

Counter-Motions and Election Proposals

– Sections 126 Para. 1 and 127 German Stock Corporation Act

Annual General Meeting Uniper SE on 24 May 2023

In the following, the counter-motions and election proposals to be published by Uniper SE according to Sec. 126 and 127 of the German Stock Corporation Act are provided.

For further information please refer to the invitation documents and the additional information on shareholders' rights.

Please note that the translation is a convenience translation made by Uniper SE for high level information purposes only which must not be relied upon. The shareholder only submitted a German version of the counter-motion which can be accessed through the German version of this website. Only the German version is decisive.

Uniper SE

**Counter-motion submitted by the Association of Ethical Shareholders
Germany for the Annual General Meeting of Uniper SE on 24 May
2023:**

Agenda item 2: Resolution on the discharge of the members of Uniper Management Board for financial year 2022

The “Dachverband der Kritischen Aktionärinnen und Aktionäre” proposes not to discharge the members of the Board of Management.

Justification:

The Board of Uniper SE has still not presented a clear transformation plan that brings the company's strategy in line with the German, European and Paris climate targets. There is no open, honest reappraisal of how the fatal, one-sided dependence on Russian gas could have come about. Instead, old mistakes in building long-term LNG projects with appropriate infrastructure are in danger of being repeated, prolonging dependence on fossil natural gas longer and more expensively than necessary. As the new owner, the German government has a duty with regard to Article 20a of the Basic Law to align Uniper in a way that ensures compliance with the 1.5-degree target and safeguards natural livelihoods.

Sharply Increased Electricity Production in Russia in 2022 Massively Worsens Climate Footprint

As Uniper's electricity production in Russia increased by nearly 30 percent in 2022, direct CO₂ emissions from fuel consumption increased to a total of 55.6 million metric tons of CO₂. Among other things, the Beryozovskaya 3 lignite-fired power plant, which was recommissioned in 2021 and still belonged to Uniper last year, was responsible for the increase in climate-damaging emissions. In any case, Uniper should have divested itself of its Russian business more quickly after the country's brutal war of aggression against Ukraine. But even hard coal imports from Russia still amounted to more than 12 percent of the coal purchased under direct contracts in 2022 to cover Uniper's additional demand in Germany due to the consequences of the war.

Switch to liquefied petroleum gas jeopardizes climate targets

Uniper had already planned to triple its LNG business by 2025 before the war against Ukraine. If a switch to liquefied natural gas (LNG) is now pursued even more strongly in the short term, the achievement of Uniper's climate targets will be even more at risk. Due to energy-intensive production and long transport routes, almost half of the total greenhouse gas emissions from LNG occur before any electricity or heat is generated. If the fossil gas is also extracted by fracking, LNG is as harmful to the climate as coal and significantly more harmful than pipeline gas from conventional deposits.

The German government has signed a declaration under international law not to invest in new oil and gas projects abroad and would thus violate the constitutional principle of friendliness to international law with Uniper's projects. Nevertheless, the company is sticking to its fossil fuel business model - for example, by expanding global LNG activities in Australia and negotiating gas supplies from Senegal or Qatar.

Australia: LNG purchase agreement puts Aboriginal rock art and marine life at risk

Uniper has completed a 13-year purchase agreement for LNG from Scarborough, Australia. Scarborough will emit emissions roughly equivalent to those of 15 coal-fired power plants. The project is planned in one of Western Australia's most culturally and ecologically significant areas. Gas production will take place in the ocean in an extremely sensitive ecosystem. It will endanger migratory routes of whales, as well as dolphins, turtles and other species. At the gas processing site, emissions will damage globally significant Aboriginal rock art. It consists of over one million rock carvings that are at least 40,000 years old, including the oldest image of a human face.

Azerbaijan: Gas imports prop up Azerbaijani regime known for human rights abuses

Uniper procures gas from SOCAR, the state oil company of the Republic of Azerbaijan. Up to 1.5 billion m³ of natural gas is expected to flow to Europe every year until 2045. SOCAR is a major source of income for the Aliyev regime, which is known for human rights violations in the country. Even the parent company Fortum admitted that the human rights situation in the country is not satisfactory. Aliyev has direct control over the company. SOCAR repeatedly spread war propaganda during the 2020 war between Azerbaijan and Armenia and, as a state-owned corporation, funneled money into Aliyev's war chest. SOCAR was also allegedly involved in the murder of Maltese journalist Daphne Caruana Galizia in 2017. SOCAR has already announced plans to increase its gas supplies to Europe.

Discharge of environmentally harmful biocide at Wilhelmshaven LNG terminal

In the operation of the LNG terminal ship "Höegh Esperanza" in Wilhelmshaven, Uniper relies on a discharge of chlorine as a biocide into the Jade. The degradation and secondary products of chlorine are associated with the development of cancer, mutations and also the impairment of reproductive functions. Deutsche Umwelthilfe also criticizes the inadequate investigation of the environmental effects from the degradation and reaction products of the chlorine discharge.

Agenda item 3: Resolution on the discharge of the members of the Supervisory Board of Uniper SE for financial year 2022

The "Dachverband der Kritischen Aktionärinnen und Aktionäre" not to discharge the members of the Supervisory Board of Uniper SE.

Justification:

The Supervisory Board of Uniper SE is not sufficiently fulfilling its duty to monitor the Board of Management. It has not done enough to ensure that the phase-out of coal-fired power generation is accelerated and that human rights due diligence is implemented in the supply chain. As a state-owned company, Uniper must now take the lead in respecting environmental and human rights due diligence obligations, which must go beyond the minimum legal requirements.

More responsibility for the entire value chain urgently needed

The substitution of Russian energy supplies must not shift the problems to other countries with autocratic regimes such as Azerbaijan or Saudi Arabia. The supply contracts for coal and natural gas and exact suppliers must finally be disclosed and human rights violations and environmental destruction in the supply chain must be avoided. The effects of fracking and the significant methane emissions in the supply chain must also be taken into account here.

Continued blood coal from Columbia

More than 23 percent of Uniper's 2022 coal purchases under direct contracts will come from Colombia. With the end of deliveries from Russia, it can be assumed that Uniper could procure even more coal from Colombia in the future. Evidence shows that Colombia's largest coal exporters have committed numerous human rights and environmental abuses, primarily affecting communities living in the mining areas. The worst abuses occur in the La Guajira and Cesar regions, where 90 percent of the country's coal is mined. One of the largest coalmines in Latin America, El Cerrejón, received permission to divert the Bruno River in order to mine the ores found in its riverbed due to increasing demand from Germany. The Bruno River is the most important tributary of the Ranchería River: the latter is the only river in the desert region of La Guajira on whose water supply numerous indigenous, Afro-Colombian and peasant communities live. Experts warn that the detour of the Bruno River will dry it up, making access to water impossible for thousands of people. The permit for coal mining on the Bruno River was granted without the consent of the indigenous Wayuu.

In addition, the opinion of experts warning of a drought was disregarded. The project thus violates a ruling of the Colombian Constitutional Court, which prohibits the detour of the tributary without prior consultation of the affected parties. Uniper continues to be a major buyer of coal from the Cesar region of Colombia. There is strong evidence that mining companies Drummond and Prodeco/Glencore were involved in providing financial and logistical support to paramilitary groups. Paramilitary terror killed more than 3,300 people and affected more than 55,000 people with forced displacement in the region. Uniper has long been aware of the paramilitary violence and has failed to make an adequate contribution to reparations for the victims.

Cologne, 8 May 2023

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