

The background features two large, light blue numbers, '2' and '3', positioned on the left and right sides respectively. They are rendered in a simple, rounded, sans-serif font.

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Invitation to the General Meeting

Annual General Meeting
of Uniper SE on 24 May 2023

Key financials of Uniper Group¹⁾

| In m € | 2022 | 2021 | +/-% |
|---|---------|---------|--------|
| Electricity sales (in bn kWh) | 288.9 | 412.9 | -30 |
| Gas volume sold (in bn kWh) | 1,661.5 | 2,258.5 | -26 |
| Sales | 274,121 | 162,968 | 68 |
| Adjusted EBIT | -10,859 | 955 | -1,237 |
| For informational purposes: Adjusted EBITDA | -10,175 | 1,512 | -773 |
| Adjusted Net Income | -7,386 | 743 | -1,094 |
| Net income/loss | -19,124 | -4,106 | 366 |
| Net income/loss attributable to the shareholders of Uniper SE | -18,979 | -4,169 | 355 |
| Investments | 552 | 589 | -6 |
| Operating cash flow ²⁾ | -15,637 | 3,296 | -574 |
| Net financial position | 629 | -1,969 | -132 |
| Economic net debt | 3,049 | 324 | 841 |
| Total equity | 4,422 | 6,788 | -35 |
| Total equity and liabilities | 121,477 | 128,397 | -5 |
| Employees as of the reporting date | 7,008 | 11,494 | -39 |

1) Due to the classification of the Russian Power Generation business division as discontinued operations in 2022, the comparative prior-year figures for the operating and financial indicators have also been restated for 2021.

2) Cash provided by operating activities of continuing operations according to the cash flow statement.

Note: Please see the 2022 Annual Report of Uniper for explanations and/or definitions regarding the financial and non-financial performance indicators of the Uniper Group.

Uniper SE
Düsseldorf

WKN: UNSE01
ISIN: DE000UNSE018, ISIN: DE000UNSE1N3

Invitation to the Annual General Meeting

Dear shareholders,

We hereby invite you to attend

the Annual General Meeting of Uniper SE

on 24 May 2023, 10:00 hours Central European Summer Time (hereinafter "**CEST**"), to be held **as a virtual General Meeting without the physical presence of the shareholders or their proxies** (with the exception of Company-appointed proxies).¹

The Management Board has decided, with the consent of the Supervisory Board and pursuant to section 26n para.1 of the German Introductory Act to the Stock Corporation Act (*Einführungsgesetz zum Aktiengesetz* – **EGAktG**)², that the General Meeting will be held as a

virtual General Meeting pursuant to section 118a para.1 sentence 1 of the German Stock Corporation Act (Aktiengesetz – "AktG")

without the shareholders or their proxies (with the exception of Company-appointed proxies) being physically present at the place of the General Meeting.

Shareholders and their proxies can electronically connect to the virtual General Meeting using the password-protected online service for shareholders of Uniper SE, which is available at:

www.uniper.energy/gm

and thus participate in the meeting. Shareholders of Uniper SE will be granted access to the password-protected online service by entering the required access data communicated to the shareholder or their proxy for this purpose.

Shareholders may exercise their voting rights by absentee voting either in written form (by letter or fax) or electronically (by e-mail or by entering their vote in the password-protected online service).

We ask our shareholders to pay particular attention to the additional information and notifications regarding the procedures of the meeting as well as the exercise of shareholders' rights contained in section V.

¹ The provisions applicable to stock corporations (*Aktiengesellschaften*) with their registered seat in Germany, in particular the provisions of the German Commercial Code (*Handelsgesetzbuch* – "**HGB**") and the German Stock Corporation Act, are also applicable to Uniper SE pursuant to art. 5, art. 9 para.1 letter c) ii), art. 53 as well as art. 61 of Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European company (SE) (hereinafter the "**SE Regulation**") unless determined otherwise by more specific regulations, in particular the SE Regulation.

² Please note that this is merely a translation of the invitation to the General Meeting of Uniper SE, which was issued in German. Only the German version of the invitation is legally binding. This translation is provided to shareholders for convenience purposes only. No warranty is made as to the accuracy of this translation and Uniper SE assumes no liability with respect thereto.

I. Agenda

1. Presentation of the adopted annual financial statements for Uniper SE and the approved consolidated financial statements for the Uniper Group for financial year 2022, together with the combined management report for Uniper SE and the Uniper Group for financial year 2022 and the report of the Supervisory Board

On 16 February 2023, the Supervisory Board approved the annual financial statements and the consolidated financial statements prepared by the Management Board, thereby adopting the annual financial statements. According to statutory law no resolution by the General Meeting is required. The documents specified under this agenda item (including the explanatory report by the Management Board regarding the statements pursuant to section 289a and section 315a HGB) are presented to the General Meeting. The documents are available online at

www.uniper.energy/gm

as of the date on which the invitation to the General Meeting is issued.

2. Resolution on the discharge (*Entlastung*) of the members of Uniper SE's Management Board for financial year 2022

The Supervisory Board and the Management Board propose to discharge the members of the Management Board of Uniper SE who were in office in financial year 2022 for such period:

- a) Prof Dr Klaus-Dieter Maubach
- b) Mr David Bryson
- c) Mr Niek den Hollander
- d) Ms Tiina Tuomela

It is intended to have the General Meeting resolve on the discharge of the members of the Management Board by way of separate voting.

3. Resolution on the discharge (*Entlastung*) of the members of Uniper SE's Supervisory Board for financial year 2022

The Supervisory Board and the Management Board propose to discharge the members of the Supervisory Board of Uniper SE who were in office in financial year 2022 for such period:

- a) Mr Thomas Blades
- b) Mr Markus Rauramo
- c) Mr Oliver Biniek
- d) Prof Dr Werner Brinker
- e) Ms Judith Buss
- f) Dr Jutta Dönges
- g) Mr Holger Grzella
- h) Dr Bernhard Günther
- i) Mr Esa Hyvärinen
- j) Ms Barbara Jagodzinski
- k) Ms Diana Kirschner
- l) Ms Victoria Kulambi
- m) Mr André Muilwijk
- n) Mr Magnus Notini
- o) Mr Immo Schlepper
- p) Mr Harald Seegatz
- q) Dr Marcus Schenck
- r) Ms Nora Steiner-Forsberg
- s) Prof Dr Ines Zenke

It is intended to have the General Meeting resolve on the discharge of the members of the Supervisory Board by way of separate voting.

4. Resolution on the appointment of the auditor for the annual financial statements and the consolidated financial statements as well as appointment of the auditor for a potential auditor's review of condensed financial statements and interim management reports

The Supervisory Board proposes, based upon the recommendation by the Audit and Risk Committee, to resolve that the PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Düsseldorf, is appointed:

- a) as auditor of the annual financial statements and consolidated financial statements for the financial year 2023; and
- b) as auditor for any potential review of abbreviated financial statements and interim management reports for the financial year 2023; and
- c) as auditor for any potential review of the condensed financial statement and the interim management report for the first quarter of the financial year 2024 which is issued before the Annual General Meeting in 2024.

5. Resolution on elections to the Supervisory Board

On 21 December 2022, each of Mr Markus Rauramo, Dr Bernhard Günther, Mr Esa Hyvärinen and Ms Nora Steiner-Forsberg resigned from his/her office as member of the Supervisory Board with effect as of the end of 21 December 2022. At the request of the Management Board of Uniper SE, Mr Thomas Blades, Dr Jutta Dönges, Dr Marcus Schenck and Prof Dr Ines Zenke were appointed as shareholder representatives to the Supervisory Board by the Local Court (*Amtsgericht*) of Düsseldorf.

With effect as of the end of 28 February 2023, Dr Jutta Dönges resigned from her office as member of the Supervisory Board of Uniper SE. She was appointed member of the Management Board of Uniper SE with effect as of 1 March 2023. On 21 March 2023, Dr Gerhard Holtmeier was appointed as shareholder representative to the Supervisory Board by the Local Court of Düsseldorf at the request of the Management Board.

The Supervisory Board of Uniper SE consists of twelve members according to article 40 para. 3 SE Regulation, section 17 of the German Act implementing the SE Regulation (*SE-Ausführungsgesetz* – hereinafter "**SEAG**"), section 21 para. 3 of the German Act on the Involvement of Employees in a European Company (*SE-Beteiligungsgesetz* – "**SEBG**"), part 2 clause 2 of the Agreement on Employee Participation in Uniper SE dated 12 January 2016 (hereinafter "**Participation Agreement**") and section 8 para.1 of Uniper SE's Articles of Association.

According to the current version of section 8 para. 2 of Uniper SE's Articles of Association, six members are elected by the General Meeting and six further members are elected by the employees in accordance with the election procedure stipulated in the Participation Agreement. According to section 17 para. 2 of the SEAG, at least four members of the total twelve members must be women and at least four members must be men. In addition, according to part 2 clause 3.4 of the Participation Agreement, at least two of the six members elected by the shareholders and at least two of the six members elected by the employees must be women and at least two must be men in each case.

Following the election of the currently incumbent members of the Supervisory Board, Mr Thomas Blades, Dr Gerhard Holtmeier, Dr Marcus Schenck and Prof Dr Ines Zenke, the requirements for the election of Supervisory Board members continue to be satisfied.

The Federal Government's appointment right will only take effect once the amendments to the Articles of Association proposed under agenda item 6 have been registered in the commercial register. Prof Dr Ines Zenke and Dr Gerhard Holtmeier were nominated by the Federal Government.

The Supervisory Board proposes – based on the recommendation by the Nomination Committee – the election of the following persons to the Supervisory Board:

- a) Mr Thomas Blades
Self-employed as consultant, Munich, Germany
Munich, Germany

- b) Dr Gerhard Holtmeier
Lawyer, Starnberg and Berlin, Germany
Managing Director of UBG Uniper Beteiligungsholding GmbH, Berlin, Germany
Starnberg, Germany

- c) Dr Marcus Schenck
Member of the Global Management Committee Financial Advisory, Lazard, Head of Germany, Austria,
Switzerland; Munich, Germany
Munich, Germany

- d) Prof Dr Ines Zenke
Lawyer at law firm Becker Büttner Held, Berlin, Germany
Berlin, Germany

Each election will become effective in line with the current version of section 8 paras 3 and 4 of the Articles of Association of Uniper SE (which will in future become section 8 paras 6 and 7 of the Articles of Association of Uniper SE, see agenda item 6) upon the close of the Annual General Meeting on 24 May 2023 for the remainder of the term of office of the members of the Supervisory Board who resigned with effect as of the end of 21 December 2022, i.e. for a term until the close of the General Meeting resolving on discharge in respect of the third financial year after their election, with the financial year in which the election takes place not being taken into account, and for a maximum period of six years.

The Supervisory Board's election proposals, in particular, take account of the targets for its composition as resolved by the Supervisory Board of Uniper SE and aim at fulfilling the competency profile developed by the Supervisory Board for the board as a whole.

In the assessment of the Supervisory Board, Mr Thomas Blades, Dr Marcus Schenck and Prof Dr Ines Zenke have no personal or business relationship to Uniper SE or its group companies, the executive bodies of Uniper SE or a shareholder holding a material interest in Uniper SE which would be subject to disclosure to the General Meeting in accordance with recommendation C. 13 of the German Corporate Governance Code (*Deutscher Corporate Governance Code*, hereinafter "**DCGK**"). In the assessment of the Supervisory Board, Mr Thomas Blades and Dr Marcus Schenck are independent within the meaning of the DCGK. Dr Gerhard Holtmeier and Prof Dr Ines Zenke were nominated by the Federal Government and thus they are not independent of the Federal Government. Furthermore, Dr Gerhard Holtmeier as Managing Director of UBG Uniper Beteiligungsholding GmbH, whose shares are held by the Federal Ministry of Finance and therefore by the Federal Republic of Germany, has a business relationship to the Federal Government.

All members of the Supervisory Board will ensure that they have sufficient time available to execute their duties.

The General Meeting will decide on the election of the members to the Supervisory Board by way of separate voting.

Section II. "Additional information to agenda item 5 – Information concerning the election of Supervisory Board members", which is appended to this agenda, contains the curricula vitae of the candidates nominated for election, together with further information. This data is also available on the internet at

www.uniper.energy/gm-service.

6. Resolution on the amendment to section 8 of the Articles of Association (appointment right)

The Framework Agreement on Stabilization Measures pursuant to the German Energy Security Act (*Energiesicherungsgesetz* – “**EnSiG**”) concluded between Uniper SE and the Federal Republic of Germany on 19 December 2022 provides for the Federal Government’s acquisition entity, UBG Uniper Beteiligungsholding GmbH, having its registered office in Berlin, to have a right to appoint up to two members of the shareholder representatives on the Supervisory Board of Uniper SE. This right is to be included in Uniper SE’s Articles of Association.

The Supervisory Board and the Management Board propose to resolve as follows:

Section 8 of the Articles of Association is to be restated as follows (amendments underlined for clarity in this invitation only):

“§ 8

- (1) The Supervisory Board comprises of twelve members.
- (2) Four members and up to two additional members, if the Appointing Government Entity (as defined in paragraph 3) does not exercise its right of appointment under paragraph 4 sentence 2, are being elected by the General Meeting, which is not bound by election proposals.
- (3) Up to two members are appointed by UBG Uniper Beteiligungsholding GmbH, having its registered office in Berlin, (or its legal successor or the government entity or any other person specified by the Federal Republic of Germany pursuant to section 29 para. 6 EnSiG holding the shares in the Company from time to time) (in each case the Appointing Government Entity) to the Company’s Supervisory Board. If the term of office of any appointed member ends prematurely, the Appointing Government Entity may appoint another member.
- (4) The right of appointment is only deemed validly exercised if the exercise is declared to the Company in written form (section 126 of the German Civil Code (*Bürgerliches Gesetzbuch* – BGB) or in text form (section 126b BGB). The Appointing Government Entity may, by notice in written form (section 126 BGB) or in text form (section 126b BGB) to be given no less than seventy-five days before the last possible day for convening the General Meeting by announcement in the German Federal Gazette (*Bundesanzeiger*), announce that it will not exercise its appointment right; this can also be done in relation to only one member to be appointed and/or for a shorter period than the term of office.
- (5) Another six members are to be elected as employee representatives by the SE-Works Council according to the respective current version of the agreement on arrangements for employee involvement in Uniper SE (*Beteiligungsvereinbarung*) concluded in accordance with the Act on the involvement of employees in a European Company (*SE-Beteiligungsgesetz* – *SEBG*).
- (6) The members of the Supervisory Board are elected for a term until the close of the General Meeting resolving on the discharge (*Entlastung*) in respect of the fourth financial year after their election, with the financial year in which the election takes place not being taken into account, and in any case for a maximum period of six years. The General Meeting may resolve on a deviating, shorter term of office. Reappointments are permissible. The same applies in respect of appointments pursuant to section 8 para. 3 of the articles of association.
- (7) Elections of substitute members are made for the remainder of the term of office of the member who has left the board. The same applies in respect of appointments pursuant to section 8 para. 3 of the articles of association.
- (8) Any member of the Supervisory Board may resign from office with two weeks’ notice by a written declaration addressed to the Chairman of the Supervisory Board. The resignation can be declared with immediate effect for good cause.”

A copy of the Articles of Association in which the amendments proposed in agenda items 6 and 7 have been highlighted is available for inspection on the Company’s website at

www.uniper.energy/gm.

7. Resolution on the amendment to sections 17, 18 and 19 of the Articles of Association (virtual general meeting, participation of Supervisory Board members at general meetings)

Following the German Act Introducing Virtual General Meetings for Stock Corporations and Amending Regulations under Cooperative, Insolvency and Restructuring Legislation passed on 20 July 2022 (BGBl., 26 July 2022, pp. 1166 et seq.; "Act Introducing Virtual General Meetings for Stock Corporations"), the Articles of Association may provide for or authorize the Management Board to provide for the General Meeting to take place without the shareholders or their proxies being physically present at the place of the General Meeting (virtual general meeting, section 118a AktG).

The Management Board and Supervisory Board are of the opinion that the Company should in future have the flexibility to hold its General Meetings either as physical or as virtual meetings.

The Management Board will, however, consider both options before each General Meeting, taking shareholders' views into account and decide on the format of the General Meeting in the best interests of the Company and the shareholders. The aim is to ensure efficient and broadreaching communication with the shareholders.

Moreover, it is in future to be ensured that members of the Supervisory Board will have the option on consultation with the Chairman of the Supervisory Board to participate in the General Meeting via audiovisual link, subject to certain conditions, rather than being physically present at the place of the General Meeting.

The Supervisory Board and the Management Board propose to resolve as follows:

- a) The existing section 17 is to be restated as section 17 para.1 and the following para. 2 is to be added:

"(2) The Board of Management is authorised for a period ending on 23 May 2028 to determine that the meeting is to be held without the shareholders or their proxies being present at the place of the General Meeting (virtual General Meeting). The conditions to be met when holding a virtual General Meeting and further details on the format, as well as the possible format options and the relevant requirements, are set out in the AktG. Any intention to deploy this procedure and the provisions made for it must be announced when the General Meeting is convened."
- b) Section 18 of the Articles of Association is supplemented by the following para. 4:

"(4) Members of the Supervisory Board may participate in the General Meeting via audiovisual link if the General Meeting is held as a virtual General Meeting without the shareholders or their proxies being physically present at the place of the General Meeting; this does not apply to the chairman of the General Meeting, insofar as such person is a member of the Supervisory Board."
- c) Section 19 para. 3 of the Articles of Association is to be restated as follows (amendments underlined for clarity in this invitation only):

"(3) The Chairman of the General Meeting may reasonably restrict, in terms of time, the right of shareholders to put questions, to submit enquiries and to speak. At the beginning or in the course of the General Meeting, he may, in particular, determine an appropriate framework, in terms of time, for both the course of the General Meeting and the discussion on individual items on the agenda as well as for individual questions, enquiries and speaking contributions. In determining the time available for the individual questions, enquiries and speaking contributions, the Chairman of the General Meeting may distinguish between first and repeated contributions and in accordance with further appropriate criteria."

A copy of the Articles of Association in which the amendments proposed in agenda items 6 and 7 have been highlighted is available for inspection on the Company's website at

www.uniper.energy/gm.

8. Resolution on approving the compensation report for financial year 2022

Pursuant to section 162 AktG, the Management Board and Supervisory Board must prepare a report on the compensation granted and owed by the Company and by enterprises belonging to the same group (section 290 HGB) to each individual current or former member of the Management Board and Supervisory Board in the past financial year.

The compensation report pursuant to section 162 AktG was reviewed by the auditor. The auditor must review whether all legally required disclosures have been made in the compensation report. The auditor must prepare a report on the audit of the compensation report (section 162 para. 3 AktG).

The Supervisory Board and the Management Board propose to resolve as follows:

The General Meeting approves the compensation report for the financial year ending 31 December 2022 which has been appended to this agenda for the General Meeting under section III. "Additional information to agenda item 8 – Compensation report pursuant to section 162 AktG".

The compensation report is also available on the internet at

www.uniper.energy/gm.

9. Resolution on approving the Management Board compensation system

Section 120a para. 1 AktG stipulates that the general meeting of a listed company must resolve on the approval of the compensation system for management board members submitted by the supervisory board in the event of any material changes, but at least every four years.

The General Meeting most recently resolved on the compensation system for the Management Board members of Uniper SE on 19 May 2021. Based on the preparatory work done by its Executive Committee, the Supervisory Board resolved on 30 March 2023 to replace the compensation system for Management Board members submitted for approval to the 2021 General Meeting with a revised compensation system.

The new compensation system shall come into force retrospectively as of 1 January 2023 and remain in effect as long as the restraints for the remuneration in connection with the stabilization measures with the Federal Republic of Germany are applicable. In particular, there is no entitlement to performance-related compensation (annual bonus and long term incentive). With the elimination of the variable compensation all provisions resulting from it are also cancelled, e.g. malus and clawback provisions. Further, the compensation system does neither provide for a severance payment nor a special termination right in case of a change of control (change of control event). For twelve months, the compensation will be paid at the end of each month amounting to one-twelfth of the annual fixed compensation. For the chief executive officer the maximum compensation is set at € 2.0 million, for the ordinary members of the Management Board at € 1.4 million.

The amendments have been necessitated by corresponding provisions in the Framework Agreement on Stabilization Measures pursuant to EnSiG concluded between Uniper SE and the Federal Republic of Germany on 19 December 2022.

A description of the compensation system agreed for members of the Company's Management Board is provided in section IV. "Additional information on agenda item 9 – Compensation plan for the Management Board of Uniper SE pursuant to section 87a AktG"; which is appended to this agenda.

The description is also available on the internet at

www.uniper.energy/gm.

The Supervisory Board proposes to resolve as follows:

The General Meeting approves the compensation system for the Management Board resolved by the Supervisory Board with effect as of 1 January 2023.

II. Additional information on agenda item 5 – Information concerning the election of Supervisory Board members

Regarding agenda item 5a): Further information regarding Mr Thomas Blades

Self-employed as consultant, Munich, Germany
Place of residence: Munich, Germany
Year of birth: 1956

Curriculum vitae of Mr Thomas Blades:

Education:

1975–1978 Electrical Engineering Studies, University of Salford, United Kingdom, and
Ecole Centrale de Lyon, France

Career:

1978–1982 Field Engineer at Schlumberger, North Sea, Germany and Europe

1982–1984 Manager at Schlumberger, Diepholz, Germany

1984–1986 District Manager at Schlumberger, Teheran, Iran

1986–1986 Marketing Staff Middle East at Schlumberger, Dubai, United Arab Emirates

1986–1987 District Manager Borneo at Schlumberger, Seria, Brunei

1987–1989 Human Resource Director Europe at Schlumberger, London, United Kingdom

1989–1991 Division Manager Middle East at Schlumberger, Dhahran, Saudi Arabia

1991–1993 President at Prakla Seismos AG, Hannover, Germany

1993–1996 Vice President & General Manager at Schlumberger/Geco Prakla, London,
United Kingdom, and Dubai, United Arab Emirates

1996–1997 COO & Executive Vice President at NUMAR Corporation, Houston, USA

1997–1998 Executive Vice President at Halliburton, Houston, USA

1998–2003 President & CEO at Spectro, Kleve, Germany

2004–2008 President & CEO at CHOREN Industries, Hamburg and Freiberg, Germany

2009–2012 CEO at Siemens Energy Oil & Gas Division, Germany, and Abu Dhabi, United Arab Emirates

2012–2016 Member of the Board of Management at Linde AG, Munich, Germany

2016–2021 CEO at Bilfinger SE, Mannheim, Germany

Since 2021 Self-employed as consultant, Munich, Germany

Mr Thomas Blades is member of other supervisory boards which are to be established pursuant to statutory law at the companies set forth below or of comparable domestic and foreign supervisory bodies of business enterprises as follows:

Memberships in other supervisory boards which are to be established pursuant to statutory law:

- None

Memberships in comparable domestic and foreign supervisory bodies of business enterprises:

- Member of the Supervisory Board at Polygon International AB, Stockholm, Sweden
- Chairman of the Advisory Board at North-Star Shipping Ltd, Aberdeen, United Kingdom

Overview of material activities in addition to the Supervisory Board mandate:

- None

Personal and business relationships to Uniper SE, its executive bodies or a shareholder holding a major interest in the Company relevant for the shareholders' decision regarding the election:

- None

Regarding agenda item 5b): Further information regarding Dr Gerhard Holtmeier

Lawyer, Starnberg and Berlin, Germany
Managing Director of UBG Uniper Beteiligungsholding GmbH, Berlin, Germany
Place of residence: Starnberg, Germany
Year of birth: 1963

Curriculum vitae of Dr Gerhard Holtmeier:

Education:

1983–1989 1st State Examination Law, University of Freiburg, Germany
1989–1992 Doctorate, Dr. iur., University of Freiburg, Germany
1991 2nd State Examination Law, Stuttgart, Germany

Career:

1992–1994 Head of gas-sales departments in the Directorates North and West at Ruhrgas AG, Essen, Germany
1995–1999 Assistant to the Executive Board Head at Ruhrgas Energie Beteiligungs-AG (RGE), Essen, Germany
Since 1998 Lawyer, Starnberg, and branch office in Berlin, both Germany
2000–2007 Managing Director Investment Banking (M&A) “Energy/Public Sector”, at Sal. Oppenheim jr. & Cie. KGaA, Cologne, Germany
2007–2009 Member of the Board of Directors (Sales and Technology (grid)) at VNG-Verbundnetz Gas AG, Leipzig, Germany
2010–2017 Member of the Board of Directors at Thüga AG, Munich,
Member of the Board of Directors at Contigas Deutsche Energie AG, Munich,
Member of the Board of Directors at Thüga Holding GmbH & co. KGaA, Munich, Germany
2018–2021 Chief Executive Officer (CEO) at GASAG AG, Berlin, Germany
Since 2019 Board member at enreg., Institute for Energy and Regulatory Law, Berlin, Germany
Since 2021 Member of the Advisory Council at Zukunft Gas e.V., Berlin, Germany
Since 2022 Managing Director of UBG Uniper Beteiligungsholding GmbH, Berlin, Germany

Dr Gerhard Holtmeier is member of other supervisory boards which are to be established pursuant to statutory law at the companies set forth below or of comparable domestic and foreign supervisory bodies of business enterprises as follows:

Memberships in other supervisory boards which are to be established pursuant to statutory law:

- None

Memberships in comparable domestic and foreign supervisory bodies of business enterprises:

- None

Overview of material activities in addition to the Supervisory Board mandate:

- Board member at enreg., Institute for Energy and Regulatory Law, Berlin, Germany
- Member of the Advisory Council at Zukunft Gas e.V., Berlin, Germany
- Managing Director of UBG Uniper Beteiligungsholding GmbH, Berlin, Germany

Personal and business relationships to Uniper SE, its executive bodies or a shareholder holding a major interest in the Company relevant for the shareholders' decision regarding the election:

- Dr Gerhard Holtmeier was proposed by the Federal Government to the Supervisory Board. He is a managing director of UBG Uniper Beteiligungsholding GmbH, the majority shareholder of Uniper SE, whose shares are held by the Federal Government.

Regarding agenda item 5c): Further information regarding Dr Marcus Schenck

Member of the Global Management Committee for Financial Advisory, Lazard, Head of Germany, Austria, Switzerland, Munich, Germany
Place of residence: Munich, Germany
Year of birth: 1965

Curriculum vitae of Dr Marcus Schenck:

Education:

1985–1991 Studied economics at the University of Bonn, Germany, and Berkeley, USA
1993–1995 Dr. rer. pol. at Cologne University, Cologne, Germany

Career:

1991–1996 Consultant at McKinsey & Company, Cologne, Germany
1997–2006 Partner at Goldman Sachs Group Inc., Frankfurt am Main, Germany
2006–2013 CFO at E.ON SE, Düsseldorf, Germany
2013–2014 Partner at Goldman Sachs Group Inc., London, United Kingdom
2015–2018 CFO, later Deputy CEO and Co-Head Corporate and Investment Bank, Deutsche Bank AG, Frankfurt am Main, Germany
2019–2022 Partner at Perella Weinberg Partners, Munich, Germany
Since 2022 Member of the Global Management Committee for Financial Advisory, Lazard, Head of Germany, Austria, Switzerland, Munich, Germany

Dr Marcus Schenck is member of other supervisory boards which are to be established pursuant to statutory law at the companies set forth below or of comparable domestic and foreign supervisory bodies of business enterprises as follows:

Memberships in other supervisory boards which are to be established pursuant to statutory law:

- Encavis AG, Hamburg, Germany (member of the supervisory board)

Memberships in comparable domestic and foreign supervisory bodies of business enterprises:

- None

Overview of material activities in addition to the Supervisory Board mandate:

- Member of the Global Management Committee for Financial Advisory, Lazard, Head of Germany, Austria, Switzerland, Munich, Germany

Personal and business relationships to Uniper SE, its executive bodies or a shareholder holding a major interest in the Company relevant for the shareholders' decision regarding the election:

- None

Regarding agenda item 5d): Further information regarding Prof Dr Ines Zenke

Lawyer at the law firm Becker Büttner Held, Berlin, Germany
Place of residence: Berlin, Germany
Year of birth: 1971

Curriculum vitae of Prof Dr Ines Zenke:

Education:

1990–1995 Studies of law at Humboldt University of Berlin, Berlin, Germany
1995–1998 Research Associate at the law firm Becker Büttner Held, Berlin, Germany
1998 Doctorate (energy law) at Humboldt University of Berlin, Berlin, Germany
Since 2011 Specialist Lawyer for Administrative Law, Germany

Career:

Since 1999 Lawyer at the law firm Becker Büttner Held, Berlin, Germany
Since 2002 Equity Partner of the law firm Becker Büttner Held, Berlin, Germany
2013–2018 Lecturer in the field of “infrastructure law and management” at Eberswalde University for Sustainable Development, Eberswalde, Germany
2015–2016 Ordinary member of the “Commission for the Review of the Financing of the Nuclear Phase-out” (“*Kommission zur Überprüfung der Finanzierung des Kernenergieausstiegs*”) of the German Federal Government, Berlin, Germany
Since 2015 Founding member and Vice President of Wirtschaftsforum der SPD e.V., since 2021 President, Berlin, Germany
Since 2018 Honorary Professor in the field of “infrastructure law and management” at Eberswalde University for Sustainable Development, Eberswalde, Germany
Since 2021 Board member of Bundesverband der Wirtschaftskanzleien e.V., Berlin, Germany

Prof Dr Ines Zenke is member of other supervisory boards which are to be established pursuant to statutory law at the companies set forth below or of comparable domestic and foreign supervisory bodies of business enterprises as follows:

Memberships in other supervisory boards which are to be established pursuant to statutory law:

- None

Memberships in comparable domestic and foreign supervisory bodies of business enterprises:

- Member of the supervisory board of frischli Milchwerke GmbH, Rehburg-Loccum, Germany

Overview of material activities in addition to the Supervisory Board mandate:

- President of Wirtschaftsforum der SPD e.V., Berlin, Germany
- Board member of Bundesverband der Wirtschaftskanzleien e.V., Berlin, Germany

Personal and business relationships to Uniper SE, its executive bodies or a shareholder holding a major interest in the Company relevant for the shareholders' decision regarding the election:

- Prof Dr Ines Zenke was proposed by the Federal Government to the Supervisory Board.

III. Additional information on agenda item 8 – Compensation report pursuant to section 162 AktG

Compensation Report pursuant to Section 162 of the German Stock Corporation Act

The compensation report prepared by the Board of Management and the Supervisory Board of Uniper SE in accordance with Section 162 of the German Stock Corporation Act (*Aktiengesetz*, "AktG") presents the basic features of the compensation plans for members of the Board of Management and of the Supervisory Board, and it provides information about the individuals who were current or former members of the Board of Management and of the Supervisory Board in the 2022 fiscal year and about the compensation granted and owed to them.

The compensation report has been audited – both formally and in terms of content – by PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft beyond the requirements of Section 162 (3) AktG. The compensation report and the enclosed report on the audit of the compensation report are published on Uniper SE's website at [Compensation | Uniper]. As provided for by Section 120a (4) AktG, the compensation report will be submitted for approval to the Annual General Meeting of Uniper SE on May 24, 2023.

The Board of Management and the Supervisory Board submitted the compensation report prepared pursuant to Section 162 AktG for the 2021 fiscal year to the Annual General Meeting on May 18, 2022, for a shareholder resolution on its approval, which was granted with 98.20% of the vote. The Board of Management and the Supervisory Board see this clear vote in favor as confirmation that the format and content of compensation reporting has strong approval from shareholders, and the existing structure as well as the high level of transparency will therefore be maintained.

1. Custom-Tailored Solution for the Stabilization of Uniper, Personnel Changes on the Supervisory Board in Fiscal 2022

Measures for Financial Stabilization of the Uniper Group

On July 22, 2022, the German federal government, Uniper SE and Fortum Oyj had agreed on the key points of a stabilization package for Uniper. Given further developments, including the increased curtailments of gas supply from Russia since the end of July 2022, it ultimately became necessary to amend the agreement of July 22, 2022. That is why, on September 21, 2022, the German federal government, Fortum and Uniper SE agreed on an amended stabilization package, again in the form of a term sheet, which cancelled and replaced the agreement of July 22, 2022, and on a correspondingly changed transaction structure for the stabilization of Uniper.

In addition to short-term liquidity financing by the state-owned bank KfW and an € 8 billion equity interest to be held by the German state, the package had provided for the introduction of a gas procurement surcharge to compensate 90% of Uniper's losses due to Russian gas supply curtailments from October 1, 2022. On September 30, 2022, the German government announced that gas procurement surcharge would not be implemented as planned, and that a custom-tailored solution to secure the financial stability of the affected enterprises would take its place. This custom-tailored solution for Uniper would comprise:

- Implementation of a cash capital increase of € 8 billion at an issue price of € 1.70 per share, excluding shareholders' subscription rights, to be subscribed exclusively by the Federal Republic of Germany
- Creation of authorized capital of up to € 25 billion by issuing new shares against cash and/or non-cash contributions ("Authorized Capital") at an issue price of € 1.70 per share, excluding shareholders' subscription rights and admitting only the Federal Republic of Germany or an entity of the Federal Republic of Germany (cf. Section 29 (6) of the German Energy Security Act ("EnSiG")) to subscribe to the new shares, in order to partially restore the equity weakened by further losses in 2022, 2023 and 2024, particularly in connection with the procurement of replacement volumes of gas due to Russian gas supply curtailments

- Utilization of the Authorized Capital in tranches, with the first tranche to have been used for a cash capital increase before the end of 2022
- Interim financing to be provided by KfW in the required amount until the implementation of the respective capital increase from Authorized Capital

It had additionally been planned that the Federal Republic of Germany would acquire the Uniper shares then held by Fortum for €1.70 per share.

On December 19, 2022, the German federal government and Uniper SE concluded a framework agreement to specify in concrete terms the measures to stabilize Uniper agreed between the German government, Uniper and Fortum on September 21, 2022 ("Framework Agreement").

Resolutions on the implementation of the € 8 billion cash capital increase and the creation of the specified Authorized Capital were submitted for adoption to the Extraordinary General Meeting of Uniper SE on December 19, 2022, which approved the measures. Still in December 2022, the capital increase was subscribed exclusively by the Federal Republic of Germany, resulting in the German state holding an ownership interest in Uniper of roughly 93%. Through the acquisition of the Uniper shares from Fortum and the partial utilization of the Authorized Capital in the amount of roughly € 5.5 billion and the subscription of the new shares exclusively by the Federal Republic of Germany, the German state ultimately secured an ownership interest in Uniper SE of roughly 99% at year-end.

Against the background of the KfW loan being drawn down in early 2022, the members of the Board of Management have agreed to waive the annual bonus for the financial year 2022. In addition, the above-mentioned framework agreement concluded between the Federal Government of Germany and Uniper SE on December 19, 2022 provides for provisions regarding the compensation of the Board of Management and the Supervisory Board. Among other things, it provides that Section 29 (1a) EnSiG shall apply to the compensation of Uniper SE's Board of Management and Supervisory Board. These provisions of the Framework Agreement entail restrictions on the compensation of members of Uniper's Board of Management ("Compensation Restrictions").

Pursuant to these restrictions, Uniper will ensure that as long as at least 75% of the stabilization measure has not been repaid,

- (a) no entitlement to compensation will be granted, i.e., promised or paid out, or established or promised in conditional or other form, to any member of key management (including any corporate group payments in the case of dual employment at another group company) beyond the fixed salary of that member as of December 31, 2021. For persons who become members of Uniper's executive management (or whose responsibilities within executive management change) after that date, the maximum compensation is set at the fixed salary of executive management members having the same level of responsibility as of December 31, 2021. This provision applies subject to conflicting mandatory statutory obligations of the company;
- (b) (a) no bonuses, other variable or other comparable compensation components, (b) no remuneration components in addition to the fixed remuneration within the meaning of Sec. 87 (1) Sentence 1 AktG and (c) no discretionary special (including share-based) payments, gifts, premiums or compensation components or legally non-mandatory severance payments, will be granted, i.e., promised or paid out, or established or promised in conditional or other form, to members of executive management (in each case including any corporate group payments in the case of dual employment at another group company).

"Members of executive management" means the members of Uniper SE's Board of Management at the respective point in time.

A right to compensation for members of a supervisory or advisory board or of other corporate governing bodies of Uniper SE may also arise only in the form of fixed compensation. The provisions in (b) above apply accordingly.

According to Section 87a (2), sentence 1, AktG, the Supervisory Board shall fix the compensation of the Board of Management members in line with a compensation plan submitted to the General Meeting for approval. The compensation plan approved at the Annual General Meeting on May 19, 2021, with 97.65% of the vote provides for performance-based compensation for the members of the Board of

Management in the form of an annual bonus and a Performance Cash Plan. Prior to the 2021 fiscal year, Supervisory Board members had additionally received a component of 20% of their compensation in the form of virtual shares. Supervisory Board members serving at that time therefore still hold virtual shares that have not yet been paid out. Based on the Compensation Restrictions mentioned above, performance-based compensation for governing bodies may not be promised or paid out, or established or promised in conditional or other form; accordingly, they are excluded for the 2022 fiscal year. In addition, the members of the Board of Management already waived their annual bonus for the 2022 financial year in spring 2022 against the background of the KfW loan being drawn down in early 2022. Both events each constitutes a temporary deviation from the compensation plan for the members of the Board of Management pursuant to Section 87a (2), sentence 2, AktG. The deviation has been caused by extraordinary, unforeseeable developments, and it is necessary for the Uniper Group's long-term survival given the Company's current economic situation. It was a prerequisite for the drawdown of the KfW facility and for the stabilization package to be granted, and it particularly affects the performance-based compensation components and to the resulting material change in the compensation structure.

Personnel Changes on the Board of Management and the Supervisory Board, Formation of Committees on the Supervisory Board

Effective November 1, 2022, David Bryson's appointment as Chief Operating Officer was extended by 3 years through October 31, 2025.

The terms of office of the shareholder representatives on the Supervisory Board ended at the close of the Annual General Meeting on May 18, 2022. At the Annual General Meeting on May 18, 2022, Markus Rauramo, Dr. Bernhard Günther, Prof. Dr. Werner Brinker, Judith Buss, Esa Hyvärinen and Nora Steiner-Forsberg were elected to the Supervisory Board as shareholder representatives. They were initially elected in accordance with Section 8 (3) of the Articles of Association of Uniper SE effective from the close of the Annual General Meeting of May 18, 2022, through the close of the General Meeting resolving on their discharge for the fourth fiscal year after their election. Among the employee representatives, Oliver Biniek, Barbara Jagodzinski and André Mulwijk departed from the Supervisory Board on May 18, 2022. Holger Grzella, Diana Kirschner and Magnus Notini had already been elected to the Supervisory Board as new employee representatives at the Uniper SE Works Council meeting on March 22, 2022, effective from the close of the Annual General Meeting on May 18, 2022.

In addition, in line with Uniper's strategic orientation, a Sustainability Committee was established. The following members were appointed to the new committee: Prof. Dr. Werner Brinker (chair), Magnus Notini (vice chair), Victoria Kulambi and Nora Steiner-Forsberg.

Against the backdrop of the (indirect) acquisition by the Federal Republic of Germany of a majority interest in Uniper resolved at the Extraordinary General Meeting of December 19, 2022, the Supervisory Board members Markus Rauramo, Nora Steiner-Forsberg, Esa Hyvärinen and Dr. Bernhard Günther resigned their offices effective at the close of December 21, 2022. In accordance with Section 104 AktG, the Düsseldorf District Court, upon application by the Board of Management, appointed Thomas Blades, Dr. Jutta Dönges, Dr. Marcus Schenck and Prof. Dr. Ines Zenke as new members of the Supervisory Board on December 22, 2022, effective immediately. The inaugural meeting of the Supervisory Board took place on December 22, 2022. At this meeting, the Supervisory Board elected Thomas Blades as Chairman of the Supervisory Board. Prof. Dr. Ines Zenke was elected Vice Chair of the Supervisory Board. Harald Seegatz, as employee representative, continues to hold the position of Vice Chair of the Supervisory Board. The committee memberships were adopted as shown below:

| Committee Memberships since December 22, 2022 | | | |
|--|---|---|--|
| Executive Committee | Audit and Risk Committee | Nomination Committee | Sustainability Committee (established May 18, 2022) |
| <ul style="list-style-type: none"> • Thomas Blades (Chair) • Harald Seegatz (Vice Chair) • Holger Grzella • Dr. Marcus Schenck • Immo Schlepper • Prof. Dr. Ines Zenke | <ul style="list-style-type: none"> • Judith Buss (Chair) • Diana Kirschner (Vice Chair) • Dr. Jutta Dönges • Immo Schlepper | <ul style="list-style-type: none"> • Thomas Blades (Chair) • Dr. Marcus Schenck • Prof. Dr. Ines Zenke | <ul style="list-style-type: none"> • Prof. Dr. Werner Brinker (Chair) • Magnus Notini (Vice Chair) • Dr. Jutta Dönges • Victoria Kulambi |

2. Basic Features of the Board of Management Compensation Plan

As already described in Section 1 of this report, the members of the Board of Management have agreed to waive their annual bonus for the 2022 financial year due to the drawdown of a KfW facility in early 2022. In addition, Uniper SE's framework agreement with the Federal Republic of Germany has led to changes in the compensation of the Board of Management and the Supervisory Board. All compensation beyond the fixed compensation is excluded until at least 75% of the stabilization measures are repaid.

Performance-based compensation components may be therefore neither be promised or paid out, or established or promised in conditional or other form. This also has an impact on the compensation structure (i.e., the relative shares of the individual compensation components within the total compensation), as the compensation for fiscal year 2022 consists exclusively of the non-performance-related fixed salary (i.e., base salary, fringe benefits, and pension entitlements).

The following description nevertheless describes the general structure of the compensation system - which was approved by the Annual General Meeting on May 19, 2021 - and which would have been in place without a framework agreement with the German government.

The compensation of members of the Board of Management has previously, consisted of a fixed component and a performance-based component. In addition to the base salary, the fixed compensation component also includes fringe benefits and a defined contribution pension plan. The performance-based compensation component provided for in the compensation plan comprises, in principle, a short-term incentive in the form of an annual bonus and a long-term incentive embodied in a Performance Cash Plan. Furthermore, Board of Management service agreements also contain retention ("malus") and clawback clauses, as well as provisions relating to termination benefits.

The following table shows an overview of the compensation plan.

| Compensation Plan of the Board of Management | |
|---|---|
| Fixed Compensation | |
| Base salary | <ul style="list-style-type: none"> Members of the Board of Management receive a fixed base salary, paid as a monthly salary |
| Fringe benefits | <ul style="list-style-type: none"> Compensation in kind, standard market fringe benefits (provision of a company car, payment of costs associated with medical screening, accident insurance, ...) |
| Pension Entitlements | <ul style="list-style-type: none"> Defined contribution pension plan, contributions equivalent to a maximum of 18% of eligible compensation (base salary and annual bonus target amount) |
| Performance-Based Compensation | |
| Short-term incentive (STI) – annual bonus | <ul style="list-style-type: none"> Plan type: Target bonus Performance period: 1 year Performance measures: <ul style="list-style-type: none"> Adjusted net income Individual targets, team goals Cap: 200% |
| Long-term incentive (LTI) – Performance Cash Plan | <ul style="list-style-type: none"> Plan type: Performance Cash Plan Performance period: 3 years Performance measures: <ul style="list-style-type: none"> Adjusted net income Cash CAPEX Portfolio transformation ESG goals Cap: 250% |
| Other Contract and Plan Components | |
| Maximum Compensation | <ul style="list-style-type: none"> Chief Executive Officer: €6.2 million Ordinary Board of Management member: €3.5 million |
| Retention and clawback | <ul style="list-style-type: none"> Retention ("malus") and clawback provisions enable reduction (malus) and reclaiming (clawback) of variable compensation in the event of incorrect consolidated financial statements and in the event of compliance violations |
| Severance | <ul style="list-style-type: none"> Severance payments are capped at two years' compensation and shall not exceed the compensation due for the remaining term of the service agreement ("severance cap") Any severance payments are offset against the allowance payable under non-compete clauses |

Excluded for the 2022 fiscal year

Compensation for the Board of Management of Uniper SE is key to ensuring sustainable, long-term success in the Company's development. Members of the Board of Management should be paid for their actual performance and for their contributions toward implementing the Uniper Group's strategy.

Against this backdrop, the principal indicators for managing the Uniper Group's operating business and assessing its financial condition, as well as key indicators of strategic importance such as successful portfolio transformation and explicit environmental, social and governance ("ESG") sustainability goals, are considered in the applicable compensation plan when determining performance-based compensation for the members of the Board of Management. The compensation plan thus provides the right incentives to promote the implementation of Uniper's corporate strategy. When designing the compensation plan, the Supervisory Board additionally considered the interests of the Uniper Group's main stakeholders (employees, shareholders, customers, business partners). In this context, for instance, the compensation and employment conditions of Uniper employees are taken into account when the Board of Management's compensation is fixed. That is why the performance-based compensation components of the members of the Board of Management, management personnel and regular employees generally contain similar performance goals and targets. This ensures a uniform incentive effect. In addition, when fixing the compensation of the members of the Board of Management, its relation to the compensation of senior management and the relevant workforce is also examined.

In summary, the Supervisory Board followed the principles set out below when designing the compensation plan for the Board of Management:

| Principles of the Compensation Plan | |
|--|---|
| Sustainable, long-term success in the Company's development | <ul style="list-style-type: none"> The compensation plan is key to ensuring the sustainable, successful long-term development of the Uniper Group. |
| Strategic relevance | <ul style="list-style-type: none"> The compensation plan promotes the implementation of the Uniper Group's corporate strategy, and the members of the Board of Management are compensated according to their contributions. |
| Pay for performance | <ul style="list-style-type: none"> Board of Management compensation is linked to clearly measurable, relevant targets, and Board members are compensated according to their performance. |
| Stakeholder interests | <ul style="list-style-type: none"> The compensation plan takes into consideration the interests of the Uniper Group's stakeholders (employees, shareholders, customers, business partners). |
| Consistency | <ul style="list-style-type: none"> The compensation of the Board of Management, and that of management personnel and regular employees, considers similar performance goals and targets. This ensures a uniform incentive effect. |
| Regulatory environment | <ul style="list-style-type: none"> The compensation plan of the Board of Management meets the statutory requirements of the AktG and applies the recommendations and suggestions of the German Corporate Governance Code as amended December 16, 2019. |

Target Total Compensation, Compensation Structure

According to the compensation plan, the target total compensation of a member of the Board of Management equals the total amount of pay from the fixed and performance-based components (at 100% target attainment). In the spirit of "pay for performance," the Supervisory Board generally makes sure that the target amount of performance-based compensation always exceeds fixed compensation. In addition, a structural design to promote sustainable, long-term development in accordance with Section 87 (1), sentence 2, AktG is ensured by giving greater weight to the long-term Performance Cash Plan relative to the annual bonus. The annual bonus thus makes up approximately 40% of performance-based compensation, while the Performance Cash Plan accounts for a share of approximately 60%.

The target total compensation is reviewed regularly. The compensation paid to Uniper SE's Board of Management should be competitive but should not exceed what is customary. To this end, the Supervisory Board reviews the appropriateness of the compensation in relation to a peer group of companies that are comparable to the Uniper Group in terms of geographic location, size and economic situation – the Supervisory Board had previously defined this peer group as the other companies listed on the MDAX. Aside from compensation being customary relative to that in other companies, its appropriateness in relation to the compensation of senior management and the relevant workforce is also examined. The Supervisory Board has defined senior management as the management level immediately below the Board of Management, while the relevant workforce includes both pay-scale and non-pay-scale employees, including management personnel below the level of senior management. In particular, the development of compensation over time is examined.

3. The Compensation Components in Detail

Base Salary and Fringe Benefits

The members of the Board of Management receive a fixed base salary, which is paid as a monthly salary.

Additionally granted are compensation in kind and fringe benefits customary in the market, such as the continued payment of compensation in the event of short-term disability, the provision of a company car (for the Chief Executive Officer, including driver), the payment of costs associated with medical screening and accident insurance, and property damage liability insurance with a deductible. Furthermore, moving expenses and rent payments may be reimbursed to new members joining the Board of Management. Pursuant to the German Stock Corporation Act, the property damage liability insurance policy includes a deductible of 10% on each damage claim for members of the Board of Management. The deductible has a maximum cumulative annual cap of 150% of a member's annual fixed base salary.

Pension Entitlements

Uniper SE has agreed on a defined contribution pension plan with the members of the Board of Management pursuant to the Uniper Board of Management Contribution Plan.

Uniper SE makes contributions to the pension accounts of the members of the Board of Management equivalent to a maximum of 18% of their eligible compensation (base salary and annual bonus target amount). The amount of the annual contributions is made up of a fixed base percentage (14%) and a matching contribution (4%). The matching contribution will only be granted if the Board of Management member makes a minimum contribution in the same amount by deferring compensation. The matching contribution funded by the Company will be suspended if the dividend distribution corridor set by the Supervisory Board is not met for three consecutive years. The credits are converted pursuant to actuarial principles into units of capital (based on the age of 62) and accrue to the pension accounts of the members of the Board of Management. The units of capital earn interest each year at the yield of long-term government bonds of the Federal Republic of Germany observed in that year. Board of Management members (upon reaching the age of 62) or their surviving dependents may opt to have the accrued balance on their pension account paid out in the form of a pension, in installments or in one lump sum.

The following table provides an overview of the expenses and the present value of the pension obligations. The present value of the pension obligations is calculated pursuant to the requirements of IFRS. An IFRS actuarial interest rate of 3.70% (2021: 1.20%) was used for discounting.

Board of Management Pensions (IFRS) – Board of Management Members Serving as of Dec. 31, 2022

| € in thousands | Expense (service cost & interest cost) in fiscal year | | Present value of the defined benefit obligation as of December 31 | |
|---|---|--------------|---|--------------|
| | 2022 | 2021 | 2022 | 2021 |
| Serving members of the Board of Management | | | | |
| Prof. Dr. Klaus-Dieter Maubach (since March 29, 2021) | 332 | 243 | 536 | 250 |
| David Bryson | 247 | 291 | 594 | 574 |
| Niek den Hollander | 242 | 297 | 422 | 384 |
| Tiina Tuomela (since March 29, 2021) | 258 | 255 | 382 | 256 |
| Total | 1.079 | 1.086 | 1.934 | 1.464 |

Performance-Based Compensation

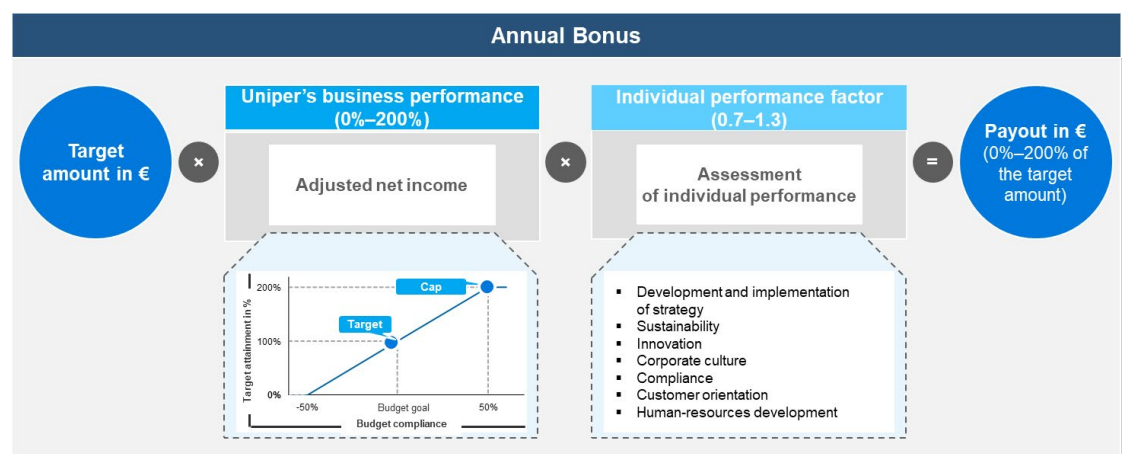
Against the background of the KfW loan being drawn down in early 2022, the members of the Board of Management have agreed to waive their annual bonus for the 2022 financial year. In addition, as part of the stabilization package and the associated framework agreement with the Federal Republic of Germany, no performance-based compensation components may be promised or paid out, or established or promised in conditional or other form. All such compensation is thus excluded for the 2022 fiscal year. Given, however, that performance-based compensation is provided for in the compensation plan pursuant to Section 87a AktG and was paid in the preceding 2021 fiscal year – and which in the absence of the Framework Agreement would also apply for fiscal 2022 – its general structure is discussed below.

With the annual bonus and the Performance Cash Plan of Uniper SE, the performance-based compensation provided for in the compensation plan comprises both a short-term and a long-term component that differ primarily with respect to the performance period and the performance targets. The Supervisory Board chose performance targets that can be measured clearly and that contribute to supporting the corporate strategy. Only those indicators that are material to the Uniper Group's management system were chosen as financial performance targets. The strategic relevance and the intended management effects of the performance targets can be summarized as follows:

| Overview of Performance Goals and Targets | | |
|---|-----------------------------------|--|
| Annual bonus | Adjusted net income | <ul style="list-style-type: none"> Promotion of the Uniper Group's profitability and operating performance |
| | Individual targets and team goals | <ul style="list-style-type: none"> Strategically relevant goals and targets that vary by fiscal year and by Board of Management member |
| Performance Cash Plan | Adjusted net income | <ul style="list-style-type: none"> Promotion of the Uniper Group's long-term profitability and operating performance |
| | Cash CAPEX | <ul style="list-style-type: none"> Sustainable management of investing activities affecting cash flows |
| | Portfolio transformation | <ul style="list-style-type: none"> Assessment and evaluation of the medium-to-long-term portfolio transformation in line with the strategy of decarbonizing fossil-fuel business areas, thereby securing a continuing stable, sustainable business model for the future |
| | ESG goals | <ul style="list-style-type: none"> Relevant, measurable sustainability goals aligned with Uniper's sustainability strategy |

Annual Bonus

The annual bonus is generally dependent on the business performance of the Company in the respective fiscal year. The Supervisory Board further assesses the individual performance of each member of the Management Board (applying an individual performance factor of 0.7 to 1.3). Adjusted net income ("adjusted NI") has been applied as the key measure to determine Uniper's business performance since the 2020 fiscal year.



Adjusted net income is composed of adjusted EBIT, net operating interest income and income taxes on operating earnings, less non-controlling interests in operating earnings. The measure is thus aligned with the underlying profitability attributable to the operating business. Adjusted NI is a key element of the Uniper Group's management system, which is discussed in the Annual Report of Uniper SE.

At the beginning of each fiscal year, the Supervisory Board sets an ambitious target for adjusted net income derived from budget planning. Target attainment is 100% if the actual adjusted NI is equal to the adjusted NI target. If it is 50% or more below the target, this constitutes 0% target attainment. If it is 50% or more above the target, this constitutes 200% target attainment, which is the maximum achievable target attainment. Linear interpolation is used to calculate intermediate values.

When determining individual performance factors, the Supervisory Board applies concrete criteria to evaluate both the attainment of individual targets and the contribution of each member of the Board of Management to the achievement of team goals. Individual targets and team goals are agreed upon in advance and set down in a target agreement between the Board of Management members and the Supervisory Board. Target attainment in terms of the individual performance factor is determined by the Supervisory Board after the close of the fiscal year on the basis of the degree to which each of the previously defined individual targets and team goals has been achieved.

Due to the waiver of the annual bonus by the Board of Management following the granting of the KfW facility and because of the exclusion of the annual bonus, neither the target attainment for adjusted NI nor the individual performance factor were determined for the 2022 reporting year.

For the 2021 fiscal year, the adjusted net income was € 906 million, resulting in a target attainment of 179%. The performance factor applied in the assessment of individual performance was 1.0 for each Board of Management member. Accordingly, the overall target attainment for the 2021 annual bonus was 179% for all members of the Board of Management. Further details about the annual bonus for the preceding 2021 fiscal year can be found in the 2021 Compensation Report.

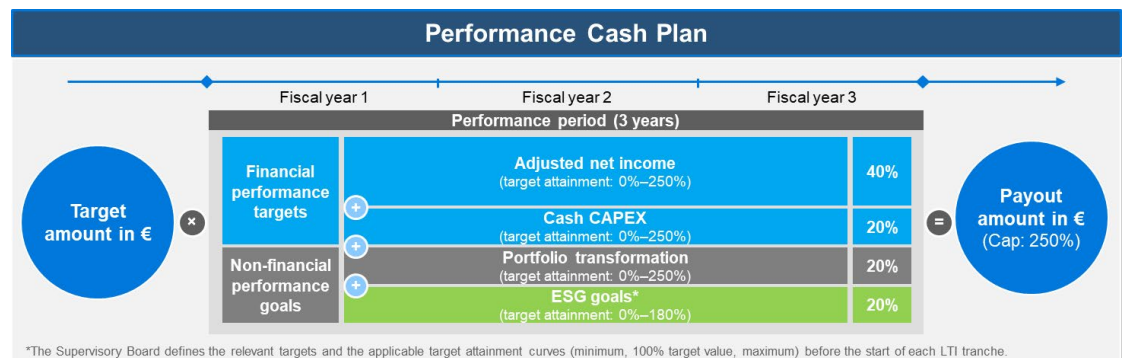
2021 Performance Cash Plan

The allocations granted in the 2018 and 2019 fiscal years under the share-based 2016 Performance Cash Plan, which had been introduced in 2016, as well as the allocation granted for the 2020 fiscal year under the share-based 2020 Performance Share Plan applicable in fiscal 2020, were paid out effective August 17, 2020, following the occurrence of the change-of-control event that arose when Fortum Deutschland SE acquired 75.01% of Uniper SE's shares. Accordingly, there is no share-based payment for the members of the Board of Management of Uniper SE at this time.

Starting in the 2021 fiscal year, the non-share-based 2021 Performance Cash Plan was introduced for members of the Board of Management of Uniper SE and for selected management personnel of the Uniper Group. This plan is granted in annual tranches, with a performance period of three years for each tranche, and is compliant with the compensation plan approved by the Annual General Meeting in accordance with Section 120a (1) AktG.

For the 2021 fiscal year, members of the Board of Management had received allocations under the 2021 Performance Cash Plan for the first time. The second tranche of the 2021 Performance Cash Plan was allocated to Board of Management members at the beginning of the 2022 fiscal year.

The plan's general structure, as well as the financial performance targets and the non-financial performance goals, are reported on below.



Financial Performance Targets

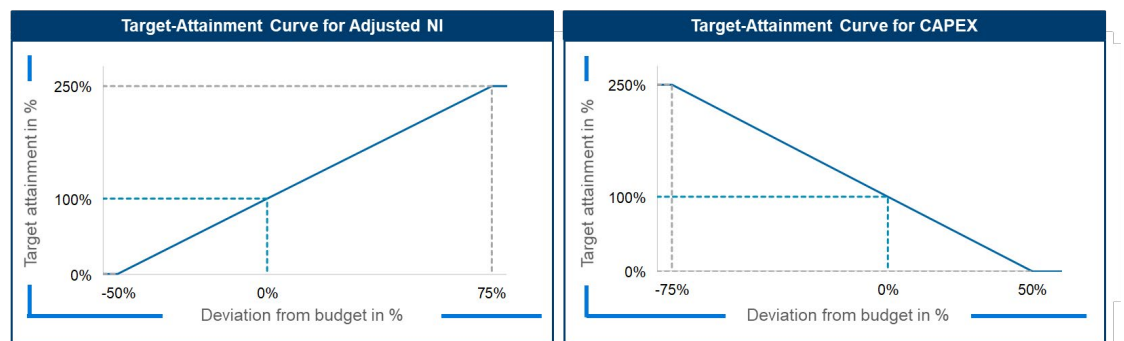
Adjusted net income ("adjusted NI") and annual cash capital expenditures ("cash CAPEX") are generally applied as financial performance targets.

At the beginning of each fiscal year, the Supervisory Board sets an ambitious cumulative target and budget target, respectively, for adjusted net income for the next three years derived from medium-term planning. The sum of the actual values for adjusted NI is calculated over the performance period and compared with this cumulative target value.

Cash CAPEX for investments is the amount of cash capital expenditures reported annually. Capital expenditures are defined in accordance with IFRS and as such are reported regularly in the Uniper Group's statement of cash flows. They include all expenditures for intangible assets and for property, plant and equipment, as well as investments in affiliates and associates and other equity investments that serve as long-term investments in operating activities. Cash CAPEX is a key element of the Uniper Group's management system, which is discussed in the Annual Report of Uniper SE. The annual actual values are totaled over the three-year performance period and set in relation to the sum of the budget values determined annually by the Supervisory Board.

| Calculation of Financial Performance Targets | |
|--|---|
| Adjusted NI | $\frac{\text{ACTUAL}_{\text{FY } 1} + \text{ACTUAL}_{\text{FY } 2} + \text{ACTUAL}_{\text{FY } 3}}{\text{3-year budget from medium-term planning}}$ |
| CAPEX | $\frac{\text{ACTUAL}_{\text{FY } 1} + \text{ACTUAL}_{\text{FY } 2} + \text{ACTUAL}_{\text{FY } 3}}{\text{Budget}_{\text{FY } 1} + \text{Budget}_{\text{FY } 2} + \text{Budget}_{\text{FY } 3}}$ |

Target attainment is 100% if the sums of the actual values of adjusted NI and cash CAPEX are equal to the respective cumulative budget values. While the incentive for adjusted NI is to perform over budget, the incentive for cash CAPEX is to perform under budget, as this encourages efficient use of available resources. If the cumulative actual values are, respectively, 50% or more and 75% or more below the budget values, this constitutes 0% target attainment for adjusted NI and 250% target attainment for cash CAPEX. If the cumulative actual values are, respectively, 75% or more and 50% or more above the cumulative budget values, this constitutes 250% target attainment for adjusted NI and 0% target attainment for cash CAPEX. Further increases in actual adjusted NI, or further decreases in actual cash CAPEX, do not lead to further increases in target attainment. Linear interpolation is used to calculate intermediate values.



Non-Financial Performance Goals and Targets

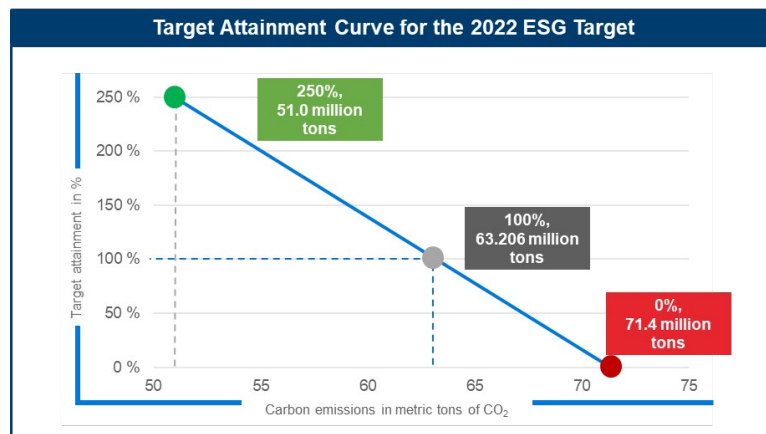
The non-financial performance goals and targets considered relate to portfolio transformation and to relevant, measurable ESG goals.

In terms of portfolio transformation, the Supervisory Board follows the Uniper Group's corporate strategy and evaluates which positive or negative impacts the portfolio transformation has on Uniper's business performance. The relevant portfolio transformation must be consistent with the corporate strategy, while also ensuring the rights of minority shareholders. The standards for evaluating performance include, for example, the effects on Uniper's carbon intensity, effects on medium-term growth prospects and the assessment/perception of transformation measures by rating agencies and the capital markets. At the end of the three-year performance period, the Supervisory Board evaluates the success of portfolio transformation on the basis of these standards, with target attainment assessed within one of the following performance categories:

| Target Attainment for Portfolio Transformation | | | | | | | | |
|---|----|-----|-----|------|------|------|------|------|
| Portfolio Transformation Performance Categories | | | | | | | | |
| Target attainment in % | 0% | 50% | 75% | 100% | 125% | 150% | 200% | 250% |

Regarding ESG goals, relevant and measurable ESG targets that are based on the Uniper Group's sustainability strategy are defined for each tranche. To this end, the Supervisory Board defines the relevant targets and the applicable target attainment curves (minimum, 100% target value, maximum) before the start of each tranche.

For the 2022 tranche, the ESG target is based on absolute (Scope 1 & 2) CO₂ reduction by the Uniper Group's European Generation segment in the next three years. Uniper's goal is to make its power generation business in Europe carbon-neutral by 2035 and achieve a reduction in carbon emissions of more than 50% (compared with 2019 levels) as early as 2030. The targets are derived from a firmly defined pathway for the reduction of carbon emissions in the European generation fleet. The minimum target attainment, which if not reached will result in no payout for the ESG target, was set at 71.4 million metric tons of CO₂ emissions, while 100% target attainment is achieved with 63.206 million metric tons of CO₂ emissions. The maximum 250% target attainment is achieved with 51 million metric tons of CO₂ emissions.



Details about the already allocated 2021 tranche of the 2021 Performance Cash Plan can be found in the 2021 Compensation Report. However, because of the stabilization package and the associated framework agreement with the Federal Republic of Germany, no performance-based compensation components may be promised or paid out, or established or promised in conditional or other form. Accordingly, the payout of the tranches of the 2021 Performance Cash Plan are excluded until at least 75% of the stabilization measures are repaid.

Malus and Clawback Provisions

Board of Management service agreements contain retention ("malus") and clawback provisions, which are intended to ensure successful long-term development of the Uniper Group. These provisions provide the following options to retain variable compensation that is yet to be paid out and reclaim ("claw back") variable compensation that has already been paid out.

1. "Performance clawback": If the aspects relevant for fixing the payout amounts of variable compensation should prove to be incorrect after the variable compensation has been paid out, the Supervisory Board may demand repayment of the excess compensation paid. Relevant aspects include, for example, the reporting and the financial and non-financial performance goals and targets considered to be of relevance to the calculated payout amount of variable compensation. Any fault of the members of the Board of Management is not relevant in this case.
2. "Compliance malus/clawback": If a member of the Board of Management violates material internal principles of the Company (e.g., from the Code of Conduct or the compliance guidelines) or breaches a material duty under the Board of Management member's service agreement, or if there is a significant breach of the duty to exercise care as defined by Section 93 AktG, the Supervisory Board may reduce to zero any variable compensation not yet paid out (malus) or demand repayment of any variable compensation already paid out (clawback).

In both cases, the right to reclaim compensation already paid out exists even if the Board of Management member is no longer a member of the Board of Management when that right is asserted. After a period of five years after it has been paid, variable compensation cannot be reclaimed.

No events occurred in either the 2022 or the 2021 fiscal year that would have justified any retention or reclaiming of variable compensation under the malus and clawback provisions.

Payments from Board Mandates

In the 2022 fiscal year, the members of the Board of Management of Uniper SE received compensation for serving on supervisory boards of subsidiaries of Uniper SE. Such compensation is fully offset against the base salary or was transferred to the Company.

Services of Third Parties

In the 2022 fiscal year, none of the Board of Management members received services from a third party with respect to their work as members of the Board of Management of Uniper SE.

Payments Associated with Termination of Board of Management Duties

The service agreements of the members of the Board of Management contain a so-called linkage clause. Under this clause, subject to the notice periods of Section 622 of the German Civil Code (*Bürgerliches Gesetzbuch*, "BGB"), a revocation of the appointment to the Board of Management automatically terminates the service agreement of the Board of Management member as well.

In the event of early termination of an appointment to the Board of Management and of the service agreement without cause, any severance payment shall be limited to the compensation due for a period of two years and shall not exceed the compensation due for the remaining term of the service agreement ("severance cap"). The calculation of this severance cap is based on the base salary, the target amount (100%) of the short-term incentive and the target amount (100%) of the long-term incentive. If there is cause within the meaning of Section 626 BGB, no severance shall be paid.

In addition, Board of Management service agreements also contain a change-of-control clause. The change-of-control clause stipulates that a change of control can take four forms: (i) a third party directly or indirectly acquires at least 30% of the Company's voting rights, and thus reaches the control threshold under the German Securities Acquisition and Corporate Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz*, "WpÜG"); (ii) Uniper SE, as a dependent entity, enters into a control and/or profit and loss transfer agreement; (iii) Uniper SE is merged with another company pursuant to Sections 2 *et seq.* of the German Transformation Act (*Umwandlungsgesetz*, "UmwG"), unless the enterprise value of the other legal entity at the time of the decision by the transferred company amounts to less than 20% of the enterprise value of Uniper SE; or (iv) the shares of Uniper SE are no longer admitted for trading in a regulated market (delisting).

In the event of a premature loss of a position on the Board of Management due to a change-of-control event, members of the Board of Management are entitled to a severance payment. Such a severance payment is similarly limited to the compensation for a period of two years (severance cap), but no longer than for the remaining term of the service agreement and, additionally, not beyond the month in which the Board of Management member reaches the age of 62. The entitlement to a severance payment arises if, within twelve months of the change of control, the Board of Management member's service agreement is terminated by mutual consent or is terminated by the member (termination by the member is possible only if the member's position on the Board of Management is materially affected by the change of control).

The termination of Board of Management service agreements triggers a post-contractual non-compete clause, unless such clause is waived by Uniper SE. For a period of six months after the termination of their service agreements, the members of the Board of Management are contractually prohibited from working directly or indirectly for a direct or indirect competitor of Uniper SE or its affiliates. During this period, members of the Board of Management receive a prorated allowance based on 100% of their contractually stipulated annual compensation, but not less than 60% of their most recently received contractual compensation. The contractually stipulated annual compensation is defined as the sum total of the base salary, the target amount of the short-term incentive and the target amount of the long-term incentive. This allowance is offset against any other severance payments.

In the event of termination of a Board of Management service agreement, any outstanding variable compensation components attributable to the period up to the termination of the service agreement shall be paid out in accordance with the originally agreed performance targets and objectives and after expiration of the regular performance period.

Uniper will ensure that as long as at least 75% of the stabilization measure has not been repaid, members of the executive management will not be granted any legally non-mandatory severance payments.

In the 2021 fiscal year, Andreas Schierenbeck and Sascha Bibert had received severance payments of roughly € 4.3 million and € 2.5 million in settlement of all the compensation they would have been granted had their service agreements remained intact through the end of their respective contract terms, and to compensate them for any detriments that arose from the early termination of their activities. No severance was paid in the 2022 fiscal year.

4. Board of Management Compensation by Member

Target Compensation

The following tables show the target compensation (base salary, short-term incentive, long-term incentive) contractually agreed with each member of the Board of Management in the 2022 and 2021 fiscal years, including expenses for fringe benefits and pensions, as well as the relative share of each component:

Contractually Agreed Target Compensation – Board of Management Members Serving as of Dec. 31, 2022

| | Prof. Dr. Klaus-Dieter Maubach since March 29, 2021 (Chief Executive Officer) | | | Tiina Tuomela since March 29, 2021 (Chief Financial Officer) | | |
|--|---|-------------|--------------|--|-------------|--------------|
| | 2022 | | 2021 | 2022 | | 2021 |
| | € (k) | % | € (k) | € (k) | % | € (k) |
| Base salary | 1.240 | 46% | 937 | 700 | 43% | 529 |
| Fringe benefits ¹ | 16 | 1% | 15 | 73 | 4% | 38 |
| Total | 1.256 | 47% | 951 | 773 | 47% | 567 |
| Short-term incentive | 0 | 0% | 586 | 0 | 0% | 329 |
| <i>2021 annual bonus</i> | - | | <i>586</i> | - | | <i>329</i> |
| <i>2022 annual bonus²</i> | <i>0</i> | | - | <i>0</i> | | - |
| Long-term incentive | 1.085 | 41% | 820 | 615 | 37% | 465 |
| <i>Performance Cash Plan (2021–2023)</i> | - | | <i>820</i> | - | | <i>465</i> |
| <i>Performance Cash Plan (2022–2024)³</i> | <i>1.085</i> | | - | <i>615</i> | | - |
| Total | 2.341 | 88% | 2.357 | 1.388 | 84% | 1.360 |
| Service cost | 329 | 12% | 243 | 255 | 16% | 255 |
| Grand total | 2.670 | 100% | 2.600 | 1.643 | 100% | 1.614 |

¹ Aside from the customary fringe benefits, rent payments for the 2022 and 2021 fiscal years that were reimbursed when Tiina Tuomela was appointed are also included here.

² Against the background of the KfW loan being drawn down in early 2022, the members of the Board of Management have agreed to waive their annual bonus for the 2022 financial year. In addition, as a result of the stabilization package and the associated framework agreement with the Federal Republic of Germany, no performance-based compensation components may be promised, paid out, or established or promised in conditional or other form. All such compensation is thus excluded for the 2022 fiscal year.

³ Target amounts as allocated at the beginning of the respective fiscal year. However, because of the stabilization package and the associated framework agreement with the Federal Republic of Germany, no performance-based compensation components may be promised or paid out, or established or promised in conditional or other form. Accordingly, any payout is excluded as long as stabilization has not reached at least 75% completion.

Contractually Agreed Target Compensation – Board of Management Members Serving as of Dec. 31, 2022

| | Niek den Hollander (Chief Commercial Officer) | | | David Bryson (Chief Operating Officer) | | |
|--|--|-------------|--------------|---|-------------|--------------|
| | 2022 | | 2021 | 2022 | | 2021 |
| | € (k) | % | € (k) | € (k) | % | € (k) |
| Base salary | 700 | 44% | 700 | 700 | 44% | 700 |
| Fringe benefits ¹ | 25 | 2% | 26 | 18 | 1% | 17 |
| Total | 725 | 46% | 726 | 718 | 46% | 717 |
| Short-term incentive | 0 | 0% | 435 | 0 | 0% | 435 |
| <i>2021 annual bonus</i> | - | | <i>435</i> | - | | <i>435</i> |
| <i>2022 annual bonus²</i> | <i>0</i> | | - | <i>0</i> | | - |
| Long-term incentive | 615 | 39% | 615 | 615 | 39% | 615 |
| <i>Performance Cash Plan (2021–2023)</i> | - | | <i>615</i> | - | | <i>615</i> |
| <i>Performance Cash Plan (2022–2024)³</i> | <i>615</i> | | - | <i>615</i> | | - |
| Total | 1.340 | 85% | 1.776 | 1.333 | 85% | 1.767 |
| Service cost | 237 | 15% | 296 | 240 | 15% | 288 |
| Grand total | 1.578 | 100% | 2.071 | 1.573 | 100% | 2.056 |

¹ Aside from the customary fringe benefits, the agreed reimbursements of rent payments for Niek den Hollander for the 2022 and 2021 fiscal years are included here.

² Based on the granting of a KfW facility in early 2022, the members of the Board of Management have agreed to waive their annual bonus for the 2022 financial year. In addition, as a result of the stabilization package and the associated framework agreement with the Federal Republic of Germany, no performance-based compensation components may be promised, paid out, or established or promised in conditional or other form. All such compensation is thus excluded for the 2022 fiscal year.

³ Target amounts as allocated at the beginning of the respective fiscal year. However, because of the stabilization package and the associated framework agreement with the Federal Republic of Germany, no performance-based compensation components may be promised or paid out, or established or promised in conditional or other form. Accordingly, any payout is excluded as long as stabilization has not reached at least 75% completion.

Compensation Granted and Owed

The following tables show the compensation granted and owed to each member of the Board of Management in the 2022 fiscal year in accordance with Section 162 AktG (base salary and expenses for fringe benefits), including expenses for pensions, as well as the relative share of each component. The term "compensation granted and owed" relates to the extent to which the members are receiving payments and represents the compensation for which the underlying activity was performed in full at the close of fiscal 2022. In addition, on transparency grounds, the compensation granted and owed for the previous year, i.e., the 2021 fiscal year, is also presented for Board of Management members who were active in fiscal 2022. Against the background of the KfW loan being drawn down in early 2022 and the related waiver by the members of the Management Board, no annual bonus will be granted or owed for the 2022 financial year. In addition due to the stabilization package and the associated framework agreement with the Federal Republic of Germany, no performance-based compensation components (annual bonus, Performance Cash Plan) may be promised or paid out, or established or promised in conditional or other form. All such compensation is thus excluded for the 2022 fiscal year.

The presentation is illustrated below, using the 2021 annual bonus as an example:

The 2021 annual bonus is allocated to fiscal 2021 because the Board of Management member performed the underlying activity of one year in full, and the indicators needed for determining payout were certain, at the close of the 2021 fiscal year. The fact that the actual payment is not made until the subsequent year is set aside in order to depict the true relationship between compensation and performance for the period, i.e., for the 2021 fiscal year.

Compensation Granted and Owed – Board of Management Members Serving as of Dec. 31, 2022

| | Prof. Dr. Klaus-Dieter Maubach since March 29, 2021 (Chief Executive Officer) | | | Tiina Tuomela since March 29, 2021 (Chief Financial Officer) | | |
|--|---|-------------|----------------|--|-------------|----------------|
| | 2022 | | 2021 | 2022 | | 2021 |
| | € in thousands | % | € in thousands | € in thousands | % | € in thousands |
| Base salary | 1.240 | 99% | 937 | 700 | 91% | 529 |
| Fringe benefits ¹ | 16 | 1% | 15 | 73 | 9% | 38 |
| Total | 1.256 | 100% | 951 | 773 | 100% | 567 |
| Short-term incentive | 0 | 0% | 1.048 | 0 | 0% | 588 |
| 2021 annual bonus | – | – | 1.048 | – | – | 588 |
| Total compensation granted and owed | 1.256 | 100% | 1.999 | 773 | 100% | 1.155 |
| Service cost | 329 | | 243 | 255 | | 255 |
| Grand total | 1.585 | | 2.243 | 1.028 | | 1.409 |

¹Aside from the customary fringe benefits, rent payments for the 2022 and 2021 fiscal years that were reimbursed when Tiina Tuomela was appointed are also included here.

Compensation Granted and Owed – Board of Management Members Serving as of Dec. 31, 2022

| | Niek den Hollander (Chief Commercial Officer) | | | David Bryson (Chief Operating Officer) | | |
|--|--|-------------|----------------|---|-------------|----------------|
| | 2022 | | 2021 | 2022 | | 2021 |
| | € in thousands | % | € in thousands | € in thousands | % | € in thousands |
| Base salary | 700 | 96% | 700 | 700 | 97% | 700 |
| Fringe benefits ¹ | 25 | 4% | 26 | 18 | 3% | 17 |
| Total | 725 | 100% | 726 | 718 | 100% | 717 |
| Short-term incentive | 0 | 0% | 779 | 0 | 0% | 779 |
| 2021 annual bonus | – | – | 779 | – | – | 779 |
| 2022 annual bonus ² | 0 | – | – | 0 | – | – |
| Total compensation granted and owed | 725 | 100% | 1.504 | 718 | 100% | 1.496 |
| Service cost | 237 | | 296 | 240 | | 288 |
| Grand total | 963 | | 1.800 | 958 | | 1.784 |

¹Aside from the customary fringe benefits, rent payments that were reimbursed when Niek den Hollander was appointed are also included here. Rent payments were reimbursed for Niek den Hollander in both fiscal 2021 and fiscal 2022.

No compensation for former members of the Board of Management was granted or owed in fiscal 2022.

Maximum Compensation

Compensation of Board of Management members is generally capped in two respects: the payout of the annual bonus is capped at 200% of the target amount and the payout of the 2021 Performance Cash Plan is capped at 250% of the target amount. Furthermore, in accordance with Section 87a (1), sentence 2, no.1, AktG, the Supervisory Board has defined a maximum compensation amount covering all fixed and performance-based components. The total amount of all payouts granted for a single year, including the expenses for any fringe benefits and pension entitlements, is capped at this amount, irrespective of when the payouts take place. The maximum compensation amounts to € 6.2 million for the Chief Executive Officer and to € 3.5 million for ordinary members of the Board of Management.

Due to the exclusion of performance-based compensation, the maximum compensation according to Section 87a (1), sentence 2, no.1, AktG for the financial year 2022 has been complied with.

5. Basic Features of Supervisory Board Compensation

The compensation for members of the Supervisory Board determined by the Annual General Meeting is governed by Section 15 of the Articles of Association of Uniper SE. The objective of the compensation is to strengthen the independence of the Supervisory Board as a governing body. The compensation of the Supervisory Board of Uniper SE takes account of this objective and of the associated tasks and work performed by the Supervisory Board members. Accordingly, aside from fixed compensation, requirements specific to certain roles, burdens in terms of time and responsibilities are also taken into account. This is achieved, on the one hand, through greater emphasis on the compensation of the Chairman of the Supervisory Board and the deputies and, on the other hand, through compensation for work on committees. Appropriate compensation befitting the duties of the role makes it possible to attract and retain suitable candidates for membership of the Supervisory Board. This contributes to the long-term development of the Uniper Group.

Section 113 (3), sentence 1, AktG requires that, for listed companies, a resolution on the compensation of Supervisory Board members must be voted on at least once every four years or in the event of a significant change. The compensation of the Supervisory Board members is reviewed regularly for appropriateness. When conducting this review, the compensation of the Supervisory Board members is compared against a peer group of companies that are similar to the Uniper Group in terms of geographic location, size and economic situation. The Supervisory Board had previously defined this peer group as the companies listed on the MDAX. The Supervisory Board, supported by the Executive Committee, proposes adjustments to the Supervisory Board's compensation to the Annual General Meeting. Based on the most recent review, the Annual General Meeting on May 19, 2021, resolved that variable compensation in the form of virtual shares would be discontinued from the beginning of the 2021 fiscal year. Adjusting the structure of the Supervisory Board's compensation to a pure fixed compensation package – thus decoupling compensation from performance-based indicators – ensures the Supervisory Board's role as a neutral, objective control function. The adjustment also follows Suggestion G.18, sentence 1, of the German Corporate Governance Code in the version dated April 28, 2022.

| Overview of Supervisory Board Compensation | | | |
|---|---|--------------------------|---------------|
| Fixed compensation | €70,000 p.a. | | |
| Differentiation | Supervisory Board Chair: 3× compensation, Vice Chair: 2× compensation | | |
| | The chair and the deputy chairs of the Supervisory Board receive no additional compensation for their work on committees. | | |
| Committee compensation | | Chair | Member |
| | Audit and Risk Committee | €70,000 | €35,000 |
| | Other committees | €35,000 | €15,000 |
| | Nomination Committee | No separate compensation | |
| | Ad-hoc committees | | |
| Members serving on multiple committees are paid only the highest applicable committee compensation. | | | |

Prior to the 2021 fiscal year, Supervisory Board members had received a component of 20% of their compensation in the form of variable compensation. That compensation was allocated as a right to a future payment in the form of virtual shares. Supervisory Board members serving at that time therefore still hold virtual shares that have not yet been paid out. The virtual shares are used purely for calculation purposes and do not confer on the beneficiary any entitlements or shareholder rights – particularly voting rights or dividend rights. To determine the number of virtual shares, the variable compensation from the previous year is divided in January of each calendar year by the volume-weighted average share price of the Company from the last 60 trading days prior to January 1 of the current calendar year. After four calendar years (the respective “lock-up period”), the virtual shares are multiplied by the average share price of the Company from the last 60 trading days prior to January 1 of the fourth calendar year and increased by the amount of dividends paid to shareholders on each share of the Company over the previous four years. The variable compensation is paid out in cash within the first month after the end of the four-year period and is limited to 200% of the allocation amount (payout cap). A departure triggers early settlement and payout in full of any variable Supervisory Board compensation converted into virtual shares during the respective service period. The relevant average share price in this case is the average share price of the last 60 trading days before the close of the month in which the Supervisory Board member departs from the Supervisory Board.

The following table shows the number of virtual shares of the members of the Supervisory Board outstanding as of December 31, 2022. Because of the stabilization package, a right to compensation for members of the Company’s Supervisory Board, advisory board or other corporate governing bodies may arise only in the form of fixed compensation. Accordingly, any payout of outstanding virtual shares is excluded for the period through completion of the stabilization measures (this means that at least 75 percent of the stabilization measures must have been repaid).

Number of Virtual Shares of the Supervisory Board Members Serving as of Dec. 31, 2022

| Supervisory Board member | Converted in January | Converted in January | Converted in January | Total |
|---|---------------------------------------|---------------------------------------|---------------------------------------|--------------|
| | 2021 as part of compensation for 2020 | 2020 as part of compensation for 2019 | 2019 as part of compensation for 2018 | |
| Harald Seegatz (Vice Chair of the Supervisory Board) | 1.015 | 981 | 1.145 | 3.141 |
| Prof. Dr. Werner Brinker | 434 | – | – | 434 |
| Immo Schlepper | 616 | 596 | 695 | 1.907 |
| Total | 2.065 | 1.577 | 1.840 | 5.482 |

6 Supervisory Board Compensation by Member

The following tables show the compensation granted and owed to each member of the Supervisory Board in the 2022 and 2021 fiscal years, as well as the relative shares of total compensation of each component. Moreover, a total of roughly € 2 thousand (2021: € 1 thousand) in outlays was reimbursed to the Supervisory Board.

For the variable compensation of the Supervisory Board in 2021, the actual payout amount of the virtual shares is presented because, according to Section 162 AktG, compensation is granted and owed only when the underlying activity has been performed in full and when the lock-up period for the virtual shares has expired. The four-year lock-up period for the variable compensation for the 2018 fiscal year ended effective December 31, 2022. Because of the stabilization package, a right to compensation for members of the Company’s Supervisory Board, advisory board or other corporate governing bodies may arise only in the form of fixed compensation. Accordingly, any payout of outstanding virtual shares to both serving Supervisory Board members and those who departed after the agreement on the stabilization package is excluded for the period through completion of the stabilization measures (this means that at least 75 percent of the stabilization measures must have been repaid).

The departure of Supervisory Board members before the stabilization package was agreed triggered the early settlement and payout in full of any variable compensation converted into virtual shares during their respective service periods. The variable compensation paid out to Oliver Biniek, Barbara Jagodzinski and André Muilwijk must therefore be disclosed as compensation granted and owed in the 2022 fiscal year.

Supervisory Board Compensation

| | 2022 | | | | | | | | |
|---|---------------------|----------|------------------------|----------|-----------------------|----------|--------------------------------|----------|--------------|
| | Annual compensation | | Committee compensation | | Variable compensation | | Compensation from subsidiaries | | Total |
| | € (k) | % | € (k) | % | € (k) | % | € (k) | % | € (k) |
| Supervisory Board members serving as of Dec. 31, 2022 | | | | | | | | | |
| Thomas Blades (Chairman of the Supervisory Board; member since December 22, 2022) | 6 | 100% | - | - | - | - | - | - | 6 |
| Harald Seegatz ¹ (Vice Chair of the Supervisory Board) | 140 | 95% | - | - | - | - | 7 | 5% | 147 |
| Prof. Dr. Ines Zenke (Vice Chair of the Supervisory Board; member since December 22, 2022) | 4 | 100% | - | - | - | - | - | - | 4 |
| Prof. Dr. Werner Brinker ¹ | 70 | 72% | 27 | 28% | - | - | - | - | 97 |
| Judith Buss | 70 | 50% | 70 | 50% | - | - | - | - | 140 |
| Dr. Jutta Dönges (since December 22, 2022) | 2 | 67% | 1 | 33% | - | - | - | - | 3 |
| Holger Grzella (since May 18, 2022) | 44 | 74% | 15 | 26% | - | - | - | - | 59 |
| Diana Kirschner (since May 18, 2022) | 44 | 67% | 22 | 33% | - | - | - | - | 66 |
| Viktoria Kulambi | 70 | 88% | 9 | 12% | - | - | - | - | 79 |
| Magnus Notini (since May 18, 2022) | 44 | 82% | 9 | 18% | - | - | - | - | 53 |
| Dr. Marcus Schenck (since December 22, 2022) | 2 | 82% | 0,4 | 18% | - | - | - | - | 2 |
| Immo Schlepper ¹ | 70 | 76% | 22 | 24% | - | - | - | - | 92 |
| Supervisory Board members who departed in fiscal 2022 | | | | | | | | | |
| Oliver Biniek (until May 18, 2022) | 26 | 27% | 13 | 13% | 59 | 60% | - | - | 99 |
| Dr. Bernhard Günther ¹ (until December 21, 2022) | 136 | 100% | - | - | - | - | - | - | 136 |
| Esa Hyvärinen (until December 21, 2022) | 68 | 100% | - | - | - | - | - | - | 68 |
| Barbara Jagodzinski (until May 18, 2022) | 26 | 33% | 6 | 7% | 48 | 60% | - | - | 80 |
| André Muilwijk (until May 18, 2022) | 26 | 27% | 13 | 13% | 59 | 60% | - | - | 99 |
| Markus Rauramo ¹ (until December 21, 2022) | 204 | 100% | - | - | - | - | - | - | 204 |
| Nora Steiner-Forsberg (until December 21, 2022) | 68 | 88% | 9 | 12% | - | - | - | - | 77 |
| Total | 1.121 | - | 217 | - | 167 | - | 7 | - | 1.512 |

¹Because of the stabilization package, a right to compensation for members of the Company's Supervisory Board, advisory board or other corporate governing bodies may arise only in the form of a flat salary. Accordingly, any payout of outstanding virtual shares for the period through completion of the stabilization measures is excluded. The departure of Supervisory Board members before the stabilization package was agreed triggered the early settlement and payout in full of any variable compensation converted into virtual shares during their respective service periods.

Supervisory Board Compensation

| | 2021 | | | | | | | | |
|--|---------------------|----------|------------------------|----------|-----------------------|----------|--------------------------------|----------|--------------|
| | Annual compensation | | Committee compensation | | Variable compensation | | Compensation from subsidiaries | | Total |
| | € (k) | % | € (k) | % | € (k) | % | € (k) | % | € (k) |
| Supervisory Board members serving as of December 31, 2021 | | | | | | | | | |
| Markus Rauramo (Chairman of the Supervisory Board since March 29, 2021) | 193 | 100% | - | - | - | - | - | - | 193 |
| Dr. Bernhard Günther (Vice Chair of the Supervisory Board since March 29, 2021) | 123 | 88% | 17 | 12% | - | - | - | - | 140 |
| Harald Seegatz (Vice Chair of the Supervisory Board) | 140 | 74% | - | - | 44 | 23% | 6 | 3% | 190 |
| Oliver Biniek | 70 | 51% | 35 | 26% | 32 | 23% | - | - | 137 |
| Prof. Dr. Werner Brinker | 70 | 82% | 15 | 18% | - | - | - | - | 85 |
| Judith Buss (since May 19, 2021) | 44 | 50% | 44 | 50% | - | - | - | - | 87 |
| Esa Hyvärinen (since May 19, 2021) | 44 | 100% | - | - | - | - | - | - | 44 |
| Barbara Jagodzinski | 70 | 61% | 15 | 13% | 30 | 26% | - | - | 115 |
| Nora Steiner-Forsberg (since May 19, 2021) | 44 | 100% | - | - | - | - | - | - | 44 |
| Viktoria Kulambi (since May 19, 2021) | 44 | 100% | - | - | - | - | - | - | 44 |
| André Muiwijk | 70 | 49% | 35 | 25% | 37 | 26% | - | - | 142 |
| Immo Schlepper | 70 | 69% | 15 | 15% | 17 | 17% | - | - | 102 |
| Total | 980 | - | 175 | - | 160 | - | 6 | - | 1.322 |

7. Comparative Presentation of Changes in Compensation and Earnings

The following overview describes the changes in compensation granted and owed to current and former members of the Board of Management and of the Supervisory Board in accordance with Section 162 AktG, as well as the change in average employee compensation and the change in the performance of the Uniper Group over the last three years.

Average employee compensation reflects the remuneration of pay-scale employees, non-pay-scale employees and management personnel of Uniper SE in Germany (excluding the members of the Board of Management and of the Supervisory Board and employees in the Trading division) on a full-time-equivalent basis. Average employee compensation reflects all of the compensation components paid; examples include base salary, Christmas bonus, additional pay, fringe benefits, performance-based compensation and special payments.

The earnings measure applied for the Group is adjusted net income, because it is used as a key internal management indicator within the Group and as a key indicator of the profitability of its operations after taxes and after financial results for determining both the variable compensation of the Board of Management according to the compensation plan and that of management personnel, non-pay-scale employees and pay-scale employees. Also, in line with Section 162 AktG, the net income or loss pursuant to Section 275 of the German Commercial Code of Uniper SE is shown in € (millions).

Comparative Presentation of Changes in Compensation and Earnings¹

| | 2022 € in thousands | Change % | 2021 € in thousands | Change % | 2020 € in thousands |
|--|------------------------|-------------|------------------------|-------------|------------------------|
| Board of Management members serving as of Dec. 31, 2022 | | | | | |
| Prof. Dr. Klaus-Dieter Maubach (since March 29, 2021) | 1.256 | -37% | 1.999 | - | - |
| Tiina Tuomela (since March 29, 2021) | 773 | -33% | 1.155 | - | - |
| David Bryson | 718 | -52% | 1.496 | -31% | 2.170 |
| Niek den Hollander | 725 | -52% | 1.504 | 45% | 1.041 |
| Supervisory Board members serving as of Dec. 31, 2022 | | | | | |
| Thomas Blades (Chairman of the Supervisory Board; member since December 22, 2022) | 6 | - | - | - | - |
| Harald Seegatz (Vice Chair) | 147 | -23% | 190 | 29% | 147 |
| Prof. Dr. Ines Zenke (Vice Chair of the Supervisory Board; member since December 22, 2022) | 4 | - | - | - | - |
| Prof. Dr. Werner Brinker | 97 | 15% | 85 | 77% | 48 |
| Judith Buss (since May 19, 2021) | 140 | 61% | 87 | - | - |
| Dr. Jutta Dönges (since December 22, 2022) | 3 | - | - | - | - |
| Holger Grzella (since May 18, 2022) | 59 | - | - | - | - |
| Diana Kirschner (since May 18, 2022) | 66 | - | - | - | - |
| Viktoria Kulambi (since May 19, 2021) | 79 | 82% | 44 | - | - |
| Magnus Notini (since May 18, 2022) | 53 | - | - | - | - |
| Dr. Marcus Schenck (since December 22, 2022) | 2 | - | - | - | - |
| Immo Schlepper | 92 | -10% | 102 | 50% | 68 |
| Supervisory Board members who departed in fiscal 2022 | | | | | |
| Oliver Biniek (until May 18, 2022) | 99 | -27% | 137 | 31% | 104 |
| Dr. Bernhard Günther (until December 21, 2022) | 136 | -3% | 140 | 79% | 78 |
| Esa Hyvärinen (until December 21, 2022) | 68 | 56% | 44 | - | - |
| Barbara Jagodzinski (until May 18, 2022) | 80 | -30% | 115 | 25% | 92 |
| André Muiltwijk (until May 18, 2022) | 99 | -30% | 142 | 25% | 113 |
| Markus Rauramo (until December 21, 2022) | 204 | 6% | 193 | 72% | 112 |
| Nora Steiner-Forsberg (until December 21, 2022) | 77 | 77% | 44 | - | - |
| Employees | | | | | |
| Average employee compensation | 95 | 5% | 91 | -2% | 93 |
| Uniper's business performance | | | | | |
| Net income/loss pursuant to Section 275 HGB of Uniper SE (€ in millions) | -24.202,2 | -16700% | 145,8 | -71% | 505,4 |
| Adjusted net income of the Uniper Group (€ in millions) | -7.386,0 | -916% | 905,7 | 17% | 774,5 |

¹The year-over-year changes in the individual members of the Board of Management and of the Supervisory Board resulted particularly from appointments and departures during the year, from payouts of past tranches of long-term compensation components and from the transition of the Supervisory Board's compensation to a pure fixed compensation package. The change from 2021 to 2022 in the compensation of the members of the Board of Management and of the Supervisory Board is explained by the exclusion of performance-based compensation for the 2022 fiscal year as part of the stabilization package.

Auditor's Report

To Uniper SE, Düsseldorf

We have audited the remuneration report of Uniper SE, Düsseldorf, for the financial year from January 1, to December 31, 2022, including the related disclosures, which was prepared to comply with § [Article] 162 AktG [Aktiengesetz: German Stock Corporation Act].

Responsibilities of the Executive Directors and the Supervisory Board

The executive directors and the supervisory board of Uniper SE are responsible for the preparation of the remuneration report, including the related disclosures, that complies with the requirements of § 162 AktG. The executive directors and the supervisory board are also responsible for such internal control as they determine is necessary to enable the preparation of a remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud or error.

Auditor's Responsibilities

Our responsibility is to express an opinion on this remuneration report, including the related disclosures, based on our audit. We conducted our audit in accordance with German generally accepted standards for the audit of financial statements promulgated by the *Institut der Wirtschaftsprüfer* (Institute of Public Auditors in Germany) (IDW). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the remuneration report, including the related disclosures, is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts including the related disclosures stated in the remuneration report. The procedures selected depend on the auditor's judgment. This includes the assessment of the risks of material misstatement of the remuneration report including the related disclosures, whether due to fraud or error.

In making those risk assessments, the auditor considers internal control relevant to the preparation of the remuneration report including the related disclosures. The objective of this is to plan and perform audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the executive directors and the supervisory board, as well as evaluating the overall presentation of remuneration report including the related disclosures.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Audit Opinion

In our opinion, based on the findings of our audit, the remuneration report for the financial year from January 1, to December 31, 2022, including the related disclosures, complies in all material respects with the accounting provisions of § 162 AktG.

Reference to an Other Matter – Formal Audit of the Remuneration Report according to § 162 AktG

The audit of the content of the remuneration report described in this auditor's report includes the formal audit of the remuneration report required by § 162 Abs. [paragraph] 3 AktG, including the issuance of a report on this audit. As we express an unqualified audit opinion on the content of the remuneration report, this audit opinion includes that the information required by § 162 Abs.1 and 2 AktG has been disclosed in all material respects in the remuneration report.

Restriction on use

We issue this auditor's report on the basis of the engagement agreed with Uniper SE. The audit has been performed only for purposes of the company and the auditor's report is solely intended to inform the company as to the results of the audit. Our responsibility for the audit and for our auditor's report is only towards the company in accordance with this engagement. The auditor's report is not intended for any third parties to base any (financial) decisions thereon. We do not assume any responsibility, duty of care or liability towards third parties; no third parties are included in the scope of protection of the underlying engagement. § 334 BGB [Bürgerliches Gesetzbuch: German Civil Code], according to which objections arising from a contract may also be raised against third parties, is not waived.

Düsseldorf, February 24, 2023

PricewaterhouseCoopers GmbH
Wirtschaftsprüfungsgesellschaft

Ralph Welter
Wirtschaftsprüfer
(German Public Auditor)

Frank Schemann
Wirtschaftsprüfer
(German Public Auditor)

IV. Additional information on agenda item 9 – Compensation system for the Management Board of Uniper SE pursuant to section 87a AktG

Compensation system for the Management Board of Uniper SE pursuant to Section 87a of the German Stock Corporation Act (Aktengesetz, AktG)

1. Preamble and principles of the compensation system

Pursuant to Section 87a (1) AktG, the Supervisory Board of a listed company shall determine a clear and comprehensible system for the compensation of the Management Board members. The previous compensation system for the Management Board members of Uniper SE (hereinafter "Uniper SE", "Uniper" or "the Company") was submitted to the Annual General Meeting on May 19, 2021 and was approved with an approval rate of 97.65%.

The German Government, Uniper SE and Fortum Oyj have agreed on measures to financially stabilize the Uniper Group in accordance with Section 29 EnSiG. The related framework agreement concluded on December 19, 2022, including the related state aid requirements of the EU Commission, and the EnSiG provide for restrictions on the compensation of the members of the Management Board of Uniper ("compensation restrictions").

Thereafter, Uniper will ensure that until at least 75% of the stabilization measure has been repaid or, if applicable, further requirements under state aid law are fulfilled,

- (a) no entitlement to compensation will be granted, i.e., promised or paid out, or established or promised in conditional or other form, to any Management Board member (including any Group compensation in the case of dual employment with another Group company) beyond the fixed compensation of that member as of December 31, 2021. For persons who become members of the Uniper Management Board (or whose responsibilities change within the Management Board) after that date, the maximum compensation is set at the fixed compensation of Management Board members having the same level of responsibility as of December 31, 2021. This provision applies subject to conflicting mandatory statutory obligations of the Company;
- (b) Management Board members shall (in each case including any Group compensation in the event of dual employment at another Group company), (a) not receive bonuses, other variable or other comparable compensation components (b) not receive compensation components in excess of the fixed compensation within the meaning of Section 87 (1) sentence 1 AktG, and (c) not receive discretionary special payments (including the form of shares), gratuities, bonuses or compensation components or legally non-required severance payments, i.e., they shall neither promised or paid out, or established or promised in conditional or other form.

Against this background, the Supervisory Board of Uniper SE has adopted a new compensation system that takes into account the compensation restrictions under the measures to stabilize Uniper financially and therefore does not provide for any variable compensation. The utilization of the measures ensures the Company's business operations and liquidity and guarantees financial stability. The new compensation system shall take effect retroactively as of January 1, 2023, and will apply as long as the compensation restrictions are effective.

2. Overview of the compensation system

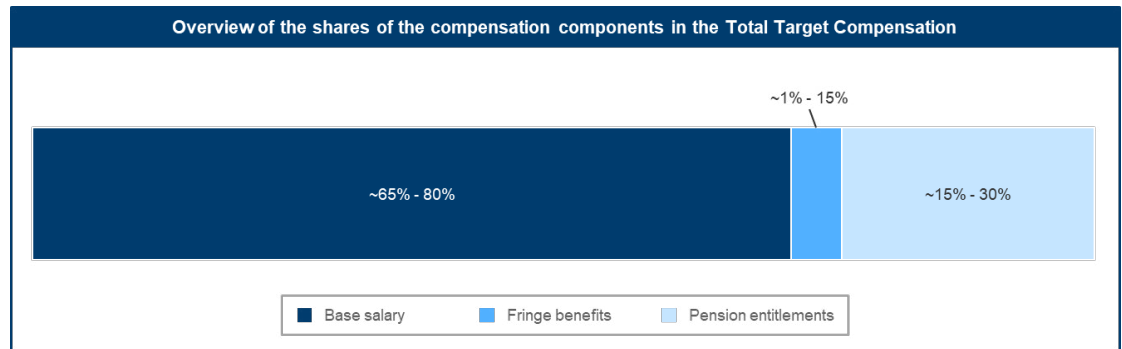
Due to the above-mentioned compensation restrictions, the new compensation system for the Management Board members of Uniper SE provides for solely non-performance-based compensation ("fixed compensation"). In addition to the base salary, the fixed compensation includes fringe benefits and pension entitlements. In addition, the contracts of the members of the Management Board contain a maximum compensation as well as regulations on benefits upon contract termination.

The following overview summarizes the components of the compensation system and also presents the main changes to the 2021 compensation system for better comparability:

| Compensation System of the Management Board | | |
|--|---------------------------|--|
| Current compensation system (approved on May 19, 2021) | Compensation element | New compensation system |
| Non-performance-based compensation ("fixed compensation") | | |
| <ul style="list-style-type: none"> Members of the Board of Management receive a fixed base salary, paid as a monthly salary | Base salary | <ul style="list-style-type: none"> Members of the Board of Management receive a fixed base salary, paid as a monthly salary |
| <ul style="list-style-type: none"> Benefits in kind, standard market fringe benefits (provision of a company car or comparable benefit, payment of costs associated with medical screening, accident insurance, ...) | Fringe benefits | <ul style="list-style-type: none"> Benefits in kind, standard market fringe benefits (provision of a company car or comparable benefit, payment of costs associated with medical screening, accident insurance, ...) |
| <ul style="list-style-type: none"> Defined contribution pension plan, contributions equivalent to a maximum of 18% of eligible compensation | Pension entitlements | <ul style="list-style-type: none"> Defined contribution pension plan, contributions equivalent to a maximum of 18% of eligible compensation |
| Performance-based compensation ("variable compensation") | | |
| <ul style="list-style-type: none"> Plan type: Target bonus Performance period: 1 year Performance measures: <ul style="list-style-type: none"> Adjusted Net Income Individual targets, team goals Cap: 200% | Annual bonus (STI) | Omitted |
| <ul style="list-style-type: none"> Plan type: Performance Cash Plan Performance period: 3 years Performance measures: <ul style="list-style-type: none"> Adjusted net income Cash CAPEX Portfolio transformation ESG goals Cap: 250% | Long-term incentive (LTI) | Omitted |
| Other contract and system components | | |
| <ul style="list-style-type: none"> Chief Executive Officer: €6.2 million Ordinary Management Board member: €3.5 million | Maximum compensation | <ul style="list-style-type: none"> Chief Executive Officer: €2 million Ordinary Management Board member: €1.4 million |
| <ul style="list-style-type: none"> Possibility of reduction (Malus) or reclaim (Clawback) of variable compensation in the event of incorrect consolidated financial statements and in the event of compliance breaches | Malus and clawback | Omitted |
| <ul style="list-style-type: none"> Severance payments are capped at two years' compensation and shall not exceed the compensation due for the remaining term of the service agreement In the event of premature loss of the Management Board position due to a change of control event, the members of the Management Board are entitled to a severance payment Any severance payments are offset against the allowance payable under non-compete clauses | Severance | <ul style="list-style-type: none"> Severance payments – if legally required – are capped at two years' compensation and shall not exceed the compensation due for the remaining term of the service agreement Neither entitlement to a severance payment nor special right of termination in the event of a change of control Any severance payments are offset against the allowance payable under non-compete clauses |

3. Structure of total compensation and relative portions

The sum of the individual compensation components forms the total compensation of a Management Board member. The portions of the individual compensation components are generally weighted in relative terms as follows:



The ranges shown for the relative portions of the individual compensation components are based on the accounting expense for the pension entitlements and the fringe benefits, which naturally are subject to annual fluctuations. If new Management Board members are reimbursed for relocation and rental costs for a limited period of time, the expenses for fringe benefits may also be higher in individual cases.

4. The compensation system in detail

4.1. Base salary

The Management Board members receive a fixed base salary, which is paid as a monthly salary.

4.2. Fringe benefits

Additionally granted are compensation in kind and fringe benefits customary in the market, such as the payment of mobility costs by providing a company car (for the Chief Executive Officer with driver) or a comparable benefit (e.g. provision of a BahnCard 100), the payment of costs associated with preventive medical screening, and luggage and accident insurance.

The Supervisory Board also has the possibility, insofar as it is considered unavoidable in individual cases, to grant new Management Board members a one-time compensatory payment. Doing this, new Management Board members, are particularly compensated for proven loss of compensation from their former employer arising from their move to Uniper SE. Furthermore, temporary relocation and rental costs arising in connection with a new appointment and the associated change of residence may be reimbursed. In this way, the Supervisory Board ensures that it has the necessary flexibility to attract the best possible candidates.

In addition, a Directors & Officers liability insurance has been agreed with a deductible of 10% of the respective loss, limited per year to 150% of the annual fixed base salary.

4.3. Pension entitlements

Uniper SE grants members of the Management Board a defined contribution pension plan in the form of a contribution plan. Thereby, annual contributions equivalent to a maximum of 18% of their eligible compensation (base salary and annual bonus committed at 100% target achievement as part of the 2021 compensation system) are granted. The amount of the annual contributions is made up of a fixed base percentage (14%) and a matching contribution (4%). The matching contribution will only be granted if the Management Board member makes a minimum contribution in the same amount by deferring compensation. The matching contribution funded by the Company will be suspended if the dividend distribution corridor set by the Supervisory Board is not met for three consecutive years. The credits are converted in accordance with actuarial principles into units of capital (based on the age of 62) and accrue to the pension accounts of the Management Board members. The interest rate applicable to the units of capital is determined each year based on the yield of long-term government

bonds of the Federal Republic of Germany (Bundesanleihen). The Management Board members (upon reaching the age of 62), or their surviving dependents, may opt to have the accrued balance on their pension account paid out in the form of a pension, in instalments, or in one lump sum.

4.4. Maximum compensation

In accordance with Section 87a (1) sentence 2 no.1 AktG, the compensation of the Management Board members is limited to a maximum amount (maximum compensation). The total of all payments or the expense in the case of fringe benefits and pension entitlements resulting from awards for one single year is limited to this maximum amount, regardless of when the payments are made. For the Chief Executive Officer the maximum compensation is € 2.0 million, for the Ordinary members of the Management Board € 1.4 million.

5. Compensation-related legal provisions

Legal provisions related to compensation include the term of the service agreement, early termination of the service agreement and income from mandates.

5.1. Term of the service agreement

The term of Management Board service agreements generally amounts to a period of three years for initial appointments, whereby the Supervisory Board may provide for a longer service period in justified exceptional cases. The service agreement extends in each case for the period for which the Supervisory Board resolves to reappoint a Management Board member. A decision on the reappointment shall be reached no later than six months before the term of office expires. Pursuant to Section 84 (1) sentence 2 AktG, a reappointment shall be for a maximum of five years in each case. The service agreements of the Management Board members contain a so-called linkage clause. Under this clause, subject to the notice periods of Section 622 of the German Civil Code (*Bürgerliches Gesetzbuch*, BGB), a revocation of the appointment to the Management Board automatically terminates the service agreement of the Management Board member, as well.

5.2. Early termination of the service agreement

In the event of an early termination of the service agreement by the company, any legally required severance payment shall be limited to the annual fixed compensation due for a period of two years as of the early termination of the service agreement and shall not exceed the compensation due for the remaining term of the service agreement. No severance payment shall be made if the service agreement ends due to a dismissal within the meaning of Section 84 (4) AktG due to a breach of duty of which the Executive Board member is responsible, there was cause for the termination of the service agreement within the meaning of Section 626 BGB or if the Management Board member resigned from office without it being unreasonable to expect the further exercise of office due to serious breaches of duty by the company.

There is a post-contractual non-competition clause after termination of the Management Board service contracts, unless waived by Uniper SE. For a period of 12 months after termination of the service agreement, the members of the Management Board are contractually prohibited from working directly or indirectly as governing body (executive director, Management Board member), general representative, in a leading position or similar function for a direct or indirect competitor of Uniper SE or its affiliates. During this period, Management Board members receive compensation at the end of each month amounting to one-twelfth of the annual fixed compensation. Any allowance is offset against other severance payments.

5.3. Income from mandates

The compensation components described above also cover any activities for companies and institutions in the Company's sphere of interest (Group company mandates). The members of the Management Board will waive income for such mandates right from the beginning. Meeting fees and reimbursement of expenses within the usual scope remain unaffected and may be received. In the event of the acceptance of Supervisory Board mandates outside the Group, the Supervisory Board shall decide whether and to what extent the compensation is to be offset.

6. Procedure for determining and reviewing the Management Board compensation

6.1. Determining, implementing and reviewing the compensation system

Pursuant to Section 87 (1) sentence 1 AktG, the Supervisory Board determines the compensation of Management Board members. Thereby, it is supported by the Executive Committee, which develops recommendations on the compensation system for the Management Board. Based on the recommendation of the Executive Committee, the Supervisory Board of Uniper SE defines the compensation system and determines the individual compensation levels. An external consultant can be involved in both for developing Management Board compensation as well as for reviewing its appropriateness. The independence of the external consultant is ensured.

Pursuant to Section 120a (1) sentence 1 AktG, the compensation system will be submitted to the Annual General Meeting for approval upon each significant change, but at least every four years. If the Annual General Meeting does not approve the compensation system, a reviewed compensation system shall be presented for approval no later than the next Annual General Meeting.

6.2. Determining and reviewing compensation levels

The compensation restrictions stipulate – as illustrated above – that no entitlement to compensation may be granted to the Management Board members, meaning neither promised, paid out nor established or held out in prospect in any conditional or other form, in addition to the member's fixed compensation as of December 31, 2021. For individuals who subsequently become members of the Uniper Management Board (or whose responsibilities change within the Management Board), the upper limit of compensation shall be the fixed compensation of Management Board members with the same level of responsibility as of December 31, 2021. The Supervisory Board determines the compensation of the Management Board members within these stipulations, as long as the compensation restrictions are effective.

In general, the appropriateness of the compensation is reviewed regularly. Thereby, the compensation of the Management Board of Uniper SE shall not exceed the customary compensation. In this context, the Supervisory Board reviews the appropriateness of the compensation in comparison with companies similar to Uniper Group in terms of the criteria country, size and economic situation. Besides the appropriateness in comparison with other companies, appropriateness in relation to the compensation of senior management and the relevant workforce is also considered. The Supervisory Board defined senior management as the management level below that of the Management Board, while the relevant workforce includes both tariff as well as non-tariff employees including the management below the level of senior management. In particular, the development of compensation over time is taken into consideration.

6.3. Measures to avoid and handle conflicts of interest

In case a conflict of interest arises for a Supervisory Board member in connection with the determination, review or implementation of the Management Board compensation system, the same procedure shall apply as in the event of any other conflict of interest of a Supervisory Board member: The affected Supervisory Board member is obliged to disclose the conflict of interest to the Supervisory Board. The Supervisory Board provides information to the Annual General Meeting on any conflicts of interest that have occurred and how they have been dealt with. It is possible that the Supervisory Board member does not participate in the resolution or, in the event of a major conflict of interest, also does not participate in the consultation. A Supervisory Board mandate might be terminated in the event of a material conflict of interest of a Supervisory Board member that is not merely temporary.

6.4. Temporary deviations

The Supervisory Board has the option to temporarily deviate from the compensation system in exceptional cases if it is necessary in the interests of the long-term well-being of Uniper Group. This applies in particular in the event of extraordinary, unforeseeable developments which were not influenced by the Management Board of the Uniper Group. Generally unfavorable market developments do not justify a temporary deviation from the compensation system. A temporary deviation from the compensation system is only possible by the resolution of the Supervisory Board upon the proposal of the Executive Committee.

This applies in particular as the German government may subsequently amend conditions and requirements of the framework agreement for the financial stabilization of the Uniper Group or subsequently include further conditions and requirements. Any future legal requirements with regard to the above stipulations, e.g., as a result of amendments to the EnSiG or applicable requirements of the resolution (Maßgabebeschluss) of the Budget Committee of the German parliament (Bundestag) or at the request of the European Commission, shall be implemented by the Company. In view of this, the Supervisory Board reserves the right to apply the compensation system in line with these possible changes.

7. Regulations after termination of the compensation restrictions

The framework agreement concluded with the German Government on December 19, 2022 and Section 29 (1a) EnSiG stipulate that Uniper ensure compliance with the compensation restrictions as long as at least 75% of the stabilization measure has not been repaid. As soon as these conditions are met and compliance with the compensation restrictions is no longer to be ensured ("termination of compensation restrictions"), variable compensation (annual bonus and long-term incentive) might be granted again in line with the applicable provisions of the compensation system resolved by the Annual General Meeting on May 19, 2021. The regulations deviating from the previous paragraphs are shown below.

7.1. Structure of total target compensation after termination of the compensation restrictions

The sum of the non-performance-based and performance-based compensation elements forms the total target compensation of a Management Board member. The fixed compensation comprises base salary with a relative share of around 32% to 36%, pension entitlements with a relative share of around 8% to 12%, and fringe benefits with a relative share of around 3% to 7%.

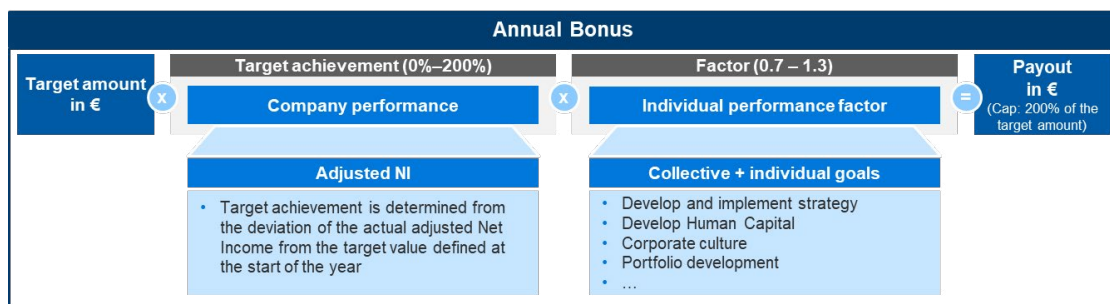
Within the variable compensation, alignment with the long-term development of Uniper Group pursuant to Section 87 (1) sentence 2 AktG is ensured by overweighting the long-term incentive compared to the annual bonus. The annual bonus makes up around 40% of the variable compensation, while the long-term incentive comprises around 60% of the variable compensation. Therefore, the relative share of the annual bonus at 100% target achievement is around 19% to 23% of total target compensation. The relative share of the long-term incentive at 100% target achievement is around 28% to 32% of total target compensation.

7.2. Annual bonus after termination of the compensation restrictions

The annual bonus is dependent on the business performance of Uniper Group in the respective fiscal year. Business performance is measured based on adjusted Net Income (adjusted NI). The Supervisory Board further assesses the individual performance of each Management Board member (applying an individual performance factor ranging from 0.7 to 1.3). The individual performance factor includes individual and collective goals for the Management Board members which are relevant for the respective fiscal year.

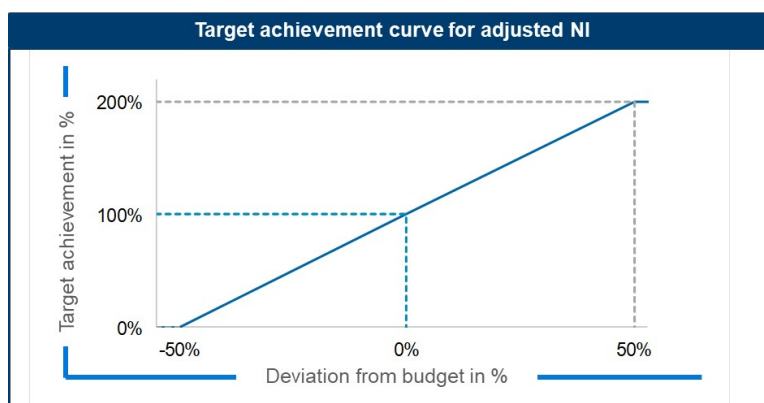
The business performance is then multiplied by the individual performance factor. The annual bonus is capped at a maximum of 200% of the target amount (payout cap) and is paid out in April of the following year.

The payout amounts of the annual bonus will be reported in the respective compensation report retrospectively. For this purpose, the target value for adjusted NI and for the collective and individual goals of the individual performance factor as well as the respective target achievement will be transparently published and explained in the compensation report.



Adjusted NI refers to earnings after interest and income taxes calculated in accordance with IFRS, which is adjusted for certain non-operating effects in order to enhance its information value. Adjusted NI shows earnings after noncontrolling interests, is free of non-operating effects and thus is oriented to the sustainable rentability based on operations. Therefore, adjusted NI is an important indicator for the value generation and profitability of Uniper Group's business activities and is suitable as a performance target for the annual bonus.

At the start of a fiscal year, the Supervisory Board sets an ambitious target value for adjusted NI derived from the budget plan. If the actual adjusted NI is equal to this target value, this constitutes 100% target achievement. If it is 50% or more below the target value, this constitutes 0% target achievement. If the actual adjusted NI is 50% or more above the target value, this constitutes 200% target achievement. This is the maximum possible target achievement, regardless of further increases in actual adjusted NI. Linear interpolation is used to calculate intermediate values.



In assigning Management Board members their individual performance factors, the Supervisory Board applies concrete criteria in order to evaluate the individual contribution of the members of the Management Board to the achievement of collective goals, as well as the achievement of their individual goals. Collective and individual goals are agreed upon annually and set down in a target agreement between the Management Board and the Supervisory Board. Collective and individual goals are generally based on the following criteria:

- Develop and implement strategy
- Develop Human Capital
- Corporate culture
- Portfolio development

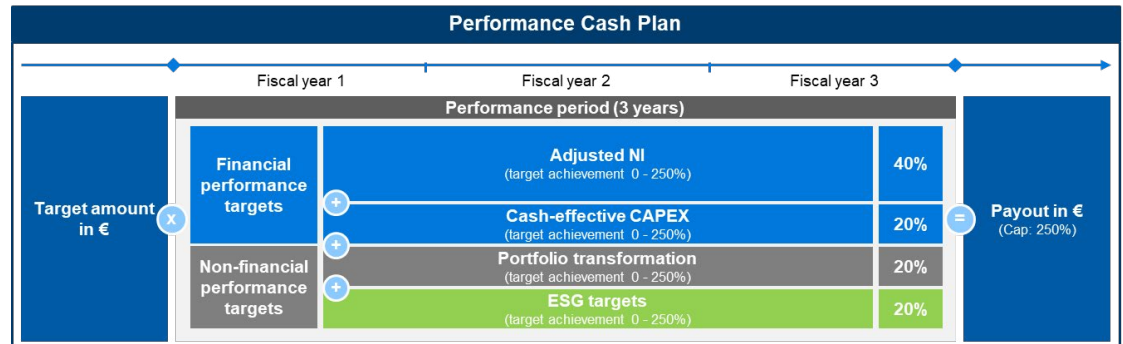
Target achievement in terms of the individual performance factor is determined by the Supervisory Board after the end of the fiscal year on the basis of the degree to which each of the previously defined individual and collective goals has been achieved.

The Supervisory Board might, in the event of extraordinary developments, consider other aspects when determining the individual performance factor. Under consideration of the individual performance factor, this can lead to a correspondingly higher or lower annual bonus being determined, however not in excess of 200% of the target amount. Section 87 (2) AktG shall remain unaffected. In line with the recommendation G.8 of the German Corporate Governance Code in the version as of April 28, 2022, the above-described targets and comparative parameters may not be changed retroactively.

7.3. Long-term incentive after termination of the compensation restrictions

The long-term incentive (LTI) for members of the Management Board of Uniper SE is designed as Performance Cash Plan. Generally, the plan is awarded in annual tranches, with a performance period of three years for each tranche. The payout amount of the Performance Cash Plan is based on an individual contractually agreed target amount, which is awarded at the start of the performance period as a future entitlement, as well as two financial performance targets with a weighting of 60% and two non-financial performance targets with a weighting of 40%. The payout is capped at a maximum of 250% of the target amount awarded at the start of the performance period (payout cap) and takes place after the end of the three-year performance period.

LTI payout amounts will be reported in the respective compensation report retrospectively. For this purpose, the target for financial performance targets and the non-financial performance targets as well as the respective target achievement will be transparently published and explained in the compensation report.



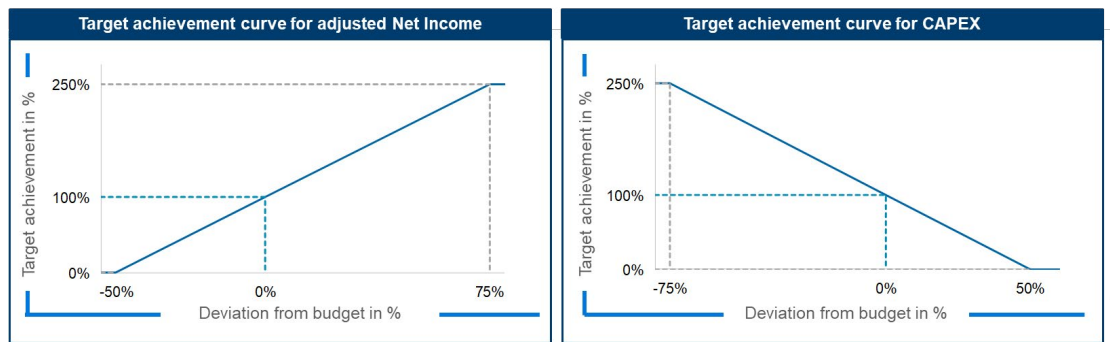
Financial Performance Targets

Adjusted NI and annual cash-effective CAPEX are applied as financial performance targets.

Adjusted NI refers to earnings after interest and income taxes calculated in accordance with IFRS and adjusted for certain non-operating effects in order to enhance its information value. Adjusted NI shows earnings after noncontrolling interests, is free of non-operating effects and thus is oriented to the Company's sustainable rentability based on operations. At the start of a fiscal year, the Supervisory Board sets an ambitious cumulative target value respectively budget target for adjusted NI for the next three years derived from the mid-term planning. The sum of the actual values for adjusted NI is calculated over the performance period and compared with this (cumulative) target value.

Cash-effective CAPEX for investments is the amount of cash-effective capital expenditures reported annually. The sum of the actual values is calculated over the three-year performance period and set in relation to the sum of the annual budget values resolved by the Supervisory Board.

Target achievement is 100% when the sum of actual values of adjusted NI and actual CAPEX correspond to the respective cumulative budget values. While adjusted NI incentivizes a performance above the budget values, CAPEX incentivizes a performance below budget values, as this encourages efficient use of available resources. If the cumulative actual values fall below by 50% or more resp. by 75% or more, this constitutes 0% target achievement for adjusted NI and 250% for CAPEX. If the cumulative actual values are 75% or more resp. are 50% or more higher than the cumulative budget values, this constitutes 250% target achievement for adjusted NI and 0% for CAPEX. Further increases in actual adjusted NI or decreases in actual CAPEX do not lead to any further increase in target achievement. Linear interpolation is used to calculate intermediate values.



Non-Financial Performance Targets

Portfolio transformation and relevant and measurable ESG targets are considered non-financial performance targets. Within the framework of portfolio transformation, the Supervisory Board follows Uniper Group's corporate strategy and evaluates which positive or negative impacts the portfolio transformation has on Uniper's business performance. The relevant portfolio transformation must be consistent with the corporate strategy, while also ensuring the rights of minority shareholders. The standards for evaluating performance include, for example, the effects on Uniper's carbon intensity, effects on medium-term growth prospects and the assessment/perception of transformation measures by rating agencies and the capital market. At the end of the three-year performance period, the Supervisory Board evaluates the success of portfolio transformation on the basis of these standards, whereby target achievement can assume one of the following performance categories: 0%, 50%, 75%, 100%, 125%, 150%, 200% und 250%.

Within the scope of ESG targets, relevant and measurable ESG targets that are based on Uniper Group's sustainability strategy are defined for each LTI tranche. For this, the Supervisory Board defines the relevant targets and the applicable target achievement curves (minimum, 100% target value, maximum) before the start of each LTI tranche.

7.4. Malus and Clawback provision after termination of the compensation restrictions

Malus and clawback provisions are intended to secure the sustainable and successful development of the Uniper Group. These provisions provide the option to reduce variable compensation that is yet to be paid out (malus) and reclaim variable compensation which has already been paid out (clawback).

"Performance clawback": If the relevant aspects for determining the payout amounts of variable compensation should prove to be incorrect after the variable compensation has been paid out, the Supervisory Board may demand repayment of the excess compensation paid. Relevant aspects include, for example, the reporting or the financial and non-financial performance targets considered that are of relevance to the calculated payout amount of the variable compensation. In this case, the fault of the Management Board members is not relevant.

"Compliance clawback": If a Management Board member violates material internal principles of the Company (e.g., from the Code of Conduct or the compliance guidelines), breaches a material duty under the Management Board member's service agreement, or if there is a significant breach of duties pursuant to Section 93 AktG, the Supervisory Board may reduce variable compensation not yet paid out down to zero or demand repayment of the variable compensation already paid out.

In both cases, the right to reclaim compensation already paid out exists even if the Management Board member is no longer a member of the Management Board when that right is asserted. After a period of five years after it has been paid, variable compensation cannot be reclaimed.

7.5. Maximum compensation after termination of the compensation restrictions

Compensation of Management Board members is capped in two respects: The payout of the annual bonus is capped at 200% of the target amount and the payout of the long-term incentive is capped at 250% of the target amount. Furthermore, pursuant to Section 87a (1) sentence 2 no.1 AktG, Management Board Compensation is limited to a maximum amount (maximum compensation). The total of all payments, in the case of fringe benefits and pension entitlements resulting from awards for one single year is limited to this maximum amount, regardless of when the payments are made. For the Chief Executive Officer the maximum compensation is € 6.2 million and, for the Ordinary members of the Management Board € 3.5 million.

7.6. Early termination of the service agreement after termination of the compensation restrictions

In the event of an early termination of the service agreement by the Company after the termination of the compensation restrictions, any severance payment is limited to the base salary, the target amount of the annual bonus and the target amount of the long-term incentive for a period of two years from the early termination of the service agreement, and in any case to the compensation for the remaining term of the service agreement.

In the event an early termination of the service agreement after the termination of the compensation restrictions, the allowance for the twelve-month post-contractual non-competition period amounts to 50% of the most recent contractual compensation received; these include the base salary as well as the annual bonus and the long-term incentive. In the event of termination of the service agreement within the first three years after the termination of the compensation restrictions, the allowance is calculated from the contractual target compensation; in the event of later termination of the service agreement, it is calculated from the average of the contractual compensation actually received in the three previous years. This allowance is offset against any other severance payments.

V. Additional information and notifications

1. Total number of shares and voting rights

As of the date of invitation to the General Meeting, the registered share capital of Uniper SE is €14,160,161,306.70 and is divided into 8,329,506,651 no-par value registered shares (shares without a nominal amount), each carrying one vote. The total number of voting rights on the date of invitation to the General Meeting is therefore 8,329,506,651.

2. General Meeting without physical presence of the shareholders or their proxies

On the basis of section 26n para.1 EGAktG, the Management Board has decided, with the consent of the Supervisory Board, to hold the General Meeting as a virtual General Meeting pursuant to section 118a para.1 sentence 1 AktG without the shareholders or their proxies being physically present. The chairman of the meeting, Management Board members, Supervisory Board members and the notary instructed to keep the record of the meeting as well as a Company-appointed proxy will be physically present at the meeting, which will be held at Rotterdamer Straße 141, 40474 Düsseldorf, Germany. Shareholders or their proxies (with the exception of the Company-appointed proxies) are excluded from being physically present at the place of the General Meeting.

Holding the General Meeting in the form of a virtual meeting in line with the amended provision contained in section 118a AktG results in modifications to meeting procedures and to exercising shareholders' rights, both as compared to a physical General Meeting and to the virtual Extraordinary General Meeting last held in line with the special legislation passed in connection with the COVID-19 pandemic, which was applicable pursuant to the provisions of EnSiG and the German Economic Stabilization Acceleration Act (*Wirtschaftsstabilisierungsbeschleunigungsgesetz – WStBG*). Therefore, we would like to ask you to pay particular attention to the notifications, in particular on the possibility of following the General Meeting via audiovisual means, on exercising voting rights, the right to submit motions, the right to submit statements, the right to speak, the right to request information and the right to object to resolutions.

3. Registration for the General Meeting, access to the password-protected online service

Only shareholders who have registered with Uniper SE by no later than the end of

17 May 2023

and whose registered shares are registered in the share register are entitled to attend the General Meeting (i.e. for the electronic connection to the General Meeting online) and exercise their voting rights as well as shareholders' rights requiring attendance. Pursuant to section 67 para. 2 sentence 1 AktG, rights and obligations arising from shares only exist in relation to the Company for and against those entered in the share register.

The registration has to be submitted in German or English and sent either to the following address:

**Uniper SE Hauptversammlung
c/o ADEUS Aktienregister-Service-GmbH
20558 Hamburg
Germany**

or by fax or e-mail to:

**Fax: +49 89 2070 37951
e-mail: hv-service.uniper@adeus.de**

or using the password-protected online service on the internet in compliance with the procedure specified by Uniper SE at:

www.uniper.energy/gm-service

The password-protected online service will be available to the shareholders and their proxies for the purpose of registering for the General Meeting and exercising shareholders' rights from the date of the distribution of the invitation by e-mail to the end of the General Meeting.

Shareholders who wish to log into the password-protected online service require their shareholder number and the corresponding access password. Shareholders who have already registered for e-mail distribution of the invitation to the General Meeting will receive their shareholder number together with the invitation e-mail to the General Meeting and must use the access password specified upon registration. All other shareholders registered in the share register will receive their shareholder number and their access password together with the invitation letter for the General Meeting.

In order to be able to access the password-protected online service, proxies will receive their own access data by letter once they have provided evidence of their authorization. Authorization should thus be granted as early as possible in order to ensure that proxies receive their access data in good time.

Further information on the procedure when using the password-protected online service is available at:

www.uniper.energy/gm

In order to register for the General Meeting and exercise the right to vote at the General Meeting, the shareholdings recorded in the share register as at the end of 17 May 2023 are relevant. Any applications for the transfer of entries in the share register which are received after the end of 17 May 2023 (technical record date or *maßgeblicher Bestandsstichtag*), but before the end of the General Meeting on 24 May 2023, will be processed and taken into account in the share register only with effect after the General Meeting on 24 May 2023. The status of the share register at the time the General Meeting is held is thus identical to the status of the share register at the end of 17 May 2023. All acquirers of shares in the Company who have not yet been registered in the share register are therefore asked to submit their applications for the transfer of entries in good time.

Intermediaries listed in the share register may register for the General Meeting and exercise voting rights for shares which they do not own only if authorized by the corresponding shareholder.

Registering for the General Meeting does not cause the shares to be blocked for disposal, i.e. shareholders are still free to dispose of their shares after having registered for the General Meeting.

4. Audiovisual transmission of the General Meeting, electronic connection

Shareholders and their proxies can follow the entire General Meeting on the day of the General Meeting starting at 10:00 hours CEST via audiovisual transmission online via the password-protected online service available at:

www.uniper.energy/gm-service

To this end, shareholders must log into the password-protected online service by using their access data as set out under section V.3. above.

Shareholders or, if third parties (with the exception of the Company-appointed proxies) are authorized, such authorized proxies will be electronically connected to the virtual General Meeting if they have duly registered for the General Meeting and successfully logged into the password-protected online service for shareholders of Uniper SE for the duration of the virtual General Meeting on 24 May 2023.

On 24 May 2023 during the General Meeting, the shareholder can electronically connect to the General Meeting by logging into the password-protected online service.

The shareholder can also appoint one or several third parties to represent him/her at the General Meeting (cf. section V.6.). In that case, he/she can only connect electronically to the General Meeting and thus exercise all participation rights in the General Meeting if he/she logs into the password-protected online service during the General Meeting on 24 May 2023 and revokes any authorizations

issued to third parties. In contrast, authorizations issued to the Company-appointed proxies do not need to be revoked. Any potential absentee votes or instructions to the Company-appointed proxies remain unchanged by a respective revocation. Even without a respective revocation, it is possible to follow the live stream of the General Meeting as well as vote or amend votes via the password-protected online service.

On 24 May 2023 during the General Meeting, a proxy can electronically connect to the General Meeting by logging into the password protected online service.

If the shareholder or his/her proxy has authorized another third party or multiple third parties to represent him/her at the General Meeting, the respective proxy can only electronically connect and thus exercise all participation rights in the General Meeting if he/she logs into the password-protected online service during the General Meeting on 24 May 2023 and revokes the authorizations granted to further third parties via the password-protected online service. In contrast, authorizations issued to the Company-appointed proxies do not need to be revoked. Also in this case, any potential absentee votes or instructions to the Company-appointed proxies remain unchanged by respective revocations. Even without a respective revocation, it is possible to follow the live stream of the General Meeting as well as vote or amend votes via the password-protected online service.

Use of the password-protected online service during the virtual General Meeting and the electronic connection to the meeting is only possible if the requirements set out under section V.3. above have been met at all times.

5. Submitting absentee votes (*Briefwahl*)

Shareholders may exercise their voting rights at the virtual General Meeting through absentee voting. In this case timely registration, **i.e. by no later than the end of 17 May 2023**, and registration of the relevant shares in the share register in accordance with the requirements specified in section V.3. above are required. The shareholdings registered in the share register as at the end of 17 May 2023 are relevant in particular in this context, too.

Shareholders may exercise their voting rights by absentee voting either in written form (by letter or fax) or electronically (by e-mail or by entering their vote in the password-protected online service).

Voting rights exercised in written form must be exercised by using the form provided to the shareholders together with the invitation, which is to be sent to the address or fax number specified in section V.3. above.

Voting rights exercised electronically must be exercised either by using the form provided to the shareholders together with the invitation, which is to be sent to the e-mail address specified in section V.3. above, or by using the password-protected online service at

www.uniper.energy/gm-service.

If shareholders register for the General Meeting via the password-protected online service, this will not be deemed a vote cast (equivalent to a "no vote") as long as and to the extent that such shareholders do not exercise their voting rights. **Votes can be initially submitted and subsequently changed** at any time after timely registration until the deadlines as determined by the chairman in connection with the voting on the day of the General Meeting after prior announcement.

Intermediaries, shareholders' associations, proxy advisors or other persons specified in section 135 para. 8 AktG who have been authorized by shareholders may also make use of absentee voting in accordance with the rules specified above and in compliance with the deadlines stated.

6. Exercise of voting rights by proxies

Shareholders may have their voting rights exercised by authorized persons such as intermediaries, shareholders' associations, proxy advisors or proxies of Uniper SE or third parties. If a shareholder appoints more than one proxy, the Company is entitled to refuse one or more of them.

In the case of voting rights exercised by proxy, timely registration by the shareholder or the proxy and registration in the share register in accordance with the requirements specified in section V.3. above are also required **by no later than the end of 17 May 2023**. The shareholdings registered in the share register as at the end of 17 May 2023 are relevant in particular in this context, too.

Intermediaries, shareholders' associations, proxy advisors and authorized third parties may also have their voting rights exercised by issuing proxy authorizations and instructions exclusively to the Company-appointed proxies or by way of absentee voting.

The proxy authorization must be granted or revoked and proof of authorization to be provided to Uniper SE must be provided in text form and must be sent to the address, fax number or e-mail address specified above in section V.3.

If authorizations to exercise voting rights are issued to intermediaries, shareholders' associations, proxy advisors or other persons specified in section 135 para. 8 AktG, the relevant authorization processes and forms of such authorization must be based on the relevant requirements of the recipients, who are to be contacted in due time in this context. Intermediaries, shareholders' associations and proxy advisors or equivalent persons or institutions who participate in the password-protected online service of the Company can also be authorized via the password-protected online service in line with the procedure specified by the Company at

www.uniper.energy/gm-service.

Please use the authorization option provided for in the registration form, if possible. A sample form for authorization is also available on the internet at

www.uniper.energy/gm.

Proxies appointed by Uniper SE may also be authorized using the password-protected online service at

www.uniper.energy/gm-service.

The proxies will exercise the voting rights exclusively on the basis of the instructions issued by the respective shareholder. Should any agenda item require individual voting, any instruction issued in this respect will apply mutatis mutandis to each individual sub-item. The proxies will not accept any instructions to address the General Meeting, to object to resolutions passed by the General Meeting, to ask questions or to submit motions. However, the proxies will accept instructions issued also in respect of motions or election proposals submitted during the General Meeting.

Proxy authorizations and instructions to the Company-appointed proxies may be issued, in each case after the shareholders have been duly registered in line with the requirements set out in section V.3. above, at any time both in advance of and during the General Meeting on 24 May 2023 until the deadlines as determined by the chairman in connection with the voting on the day of the General Meeting after prior announcement.

Authorizations can also be granted to third parties via the password-protected online service.

7. Special shareholders' rights

a. Requests to have items added to the agenda – art. 56 sentence 2 and sentence 3 of the SE Regulation, section 50 para. 2 SEAG, section 122 para. 2 AktG

Pursuant to art. 56 sentence 2 and sentence 3 of the SE Regulation, section 50 para. 2 SEAG, section 122 para. 2 AktG, shareholders whose shares amount in aggregate to one twentieth of the share capital or represent an amount of the share capital corresponding to € 500,000 (the latter amount equalling 294,118 shares in Uniper SE if rounded up to the nearest whole number) may request that items be added to the agenda and published.

Any new item has to be accompanied by a statement of reason or a resolution proposal. The request has to be addressed in writing to the Management Board of the Company and has to be received by the Company at least 30 days prior to the General Meeting of the Company, i.e. **by no later than the end of 23 April 2023**. Any request to have items added to the agenda is to be sent to the following address:

**Uniper SE
– Vorstand –
Holzstraße 6
40221 Düsseldorf
Germany**

Any additions to the agenda which have to be published – to the extent that they have not already been published together with the convening notice of the General Meeting – will be announced in the German Federal Gazette (*Bundesanzeiger*) without undue delay following receipt of such request including name and place of residence or registered office of the requestor. In addition, they will be published online at

www.uniper.energy/gm.

b. Counter-motions and election proposals as well as motions – section 118a para. 1 sentence 2 no. 3, section 126 paras 1 and 4, section 127, section 130a para. 5 sentence 3, para. 6 AktG

Shareholders have the opportunity to submit counter-motions and election proposals to the Company prior to the General Meeting in line with section 126 para. 1 and section 127 AktG. The Company will publish any counter-motions and election proposals on the Company's website provided the relevant statutory provisions are met. The Management Board and the Supervisory Board reserve the right to comment during the General Meeting on counter-motions and election proposals that meet the requirements set out below.

If counter-motions and election proposals are to be published in advance by Uniper SE in accordance with section 126 paras 1 to 3 and section 127 AktG, they must be sent exclusively to the following address by **no later than the end of 9 May 2023**:

**Uniper SE
– Vorstand –
Holzstraße 6
40221 Düsseldorf
Germany**

Counter-motions and election proposals which are sent to a different address will not be considered. In addition, the Company may refrain from publication in whole or in part if certain further requirements specified in more detail in section 126 paras 1 to 3 or section 127 AktG are fulfilled or may summarize counter-motions or election proposals and their statements of reason. No statement of reason is required at least in case of an election proposal. Election proposals for election to the Supervisory Board have to include the name, current profession and place of residence of the proposed person as well as his/her membership on other supervisory boards to be established pursuant to statutory provisions in Germany. The relevant information, including the name of the shareholder, any statement of reason to be made accessible, mandatory information pursuant to section 127 sentence 4 AktG and any statement by the management, will be published on the internet at

www.uniper.energy/gm.

Pursuant to section 126 para. 4 AktG, motions or election proposals from shareholders which have to be made available in accordance with section 126 paras 1 to 3 or section 127 AktG are deemed to have been submitted at the time of being made available. The voting right can be exercised in respect of the motion or election proposal via the password-protected online service once shareholders are able to demonstrate compliance with the legal or statutory requirements for exercising the voting right, i.e. if the requirements specified in section V.3. for registration for the General Meeting have been met. If the shareholder submitting the motion or election proposal has not been duly legitimised and registered for the General Meeting, the motion does not have to be discussed at the meeting.

The right of the chairman of the meeting to have management proposals voted on first remains unaffected. If the management proposals are accepted with the necessary majority, the counter-proposals or (deviating) election proposals are deemed obsolete.

In addition, shareholders and their proxies being electronically connected to the meeting may also submit motions and election proposals to the meeting via video link using the password-protected online service.

c. Right to submit statements – sections 118a para. 1 sentence 2 no. 6 and 130a paras 1 to 4 AktG

Shareholders who have duly registered for the General Meeting, i.e. who have met the requirements for registration and exercising voting rights pursuant to section V.3., may submit statements in text form on the agenda items via the password-protected online service. A statement must not exceed a maximum of 10,000 characters (including spaces).

Statements must be submitted by no later than 18 May 2023, 24:00 hours (CEST), exclusively via the password-protected online service accessible, on the Company's website at

www.uniper.energy/gm-service.

Statements that were not submitted by a shareholder who is duly registered for the virtual General Meeting, which comprise more than 10,000 characters (including spaces) or where a case as provided for in section 130a para. 3 sentence 4 in conjunction with section 126 para. 2 sentence 1 no. 1, no. 3 or no. 6 AktG applies will not be made available.

Any shareholder statements that were duly submitted on time and are to be made available will be published in the language in which they were submitted, together with any management statement, by no later than 19 May 2023, 24:00 hours (CEST), via the password-protected online service accessible on the Company's website at

www.uniper.energy/gm-service

for all shareholders and their proxies registered for the General Meeting.

Motions, election proposals, questions and objections to General Meeting resolutions included in the submitted statements will not be taken into account at the General Meeting; motions and election proposals can be submitted, the right to request information asserted and objections filed against General Meeting resolutions only using the methods specifically described in this invitation.

d. Right to speak – sections 118a para. 1 sentence 2 no. 7 and section 130a paras 5 and 6 AktG

Shareholders or their proxies being electronically connected to the General Meeting will be granted a right to speak via video link in order to address the General Meeting. The shareholder must ensure appropriate audiovisual transmission.

The request to speak can be registered from the beginning of the meeting via the passwordprotected online service. Such speeches may contain motions and election proposals pursuant to section 118a para. 1 sentence 2 no. 3 AktG and requests for information pursuant to section 131 para. 1 AktG. No other

manner of submitting questions by way of electronic or other communication, either before or during the General Meeting, has been provided for. The chairman of the meeting will explain the procedure for addressing the General Meeting and giving speakers the floor in more detail at the General Meeting.

The Company reserves the right to test the functionality of the video link, i.e. the audiovisual transmission between the shareholder and the Company, in the General Meeting and prior to the shareholder addressing the General Meeting and to refuse to allow them to speak if functionality cannot be guaranteed. For the purposes of video communication, shareholders should therefore have a web-enabled device with a camera and microphone and a stable internet connection. However, no software components or apps need to be installed on the end devices.

e. Right to request information – sections 118a para.1 sentence 2 no. 4 and sections 131 and 130a para. 5 sentence 3 and para. 6 AktG

Pursuant to section 118a para.1 sentence 2 no. 4 and section 131 AktG, any shareholder must, on request, be given information by the Management Board on the Company's affairs at the General Meeting, provided such information is necessary in order to make an informed judgement on an agenda item and the Management Board does not have a right to refuse to disclose such information. This duty to provide information also applies to the legal and business relationships of Uniper SE with affiliates as well as to the situation of the group as a whole and the entities included in the consolidated financial statements.

Pursuant to section 19 para. 3 sentence 1 of the Company's Articles of Association, reasonable time restrictions may be applied by the chairman to the shareholders' right to ask questions and speak at the General Meeting. The chairman can also, pursuant to section 131 para.1f AktG, specify that the right to request information and ask questions may only be exercised via video link.

The Management Board may refuse to disclose information citing the grounds set out in section 131 para. 3 AktG.

f. Right of objection – section 118a para.1 sentence 2 no. 8 AktG in conjunction with section 245 AktG

Shareholders and their proxies duly registered and being electronically connected to the General Meeting have the right to object to the resolutions passed by the General Meeting by submitting their objection electronically to the notary instructed to keep the record of the General Meeting using the password-protected online service for shareholders via the Company's website at

www.uniper.energy/gm-service

in line with the procedure laid down therein by Uniper SE. Corresponding declarations may be submitted from the opening of the General Meeting up to its closing by the chairman of the General Meeting. The information contained in section V.3. should be noted in the context of accessing the password-protected online service.

g. Further information on shareholders' rights

Further information regarding the rights of shareholders pursuant to art. 56 sentence 2 and sentence 3 of the SE Regulation, section 50 para. 2 SEAG, sections 118a, 122 para. 2, 126 paras 1 and 4, 127, 130a, 131 para. 1 in conjunction with section 245 AktG is available on the internet at

www.uniper.energy/gm.

8. Website on which the information pursuant to section 124a AktG is available

The information pursuant to section 124a AktG and the information pursuant to section 125 AktG in conjunction with Commission Implementing Regulation (EU) 2018/1212 as well as the current version of the Articles of Association of Uniper SE are available on the internet under

www.uniper.energy/gm.

9. Information for shareholders regarding data protection

The protection of your data and the lawful processing of such data have a high priority for us.

Our privacy policy summarizes all information regarding the processing of personal data of our shareholders clearly in one place.

The information on data protection for shareholders can be found at

www.uniper.energy/privacy-policy/shareholders.

In addition, it is available on the internet at

www.uniper.energy/gm.

The Company's general information on data protection can be found at

www.uniper.energy/privacy-policy.

Düsseldorf, April 2023
The Management Board

Financial calendar

4 May 2023 Quarterly Statement January – March 2023
24 May 2023 General Meeting 2023
1 August 2023 Interim Report January – June 2023
31 October 2023 Quarterly Statement January – September 2023

Questions concerning the General Meeting

Hotline for shareholders: +49 180 28 64 26 6
(Monday to Friday 9:00 a.m. – 5:00 p.m. CEST; costs: 6 cents per call from any German phone network)

Uniper SE
Holzstraße 6
40221 Düsseldorf
Germany

www.uniper.energy

HRB 77425, Local court of Düsseldorf

Event ID: GMETUN0123RS