

Counter-Motions and Election Proposals

– Sections 126 Para. 1 and 127 German Stock Corporation Act

Annual General Meeting Uniper SE on 18 May 2022

In the following, the counter-motions and election proposals to be published by Uniper SE according to Sec. 126 and 127 of the German Stock Corporation Act are provided. In case a statement of the management concerning a published counter-motion or election proposal is made prior to the annual general meeting, this will be provided here as well.

For further information please refer to the invitation documents and the additional information on shareholders' rights.

Please note that the translation is a convenience translation made by Uniper SE for high level information purposes only which must not be relied upon. The shareholder only submitted a German version of the countermotion which can be accessed through the German version of this website. Only the German version is decisive.

Uniper SE

Countermotion submitted by the Association of Ethical Shareholders Germany (“Dachverband der Kritischen Aktionärinnen und Aktionäre“) for the Annual General Meeting of Uniper SE on 18 May 2022

Agenda item 3: Resolution on the discharge of the members of Uniper Management Board for financial year 2021

The Association of Ethical Shareholders Germany (“Dachverband der Kritischen Aktionärinnen und Aktionäre“) proposes not to discharge the members of the Board of Management.

Justification:

The Board of Management does not honor its responsibility for climate protection and the necessity to reduce dependence on fossil energy, most prominently natural gas from Russia.

Massive increase of CO2 emissions, no focus on renewable energies

The Uniper Board of Management has supported the massive dependence on fossil natural gas, most prominently also sourced from Russia. More than half of Uniper’s power generation in 2021 was based on fossil natural gas and oil, compared to 2020 Uniper needed 15% oil and gas. Moreover, Power generation based on coal increased by 23% and resulted in an increase of direct CO2 emissions by almost 20% to 50.9 tons of CO2 in 2021. In addition to this, Uniper is also to be held accountable for twice the volume of so called scope 3 emissions, if the entire value chain is taken into consideration. Compared to European peers, Uniper falls significantly behind on its targets to develop renewable energies. A comprehensive transformation towards renewable energies is not in sight. Natural gas remains the focus with associated high risks.

Despite the war in Ukraine: Continuous business dealings with Russia

Uniper is one of the biggest clients of Gazprom with long-term contracts for more than 200 TWh of fossil gas. While Uniper has declared that it will not enter into any new long term supply contracts, there are no changes to current business dealings.

Uniper holds 84% of the shares of Unipro. This subsidiary operates five coal and gas power plants in Russia. A sale of the subsidiary has been put on hold, but the power generation continues to operate. In 2021, these Russian activities accounted for ca. 20% of Uniper’s adjusted EBIT.

At the latest as a reaction to the atrocities and alleged war crimes of the Russian army in the Ukraine, the Board of Management should have taken concrete action measures to quickly reduce dependence on Russian gas supply. The German Institute for Economic Research (“Deutsches Institut für Wirtschaftsforschung“) has shown that, if Germany would make full use of all savings potential, the country could refrain from sourcing natural gas out of Russia by end of this year.

Disaster around Nord Stream 2 underlines the failure of Uniper’s strategy

Uniper is one of five co-financing parties of the Nord Stream 2 gas pipeline and provided a lending amount of € 950m. This investment was approved despite all warnings that Nord Stream 2 was designed as a geopolitical project to foster a destabilization of the Ukraine. Uniper took an impairment on its Nord Stream 2 investment – but was only prepared to do so, after the German government insisted on stopping the project.

Switch to LNG is inconsistent with climate protection targets

Even before the war, Uniper had planned tripling its LNG business by 2025. If an even more pronounced switch to LNG would come on the agenda now, Uniper's climate protection targets would be even further compromised. Due to the energy intensive production and long transportation routes, half of the greenhouse gas emissions of LNG is caused before the electrical or thermal power generation takes place. If, moreover, the fossil gas is extracted by fracking, LNG is almost as climate unfriendly as coal and much more climate unfriendly than pipeline gas from conventional storages.

LNG purchase agreement puts aborigine art and sealife in Australia at risk

Uniper has entered into a purchase agreement with a 13 year term to source LNG from Scarborough, Australia. Scarborough will generate emissions which are approximately equivalent to the emission volume of 15 coal fired power plants. The project is planned in an area of Western Australia of high cultural and ecological importance. Gas production takes place in the sea in a very sensitive ecosystem. The regular travel routes of whales, dolphins and turtles are in danger. At the site of the gas production, emission will cause damage to renowned rock art of the Aborigines. This art compromises more than a million of rock scratches that were created more than 40,000 years ago, including the most ancient drawing of a human face.

Gas imports support the Azerbaijanian Regime which is known for human rights violations

Uniper sources gas from SOCAR, a state-owned oil company in the Republic of Azerbaijan. Up to 1.5bn m³ of natural gas are to flow to Europe each year until 2025. SOCAR is a main source of income for the local regime which is known to have violated human rights. The parent company Fortum has admitted that the situation for human rights is not satisfactory in the country. The local regime retains direct control over the company. SOCAR has repeatedly spread war propaganda during the war between Azerbaijan and Armenia in 2020 and, as a state-owned company, money inflows may have funded the war. Allegedly, SOCAR was involved in the murder of Maltese journalist Daphne Caruana Galizia in 2017. SOCAR has made its intension public to increase gas shipments to Europe.

Agenda item 4: Resolution on the discharge of the members of Uniper SE's Supervisory Board for financial year 2021

The Association of Ethical Shareholders Germany ("Dachverband der Kritischen Aktionärinnen und Aktionäre") proposes not to discharge the Supervisory Board of Uniper SE.

Justification:

The Supervisory Board of Uniper SE does not sufficiently perform its duty to monitor the Board of Management. It has not done enough to ensure that a human rights due diligence is implemented in the supply chain.

Blood coal from Columbia

38.6% of coal sourced via direct supply agreement contracts is purchased in Columbia. With the stop of coal supply from Russia, which in the past accounted for a third of Uniper's imported coal volumes, it may be expected that Columbia accounts for even larger coal supply volumes going forward. Accordingly, Columbia has announced increases in supplies.

There is evidence that coal exporters of Columbia have violated a number of human rights as well as environmental laws which has largely affected people living in the coal mining areas. The most

prominent of these areas are La Guajira und Cesar, where approximately 90% of the coal mining in Columbia takes place.

One of the largest coal mines in Latin America, El Cerrejón, was granted a permit to redirect the flow of the River Bruno to enable the mining of the ores found in the river bed. The River Bruno is a side river of the Ranchería River, the latter being the only river in the La Guajira dessert region and an important source of life for several indigen farming villages. Experts warn that a redirection of the River Bruno will lead to a drying-up and cut off thousands of humans from access to water supply.

The coal mining permits at the River Bruno were granted without the consent of the indigen Wayuu tribe. On top of this, the opinion of experts who warned of a dry-up were disregarded. As such, the plan is in conflict with a ruling of the Colombian constitutional court.

Uniper continues to procure coal form the Cesar region in Columbia. There are strong indications that the mining companies Drummond und Prodeco/Glencore have been involved in granting financial and logistic support for the paramilitary units. The paramilitary terror has caused more than 3,300 deaths and forced a relocation of more than 53,000 people.

No Paris alignment, no closure of Datteln 4

Uniper plans to operate its coal fired power generation plant Datteln 4 until 2038. This is not compliant with the targets of the Paris climate agreement which plans with an coal exit by 2030 for EU and OECD countries.

The construction of power generation plant Datteln 4 did not comply with regulations. A court ruling has found inconsistencies. A further court ruling which may stop the entire construction works is pending.

Lawsuit against the Netherlands: Investor interest vs. climate protection

Uniper is suing the Dutch state for the coal exit which may trigger an early closure of the coal power plant Maasvlakte. The Board of Management strives for compensation from tax payers for a disastrous investment decision taken in the past.

Uniper is suing for a billion euro compensation. However, a study by Ember has shown that coal fired power generation is no longer profitable as of today and, accordingly, also not in the years following 2030. Uniper claims that it is only in disagreement with the lawfulness of the coal exit. If this was true, Uniper could take its case to the national courts. This is indeed what Uniper is doing. However, there is no reason for a second appeal in a private and intransparent court of arbitration.

Court appeals such as Uniper's are sending the wrong signal to the European governments planning for a coal exit. Because: the slower and the later a coal exit is happening, lesser compensation payments will be due.

dachverband@kritischeaktionaere.de
www.kritischeaktionaere.de

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