



**Additional Information on Shareholders' Rights pursuant to art. 56 sentence 2 and sentence 3 SE Regulation in connection with section 50 para. 2 German SE Implementation Act, section 122 para. 2, 126 para. 1, 127, 131 para. 1 German Stock Corporation Act and section 1 COVID-19 Act concerning Uniper SE's Annual General Meeting on 18 May 2022<sup>1</sup>**

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

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

Pursuant to art. 56 sentence 2 and sentence 3 of the Council Regulation (EC) No 2157/2001 as of 8 October 2001 on the statute for a European stock company (SE) (*SE Regulation* – SE-VO), section 50 para. 2 German SE implementation act (*SE-Ausführungsgesetz* – SEAG), section 122 para. 2 German stock corporation act (*Aktengesetz* – 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 the request has to be received by the company at least 30 days before the meeting, that is **by no later than the end of 17 April 2022**. 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](http://www.uniper.energy/agm).

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

**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

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<sup>1</sup>Please note that this is only a translation of the additional information made in German language. Only the German version of this document is decisive. This translation is provided to shareholders for convenience purposes only. No warranty is made as to the accuracy of this translation and Uniper SE assumes no liability with respect thereto.

<sup>2</sup>The provisions applicable to stock corporations (*Aktiengesellschaften*) with registered seat in Germany, in particular the provisions of the German commercial code (*Handelsgesetzbuch, HGB*) and of the German stock corporation act (*Aktengesetz, 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.



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 para. 2 SEAG Convening and supplementing the agenda at the request of a minority**

"(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 para. 1 and 2 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 para. 1 AktG Announcement of requests for amendment; proposals for resolution**

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

## **2. Counter-motions and election proposals – section 126 para. 1 and section 127 AktG, section 1 para. 2 sentence 3 COVID-19-Act**

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 have 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. The management board and the supervisory board reserve the right to comment during the General Meeting on counter-motions and election proposals that meet the requirements set out below.



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/fax number **by no later than the end of 3 May 2022**:

**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](http://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.

Pursuant to section 1 para. 2 sentence 3 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*), counter-motions or election proposals from shareholders which have to be made accessible in accordance with section 126 or section 127 AktG are deemed to have been submitted in the meeting if the shareholder submitting the counter-motion or the election proposal is duly legitimized and registered for the General Meeting, that is, if the requirements mentioned in section IV. 3 of the invitation to the General Meeting for the registration and the exercise of voting rights are fulfilled. The right of the chairman of the meeting to vote first on the proposals of the administration remains unaffected. If the proposals of the administration are accepted with the necessary majority, the counter-proposals or (deviating) election proposals have been resolved.

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. No reasons need to be specified for the nomination, nor does the board of management need to give notice of such a nomination if it fails to contain the particulars required by section 124 para. 3 sentence 4 and section 125 para. 1 sentence 5. (...)"

#### **Section 124 para. 3 Announcement of requests for amendment; proposals for resolution**

"(3) In the announcement, the management board and the supervisory board, or in the case of the adoption of resolutions pursuant to section 120a para. 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 companies which are public interest entities pursuant to Section 316a sentence 2 of the German commercial code (*Handelsgesetzbuch*), 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 para. 1 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."

### Section 1 para. 2 sentence 3 COVID-19 Act

"Motions and election proposals from shareholders that must be made available pursuant to section 126 or section 127 of the German Stock Corporation Act are considered submitted during the meeting if the shareholder who submits the motion or election proposal has been properly legitimated and registered for the general meeting."

## 3. Right to ask questions – section 1 para. 2 sentence 1 no. 3, sentence 2 COVID-19 Act

Pursuant to section 131 para. 1 AktG, the management board must provide any shareholder making a corresponding demand at the General Meeting with information relating to the company's affairs, including its legal and business relations to an affiliate, the financial position of the group and any other companies included in the consolidated financial statements, provided such information is necessary in order to make an informed judgment in respect of an agenda item and the board of management does not have the right to refuse such information. The rights of non-disclosure are listed in section 131 para. 3 AktG. Given that the General Meeting on 18 May 2022 will take place as a virtual general meeting with no possibility for shareholders to attend in person, shareholders cannot request such information at the place of the General Meeting; neither are the Company-appointed proxies able to fulfill this role.

Shareholders are given the right 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, 16 May 2022, 24:00 hours CEST**. The management board will decide in its due and free discretion in which manner questions are answered. Thereby, the management board can combine questions and give preference to shareholder associations and institutional investors with significant voting rights.

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](http://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 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 right 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 in which manner it answers questions; it may also stipulate that questions must be submitted by means of electronic communication no later than one day prior to the meeting."

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

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

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

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

1. to the extent that providing such information is, according to sound business judgement, likely to cause a not inconsiderable disadvantage to the company or an affiliated enterprise;
2. to the extent that such information relates to tax valuations or the amount of certain taxes;

3. with regard to the difference between the value at which items are shown in the annual balance sheet and the higher market value of such items, unless the general meeting is to approve the annual financial statements;
4. with regard to the methods of accounting and valuation, if disclosure of such methods in the notes suffices to provide a true and fair view of the actual condition of the company's assets, financial position and profitability within the meaning of section 264 para. 2 of the German commercial code; the foregoing shall not apply if the shareholders meeting is to approve the annual financial statements;
5. insofar as the provision of such information would render the management board criminally liable;
6. insofar as, in the case of a credit institution, a financial services institution or a securities institution, information need not be provided on the methods of accounting and valuation applied and setoffs made in the annual financial statements, management report, consolidated financial statements or group management report;
7. if the information is continuously accessible on the Internet page of the company for at least seven days prior to the beginning and during the general meeting.

The provision of information may not be refused for other reasons.

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

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

#### **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 right 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."

**5. Confirmation of the receipt of votes in accordance with section 118 para. 1 sentence 3 to 5, para. 2 sentence 2 AktG and/or confirmation of the recording and counting of votes in accordance with section 129 para. 5 AktG**

Pursuant to section 118 para. 1 sentence 3, para. 2 sentence 2 AktG, the company must electronically confirm receipt of the votes cast electronically to the party exercising their right to vote by means of electronic communication in accordance with the requirements set out in art. 7 para. 1 and art. 9 para. 5 subparagraph 1 of the Commission Implementing Regulation (EU) 2018/1212 of 3 September 2018 laying down minimum requirements implementing the provisions of Directive 2007/36/EC of the European Parliament and of the Council as regards shareholder identification, the transmission of information and the facilitation of the exercise of shareholders rights (Implementing Regulation (EU) 2018/1212). If the confirmation is issued to an intermediary, the latter must immediately forward this confirmation to the shareholder in accordance with section 118 para. 1 sentence 4 AktG. Moreover, within a period of one month commencing the day after the General Meeting, and in line with section 129 para. 5 sentence 1 AktG, the party casting the vote may request that the company confirms whether and how his/her vote was recorded and counted. The company must issue this confirmation pursuant to the requirements set out in art. 7 para. 2 and art. 9 para. 5 subparagraph 2 of the Implementing Regulation (EU) 2018/1212. If the confirmation is issued to an intermediary, the latter must immediately forward this confirmation to the shareholder in accordance with section 129 para. 5 sentence 3 AktG.

The legal provisions read as follows:

**Section 118 para. 1 and 2 AktG General information**

"(1) The shareholders exercise their rights in the affairs of the company at the general meeting, unless the law provides otherwise. The articles of association may provide or authorize the executive board to provide that the shareholders may participate in the general meeting without being present at its venue and without an authorized representative and may exercise all or some of their rights in whole or in part by means of electronic communication. If voting rights are exercised electronically, receipt of the electronically cast vote must be confirmed electronically by the company to the party exercising their right to vote in accordance with the requirements set out in art. 7 para. 1 and art. 9 para. 5 subparagraph 1 of Implementing Regulation (EU) 2018/1212. If the confirmation is issued to an intermediary, the latter shall immediately forward the confirmation to the shareholder. Section 67a para. 2 sentence 1 and para. 3 shall apply *mutatis mutandis*.

(2) The articles of association may provide or authorize the executive board to provide that shareholders





may cast their votes in writing or by means of electronic communication (postal vote) even without participating in the meeting. Paragraph 1 sentences 3 to 5 shall apply *mutatis mutandis*."

#### **Section 129 para. 5 AktG Rules of procedure; list of attendees; proof of the vote count**

"(5) Within one month of the day of the general meeting the party exercising their right to vote can request confirmation from the company as to whether and how his or her vote was counted. The company must issue the confirmation in accordance with the requirements set out in art. 7 para. 2 and art. 9 para. 5 subparagraph 2 of Implementing Regulation (EU) 2018/1212. If the confirmation is issued to an intermediary, the latter must immediately forward this confirmation to the shareholder. Section 67a para. 2 sentence 1 and para. 3 apply *mutatis mutandis*."

#### **Art. 7 Implementing Regulation (EU) 2018/1212 Format of confirmation of the receipt and recording and counting of votes**

"(1) The minimum types of information and data elements that a confirmation of the receipt of votes cast electronically as provided for in the first subparagraph of art. 3c para. 2 of Directive 2007/36/EC comprises shall be as set out in Table 6 of the Annex.

(2) The minimum types of information and data elements that a confirmation of recording and counting of votes by the issuer to the shareholder or third party nominated by the shareholder as provided for in the second subparagraph of art. 3c para. 2 of Directive 2007/36/EC comprises shall be as set out in Table 7 of the Annex."

#### **Art. 9 para. 5 Implementing Regulation (EU) 2018/1212 Deadlines to be complied with by issuers and intermediaries in corporate events and in shareholder identification processes**

"(5) The confirmation of the receipt of votes cast electronically as provided for in art. 7 para. 1 shall be provided to the person that cast the vote immediately after the cast of the votes.

The confirmation of recording and counting of votes as provided for in art. 7 para. 2 shall be provided by the issuer in a timely manner and no later than 15 days after the request or general meeting, whichever occurs later, unless the information is already available."