

## **Annex 1 to the rules of procedure for the Supervisory Board of Uniper SE as of 20 January 2023**

- Concluding and terminating contracts for the procurement and supply of gas or electricity that could result in significant price dependency on a contracting party/region, and thus in a cluster risk for necessary replacement purchases in the case of supply failure. Such significant price dependency is to be assumed in particular if the fixed prices for the gas or electricity volume to be physically supplied under a particular contract that have been agreed on the basis of forward prices for the supply period for which prices have been fixed account for more than 20 % of the overall fixed-price procurement of gas or electricity for that period.
- Preparing, announcing and implementing the following measures, including insofar as they relate to acquisitions and disposals between Uniper and Relevant Group Companies (or between individual Relevant Group Companies) or the acquisition, establishment or disposal of Russian operations:
  - utilizing the Authorized Capital created under this Framework Agreement or any other authorized capital created;
  - adopting resolution proposals and implementing resolutions on other corporate actions (including the creation of authorized or conditional capital, capital reductions, the issuance of or authorization to issue convertible bonds or bonds with warrants or other instruments carrying conversion or option rights, the issuance of other subscription rights) and disposing of own shares;
  - buying back own shares or other financial instruments issued;
  - distributing dividends (does not apply at the level of the Relevant Group Companies);
  - implementing capital reductions; making coupon or interest payments which Uniper or the Relevant Group Company or other Group Companies which directly or indirectly benefit from Stabilization Measures is not legally obliged to make or not obliged to make at that time;
  - taking reorganisation measures (such as mergers, demergers, asset transfers or changes in legal form) (does not apply at the level of the Relevant Group Companies if no entity is involved in the reorganisation measure that is not Uniper itself or a Relevant Group Company);
  - concluding inter-company agreements in the sense of sections 291 and 292 AktG (analogously) or silent participations in each case with an entity that is not Uniper itself or a Relevant Group Company;
  - utilising funds from the Stabilization Measures for Group Companies other than the Relevant Group Companies;
  - performing financing measures which are not covered by supervisory board resolutions on financial plans and whose individual value exceeds €500,000,000.00; this does not apply to financing measures between Uniper and the Relevant Group Companies (or between individual Relevant Group Companies) in the context of ordinary intra-group financing;
  - terminating or repaying existing debt capital or hybrid capital financings early, or repurchasing debt capital or hybrid capital instruments;
  - acquiring and selling companies, shareholdings (including Group Companies that are not Relevant Group Companies) and leasing of business divisions (except for financial investments (also of Relevant Group Companies and other Group Companies which benefit from Stabilization Measures)) as well as other assets, providing that the fair market value or,

in the absence of fair market value, the book value of each individual transaction exceeds €300,000,000.00; this does not apply in the event of (i) acquisitions or sales between Uniper and Relevant Group Companies (or between individual Relevant Group Companies) or (ii) the acquisition, establishment or sale of Russian operations;

- imposing enforcement measures (in particular pledging of Gazprom Export's payment claims against companies based in the European Union or states belonging to the European Free Trade Association) on the basis of instruments obtained against Gazprom Export;
- commencing proceedings of any kind, whether before courts of law, national or international arbitration tribunals, which have political significance and are directed against a member state of the European Union;
- taking measures that, from Uniper's perspective, have or are sufficiently likely to have a material negative impact on securing the energy supply in the Federal Republic of Germany;
- amending the catalogue of measures and legal transactions requiring the approval of the supervisory board that is contained in the rules of procedure for the supervisory board.

- **Definitions**

- **Gazprom Export**

OOO Gazprom Export.

- **Authorized Capital**

Authorized capital pursuant to § 3 para 6 of the articles of association of the Company.

- **Group Companies**

All consolidated companies of the Uniper group in Germany and abroad, including companies having their registered office in Russia.

- **Relevant Group Companies**

Group Companies in which Uniper directly or indirectly holds 100% of the shares.

- **Stabilization Measures**

The Authorized Capital, including utilisation of the Authorized Capital by UBG Uniper Beteiligungsholding GmbH or an entity as described in section 29 (6) EnSiG subscribing new shares, together with the executed capital increase in the amount of €8,000,000,000.01 as well as any instruments to achieve the stabilization aim.

- **Uniper**

Uniper SE