (Institute of Public Auditors in Germany) (IDW). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the remuneration report, including the related disclosures, is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts including the related disclosures stated in the remuneration report. The procedures selected depend on the auditor's judgment. This includes the assessment of the risks of material misstatement of the remuneration report including the related disclosures, whether due to fraud or error.

In making those risk assessments, the auditor considers internal control relevant to the preparation of the remuneration report including the related disclosures. The objective of this is to plan and perform audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the executive directors and the Supervisory Board, as well as evaluating the overall presentation of remuneration report including the related disclosures.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Audit Opinion

In our opinion, based on the findings of our audit, the remuneration report for the financial year from 1 January to 31 December 2021, including the related disclosures, complies in all material respects with the accounting provisions of § 162 AktG.

Reference to an Other Matter – Formal Audit of the Remuneration Report according to § 162 AktG

The audit of the content of the remuneration report described in this auditor's report includes the formal audit of the remuneration report required by § 162 Abs. [paragraph] 3 AktG, including the issuance of a report on this audit. As we express an unqualified audit opinion on the content of the remuneration report, this audit opinion includes that the information required by § 162 Abs.1 and 2 AktG has been disclosed in all material respects in the remuneration report.

Restriction on use

We issue this auditor's report on the basis of the engagement agreed with Uniper SE. The audit has been performed only for purposes of the company and the auditor's report is solely intended to inform the company as to the results of the audit. Our responsibility for the audit and for our auditor's report is only towards the company in accordance with this engagement. The auditor's report is not intended for any third parties to base any (financial) decisions thereon. We do not assume any responsibility, duty of care or liability towards third parties; no third parties are included in the scope of protection of the underlying engagement. § 334 BGB [Bürgerliches Gesetzbuch: German Civil Code], according to which objections arising from a contract may also be raised against third parties, is not waived.

Düsseldorf, 4 March 2022

PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft



(sgd. Ralph Welter)
Wirtschaftsprüfer
(German Public Auditor)



(sgd. Michael Servos)
Wirtschaftsprüfer
(German Public Auditor)

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