

## 2018 Annual General Meeting of Uniper SE

### Supplement to the Agenda

#### Publication

Following the convocation of our annual general meeting for Wednesday, 6 June 2018, in Essen (publication in the German Federal Gazette (Bundesanzeiger) on 20 April 2018), Cornwall (Luxembourg) S.à r.l., Luxembourg, represented by Broich Partnerschaft von Rechtsanwälten mbH, Frankfurt am Main, requested in accordance with article 56, sentences 2 and 3 of the SE Regulation, section 50 (2) of the German SE Implementation Act (SE-Ausführungsgesetz) and sections 122 (2) and 124 (1) of the German Stock Corporation Act (Aktiengesetz; "AktG") that a further item be added to the agenda of the general meeting and this supplement be announced without delay.

Agenda Item 6: Resolution on the appointment of a special auditor

#### Resolution Proposal

The shareholder Cornwall (Luxembourg) S.à r.l., Luxembourg, proposes to resolve as follows:

"The general meeting appoints Mr Jochen Jahn, *Rechtsanwalt, Diplom-Kaufmann*, c/o Krammer Jahn Rechtsanwälte PartG mbB, Alexanderstraße 1, 95444 Bayreuth, as special auditor. He may use the services of suitable auxiliary personnel for the purposes of the audit. The special auditor is to be permitted full exercise of his rights also with the involvement of auxiliary personnel. All documents that the special auditor deems necessary in order to conduct the special audit are to be delivered to the special auditor and/or his auxiliary personnel.

A corresponding agreement will be concluded with the special auditor without delay. Should the special auditor not accept this mandate or be unable to complete the audit, the President of the Higher Regional Court (*Oberlandesgericht*) of Düsseldorf will appoint another special auditor with proven expertise in respect of the subject matter of the special audit.

The special audit pursuant to articles 52 and 9 of the SE Regulation in conjunction with section 142 AktG is to cover the following actions and measures of the management:

1. All actions and measures taken by the management board of Uniper SE since 20 September 2017 in connection with the voluntary public takeover offer of Fortum Deutschland SE for the acquisition of the no-par value registered shares in Uniper SE (hereinafter the "Takeover Offer"), as well as the intended, potential and actual consequences of these actions and measures for the success of the Takeover Offer, as well as all related internal and external communication of the management board of Uniper SE, in particular any communication with regulatory authorities, whether direct or indirect (via employees, group companies or external advisers).
2. All actions and measures taken by the management board of Uniper SE since 20 September 2017 in connection with the Takeover Offer and the clearance of the takeover under the Russian Strategic Investments Act *vis-à-vis* the Russian subsidiary Unipro PJSC and/or Russian regulatory authorities, as well as the intended, potential and actual consequences of these actions and measures for the success of the Takeover Offer, in particular all actions and measures relating to the registration of Unipro PJSC in the Register of Natural Monopolies and the resulting qualification of Unipro PJSC as a strategic investment under Russian law, as well as all related internal and external communication of the

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management board of Uniper SE, in particular any communication with Russian regulatory authorities, whether direct or indirect (via employees of Uniper SE and/or affiliates such as Unipro PJSC and/or external advisers of Uniper SE and/or affiliates such as Unipro PJSC).

The aim of the special audit is to identify any breaches of duty or infringements of the law by members of the management board of Uniper SE. In this context, potential claims for damages of Uniper SE against members of the management board are also to be identified and determined.

In order to clarify the above measures and actions of the management, the special auditor is hereby authorised to question individuals and to access all records of Uniper SE (including any records in electronic form) and its affiliates (including Unipro PJSC), in particular any correspondence (including in electronic form) between the management board and employees of Uniper SE and/or Unipro PJSC as well as between Uniper SE and Unipro PJSC and external advisers and/or regulatory authorities, insofar as the special auditor considers such questioning and access to be necessary in order to ensure a thorough audit. The special auditor is also to assess whether and to what extent documents (including in electronic form) relating to the subject matter of the special audit have been subsequently amended or removed and which individuals gave instructions relating to such amendments and/or removals."

## Reasons

The shareholder Cornwall (Luxembourg) S.à r.l., Luxembourg, states its reasons for the resolution proposal as follows:

"The purpose of the request is obvious from the subject matter of the resolution and from the resolution proposal. There are certain indications that members of the management board of Uniper SE tried to obstruct the success of the Takeover Offer, in this attempt breaching their duties and possibly causing damage to Uniper SE.

Among other things, there is reason to assume that the management board of Uniper SE performed certain actions in order to prevent clearance of the takeover under the Russian Strategic Investments Act, which was one of the offer conditions of the Takeover Offer. Unipro PJSC, the Russian subsidiary of Uniper SE, was registered in the Russian Register of Natural Monopolies with regard to its Surgut plant in January 2018, although Unipro PJSC had been operating this plant successfully for years without ever having been registered in the Register of Natural Monopolies or having applied for such registration. However, registration in this register had the potential to jeopardise the entire clearance process under the Russian Strategic Investments Act, and thus to prevent completion of the Takeover Offer. Moreover, Fortum Corporation recently published an announcement in which it expressly states: "We have come to understand that Uniper management has actively worked against the transaction in Russia, ...". Should these allegations prove to be true, such conduct would clearly conflict with the duty of the management board of Uniper SE to refrain from any action (except those specifically permitted by law) that could prevent the success of the offer."

Düsseldorf, May 2018  
The Management Board