

Declaration by the board of management and supervisory board of Uniper SE pursuant to section 161 of the German Stock Corporation Act (AktG) on the German Corporate Governance Code

Pursuant to section 161 (1) sentence 1 of the German Stock Corporation Act (Aktengesetz - AktG), the Board of Management and the Supervisory Board of Uniper SE shall declare annually that the recommendations of the "German Corporate Governance Code" have been and are being complied with, or which of the Code's recommendations are not being applied and why.

- I. Pursuant to section 161 of the German Stock Corporation Act (AktG), the Board of Management and the Supervisory Board of Uniper SE declare that since the last declaration of compliance was issued in January 2022 and updated in August 2022 Uniper SE ("the **company**") has complied with the recommendations of the "Government Commission on the German Corporate Governance Code" as amended on 16 December 2019, as published by the German Federal Ministry of Justice and Consumer Protection in the official part of the Federal Gazette on 20 March 2020 ("**GCGC 2019**") and the recommendations of the "Government Commission on the German Corporate Governance Code" as amended on 28 April 2022, as published by the German Federal Ministry of Justice in the official section of the Federal Gazette on 27 June 2022 ("**GCGC 2022**"), as set out below:
 1. According to Section F.2 second half sentence of GCGC 2022, the mandatory interim financial information shall be made publicly accessible within 45 days from the end of the reporting period.

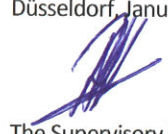
Uniper SE published its half-year report 2022 on 17 August 2022. The publication date is thus 48 days after the end of the reporting period, which ended on 30 June 2022, and does not comply with the publication deadline set out in clause F.2 second half sentence of the GCGC 2022.

Against the background of Uniper SE's negotiations with the German government and with Uniper's former majority shareholder Fortum Oyj on a stabilization package for Uniper, the actual effects of the individual elements of the stabilization package on Uniper SE's figures first had to be finally assessed. The publication of the half-year report 2022 therefore had to be postponed to 17 August 2022.
 2. According to the recommendation in section G.10 of the GCGC 2019/GCGC 2022, the variable remuneration amounts granted to the members of the Board of Management should be invested by them predominantly in shares of the company or granted accordingly on a share-based basis. The members of the Board of Management should only be able to dispose of the long-term variable grant amounts after four years.

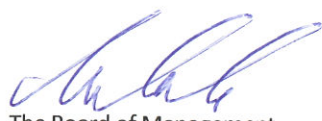
In March 2020, the Supervisory Board and the Board of Management adopted an ambitious strategy for Uniper, under which Uniper's fossil fuel businesses are to be decarbonized, thereby placing the business model on a stable sustainable foundation. Against this background, the variable remuneration granted to the Board of Management is linked to key indicators of financial performance, strategic transformation success and certain ESG criteria, in deviation from the above recommendation. In this way, the system sets the right incentives to increase medium and long-term performance in line with the company's new strategy.

The assessment period of the long-term variable remuneration at Uniper SE is three years, in line with the business cycle and corporate planning.
 3. The framework agreement between Uniper SE and the Federal Republic of Germany dated 19 December 2022 contains significant restrictions with regard to the remuneration of the Board of Management and, in particular, excludes variable remuneration within the meaning of section G of the GCGC 2022.
- II. The Board of Management and the Supervisory Board further declare that the recommendations of the GCGC 2022 will be complied with in the future, taking into account the restrictions described above in section I.3.

Düsseldorf, January 2023

A handwritten signature in blue ink, consisting of several overlapping, stylized strokes.

The Supervisory Board

A handwritten signature in blue ink, featuring a prominent, sweeping initial 'M' followed by several fluid, connected letters.

The Board of Management