



## Update of the Declaration of Compliance pursuant to Section 161 AktG from January 2023

In the context of their annual Declaration of Compliance pursuant to section 161 of the German Stock Corporation Act (AktG), the Board of Management and the Supervisory Board of Uniper SE declared in January 2023 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**"), with the exception of two deviations (Section F.2 2nd half-sentence GCGC 2022 and Section G.10 of GCGC 2019 / GCGC 2022).

At the same time, it had been pointed out that the framework agreement between Uniper SE and the Federal Republic of Germany dated 19 December 2022 contains significant restrictions with regard to the Board of Management remuneration and, in particular, excludes variable remuneration within the meaning of Section G of the GCGC 2022. Against this background, the Board of Management and the Supervisory Board have declared that the recommendations of the GCGC will be complied with in the future, taking these restrictions into account.

This statement is supplemented by updating as follows:

Recommendation B.3:

According to Section B.3 of the GCGC, the initial appointment of Management Board members shall be for a maximum of three years.

In deviation from this, the CEO Mr Michael Lewis has been appointed for a period of five years with effect from 24 March 2023. In the view of the Supervisory Board, an initial appointment of five years is in the best interest of the Company with regard to the qualifications and experience of Michael Lewis and the stabilization and implementation of long-term strategic decisions and objectives of the Company.

In all other respects, the Declaration of Compliance of January 2023 remains unchanged with the deviations stated therein.

Düsseldorf, March 2023

The Supervisory Board

The Board of Management