

First Supplement to the Debt Issuance Programme Prospectus dated 26 April 2018
Dated 14 November 2018

*This document constitutes a supplement (the "**Supplement**") for the purposes of Article 16 of Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003, as amended by Directive 2010/73/EU (the "**Prospectus Directive**"), and should be read in conjunction with the base prospectus for the purpose of article 5.4 of the Prospectus Directive of Uniper SE in respect of non-equity securities within the meaning of Art. 22 No. 6 (4) of the Commission Regulation (EC) No. 809/2004 of 29 April 2004, as amended (the "**Debt Issuance Programme Prospectus**" or the "**Prospectus**").*



Uniper SE
(Düsseldorf, Federal Republic of Germany)
as Issuer

EUR 2,000,000,000
Debt Issuance Programme
(the "**Programme**")

Under the Programme, Uniper SE ("**Uniper**" or "**Issuer**") may from time to time issue notes in bearer form (the "**Notes**").

Application has been made to list Notes to be issued under the Programme on the official list of the Luxembourg Stock Exchange and trade Notes on the market of the Luxembourg Stock Exchange appearing on the list of regulated markets issued by the European Commission (Regulated Market "*Bourse de Luxembourg*") (the "**Regulated Market**"). The Luxembourg Stock Exchange's Regulated Market is a regulated market for the purposes of Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Directive 2002/92/EC and Directive 2011/61/EU ("**MiFID II**"). Notes issued under the Programme may also not be listed.

This Supplement has been approved by the Commission de Surveillance du Secteur Financier (the "**CSSF**") and will be published in electronic form on the website of the Luxembourg Stock Exchange (www.bourse.lu) and on the website of the Issuer (www.uniper.energy/bonds). For the avoidance of doubt, the content of the aforementioned websites does not form part of this Supplement. The Issuer has requested the CSSF in its capacity as competent authority under the Luxembourg act relating to prospectuses for securities (*Loi relative aux prospectus pour valeurs mobilières*), as amended, which implements the Prospectus Directive into Luxembourg law (the "**Luxembourg Law**") to provide the competent authorities in the Federal Republic of Germany ("**Germany**") and the United Kingdom of Great Britain and Northern Ireland ("**United Kingdom**") with a certificate of approval attesting that this Supplement has been drawn up in accordance with the Luxembourg Law (each a "**Notification**"). The Issuer may request the CSSF to provide competent authorities in additional Member States within the European Economic Area with a Notification. Pursuant to Article 7(7) of the Luxembourg Law, by approving this Supplement, the CSSF gives no undertaking as to the economic and financial soundness of the operation or the quality or solvency of the Issuer.

RIGHT TO WITHDRAW

In accordance with article 13(2) of the Luxembourg Law, investors who have already submitted purchase orders in relation to Notes offered under the Programme prior to the publication of this Supplement are entitled to withdraw their orders within two working days of this Supplement having been published (the "Withdrawal Right End Date") if not yet credited in their respective securities account for the Notes so subscribed. Withdrawal Right End Date means 16 November 2018. A withdrawal, if any, of an order must be communicated in writing to the Issuer at its registered office, E.ON-Platz 1, 40479 Düsseldorf, Federal Republic of Germany.

Responsibility Statement

The Issuer with its registered office in Düsseldorf, Federal Republic of Germany, is solely responsible for the information given in this Supplement.

The Issuer hereby declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement for which it is responsible is, to the best of its knowledge, in accordance with the facts and does not omit anything likely to affect the import of such information.

Important Notice

This Supplement should be read and understood in conjunction with the Prospectus, with any documents incorporated therein by reference and with any further supplements to the Prospectus. Full information on the Issuer and any Tranche (as defined below) of Notes is only available on the basis of the combination of this Supplement and the Prospectus (including any document incorporated by reference, the relevant Final Terms and any further supplements to the Prospectus).

The Issuer has confirmed to the Dealers that this Supplement when read together with the Prospectus contains all information which is necessary to enable investors to make an informed assessment of the assets and liabilities, financial position, profit and losses and prospects of the Issuer and the rights attaching to the Notes which is material in the context of the Programme; that the information contained herein with respect to the Issuer and the Notes is accurate and complete in all material respects and is not misleading; that any opinions and intentions expressed herein are honestly held; that there are no other facts with respect to the Issuer or the Notes, the omission of which would make this Supplement as a whole or any of such information or the expression of any such opinions or intentions misleading; and that the Issuer has made all reasonable enquiries to ascertain all facts material for the purposes aforesaid.

No person has been authorised to give any information which is not contained in or not consistent with this Supplement or any other document entered into in relation to the Programme or any information supplied by the Issuer or any other information in the public domain and, if given or made, such information must not be relied upon as having been authorised by the Issuer, the Dealers or any of them.

Neither the Arranger nor any Dealer nor any other person mentioned in this Supplement, excluding the Issuer, is responsible for the information contained in this Supplement or any document incorporated herein by reference, and accordingly, and to the extent permitted by the laws of any relevant jurisdiction, none of these persons accepts any responsibility for the accuracy and completeness of the information contained in any of these documents. The delivery of this Supplement and the offering, sale or delivery of any Notes may not be taken as an implication that the information contained in such documents is accurate and complete subsequent to their respective dates of issue or that there has been no adverse change in the financial situation of the Issuer since such date or that any other information supplied in connection with the Programme is accurate at any time subsequent to the date on which it is supplied or, if different, the date indicated in the document containing the same.

The distribution of this Supplement and the offering, sale and delivery of Notes in certain jurisdictions may be restricted by law. Persons into whose possession this Supplement come are required to inform themselves about and observe any such restrictions.

For a description of the restrictions applicable in the United States of America, the European Economic Area in general, the United Kingdom and Japan see "*Selling Restrictions*" in the Prospectus.

The Notes have not been and will not be registered under the United States Securities Act of

1933, as amended (the "**Securities Act**") or with any securities regulatory authority of any state or other jurisdiction of the United States. The Notes may not be offered, sold or delivered within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act ("**Regulation S**")) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

The Notes are subject to U.S. tax law requirements and may not be offered, sold or delivered within the United States or its possessions or to a U.S. person, except in certain transactions permitted by U.S. tax regulations.

Each Dealer and/or each further financial intermediary subsequently reselling or finally placing Notes to be issued under the Programme may be entitled to use this Supplement, as further described in "*Consent to the Use of this Prospectus*" in the Prospectus.

This Supplement may only be used for the purpose for which it has been published.

This Supplement may not be used for the purpose of an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such an offer or solicitation.

This Supplement does not constitute an offer or an invitation by or on behalf of the Issuer or any Dealer to subscribe for or purchase any Notes.

Forward-Looking Statements

This Supplement when read together with the Prospectus contains certain forward-looking statements. A forward-looking statement is a statement that does not relate to historical facts and events. They are based on analyses or forecasts of future results and estimates of amounts not yet determinable or foreseeable. These forward-looking statements are identified by the use of terms and phrases such as "*anticipate*", "*believe*", "*could*", "*estimate*", "*expect*", "*intend*", "*may*", "*plan*", "*predict*", "*project*", "*will*" and similar terms and phrases, including references and assumptions. This applies, in particular, to statements in this Supplement when read together with the Prospectus containing information on future earning capacity, plans and expectations regarding the Issuer's business and management, its growth and profitability, and general economic and regulatory conditions and other factors that affect it.

Forward-looking statements in this Supplement when read together with the Prospectus are based on current estimates and assumptions that the Issuer makes to the best of its present knowledge. These forward-looking statements are subject to risks, uncertainties and other factors which could cause actual results, including Uniper's financial condition and results of operations, to differ materially from and be worse than results that have expressly or implicitly been assumed or described in these forward-looking statements. Uniper's business is also subject to a number of risks and uncertainties that could cause a forward-looking statement, estimate or prediction in this Supplement when read together with the Prospectus to become inaccurate.

Accordingly, investors are strongly advised to read the following sections of the Prospectus: "*Risk Factors*" and "*Description of the Issuer*" and such parts of the documents incorporated by reference into the Prospectus as set out under "*Documents Incorporated by Reference*" of the Prospectus. These sections include more detailed descriptions of factors that might have an impact on Uniper's business and the markets in which it operates.

In light of these risks, uncertainties and assumptions, future events described in this Supplement when read together with the Prospectus may not occur. In addition, neither the Issuer nor the Dealers assume any obligation, except as required by law, to update any forward-looking statement or to conform these forward-looking statements to actual events or developments.

A. Changes to the Cover Page and the Introduction of the Prospectus

1. On the Cover Page of the Prospectus, the following names under the heading "*Dealers*" shall be deleted:

Landesbank Hessen – Thüringen Girozentrale

J.P. Morgan

2. On page 2 of the Prospectus, the last paragraph under the heading "**Important Notice**" shall be deleted and replaced as follows:

In connection with the issue of any Tranche of Notes under the Programme, the Dealer or Dealers (if any) named as Stabilising Manager(s) (the "**Stabilising Manager(s)**") in the relevant Final Terms (or persons acting on behalf of a Stabilising Manager) may over-allot Notes or effect transactions with a view to supporting the market price of the Notes at a level higher than that which might otherwise prevail. However, stabilisation may not necessarily occur. Any stabilisation action may begin on or after the date on which adequate public disclosure of the terms of the offer of the relevant Tranche of Notes is made and, if begun, may cease at any time, but it must end no later than the earlier of 30 days after the Issue Date of the relevant Tranche of Notes and 60 days after the date of the allotment of the relevant Tranche of Notes. Any stabilisation action or over-allotment must be conducted by the relevant Stabilising Manager(s) (or person(s) acting on behalf of any Stabilising Manager(s)) in accordance with all applicable laws and rules.

3. On page 3 of the Prospectus, the text under the heading "**Benchmarks Register**", shall be deleted and replaced as follows:

Amounts payable under the Notes may be calculated by reference to EURIBOR, which is currently provided by European Money Markets Institute (EMMI) or LIBOR, which is currently provided by ICE Benchmark Administration (IBA). As at the date of this Prospectus, only IBA appears on the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority ("**ESMA**") pursuant to article 36 of the Benchmark Regulation (Regulation (EU) 2016/1011) (the "**Benchmark Regulation**").

B. Changes to the Summary of the Prospectus

1. In the section "**Summary – Section B – Issuer**" on page 7 et seq. of the Prospectus, **item B.12** shall be deleted and replaced as follows:

B.12	<p>Selected historical key financial information</p> <p>The following tables set out selected key historical financial information relating to the Uniper Group for the financial year ended 31 December 2017 and 2016, respectively and selected key historical financial information relating to the Uniper Group for the nine months period ending 30 September 2018 and 30 September 2017, respectively:</p> <p>Selected balance sheet information</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th colspan="2" style="text-align: center; border-bottom: 1px solid black;">Nine months period ending 30 September (unaudited)</th> <th colspan="2" style="text-align: center; border-bottom: 1px solid black;">Fiscal year ending 31 December (audited)</th> </tr> <tr> <th style="text-align: center; border-bottom: 1px solid black;">2018</th> <th style="text-align: center; border-bottom: 1px solid black;">2017</th> <th style="text-align: center; border-bottom: 1px solid black;">2017</th> <th style="text-align: center; border-bottom: 1px solid black;">2016</th> </tr> </thead> <tbody> <tr> <td style="border-top: 1px solid black; border-bottom: 1px solid black;"> </td> <td style="border-top: 1px solid black; border-bottom: 1px solid black;"> </td> <td style="border-top: 1px solid black; border-bottom: 1px solid black;"> </td> <td style="border-top: 1px solid black; border-bottom: 1px solid black;"> </td> </tr> </tbody> </table>	Nine months period ending 30 September (unaudited)		Fiscal year ending 31 December (audited)		2018	2017	2017	2016				
Nine months period ending 30 September (unaudited)		Fiscal year ending 31 December (audited)											
2018	2017	2017	2016										

	€ in million		€ in million	
Non-current assets	33,213	24,917	22,877	27,199
Current assets	27,311	18,353	20,284	21,672
Total assets	60,524	43,270	43,161	48,871
Equity	11,635	13,131	12,789	12,803
Non-current liabilities	21,070	13,744	11,713	15,272
Current liabilities	27,819	16,395	18,659	20,796
Total equity and liabilities	60,524	43,270	43,161	48,871
Selected income statement information				
	Nine months period ending 30 September (unaudited)		Fiscal year ending 31 December (audited)	
	2018	2017	2017	2016
	€ in million		€ in million	
Sales	53,059	52,938	72,238	67,285
Income/loss before financial results and taxes	-746	958	-88	-3,973
Net income/loss	-521	782	-538	-3,234
<i>of which: attributable to shareholders of Uniper SE</i>	-550	683	-656	-3,217
Earnings per share (attributable to shareholders of Uniper SE) – basic and diluted in €	-1.50	1.87	-1.79	-8.79

Selected cash flow statement information				
	Nine months period ending 30 September (unaudited)		Fiscal year ending 31 December (audited)	
	2018	2017	2017	2016
	€ in million		€ in million	
Cash provided by operating activities (operating cash flow)	89	950	1,385	2,184
Cash provided by investing activities	-1,166	-634	517	-328
Cash used for financing activities	1,042	100	-1,129	-2,000
Net increase in cash and cash equivalents	-35	416	773	-144
Cash and cash equivalents at the end of the reporting period	811	513	851	169
Material adverse change in the prospects of the Issuer	There has been no material adverse change in the prospects of Uniper since 31 December 2017.			
Significant change in the financial and trading position	Not applicable. There has been no significant change in the financial or trading position of Uniper since 30 September 2018.			

2. In the section "**Summary – Section B – Issuer**" on page 8 et seq. of the Prospectus, **item B.13, "Recent events"** shall be deleted and replaced as follows:

In January 2017, Uniper received the requisite permit for the Datteln 4 power plant pursuant to immission-control laws. During the trial run, cracks occurred in the heating surfaces of the steam boiler. Damage investigations by the manufacturer concluded that the boiler walls will have to be replaced to remedy the damage. For this reason, Uniper does not expect to be able to bring the plant into operation before summer 2020.

In 2017, Uniper's Russian majority shareholding Unipro received the expected remaining insurance payment of €310 million (RUB 20.4 billion) for damage caused by a boiler fire in the Berezovskaya 3 power plant unit. The progress of the restoration project is in line with the cost and time expectations announced in August 2017, with a scheduled resumption of operations in the third quarter of 2019.

On 26 September 2017, Fortum Deutschland SE announced its decision to make an offer to the shareholders of Uniper SE to acquire all registered no-par value shares of Uniper SE as part of a voluntary public takeover offer after having entered into advanced negotiations for an agreement to purchase E.ON's 46.65% stake in Uniper SE. On 7 November 2017, Fortum Deutschland SE published the offer document for the voluntary public takeover bid (cash offer) of Fortum Deutschland SE to the shareholders of Uniper SE for the acquisition of its registered no-par value shares. On 8 January 2018, E.ON SE exercised the right to tender its 46.65% stake in Uniper SE as part of Fortum Deutschland SE's public takeover offer. On 26 June 2018, Fortum announced that its public takeover offer to the shareholders of Uniper SE has been completed. In total, Fortum now holds approximately 47.35% of Uniper shares and became the Issuer's new major shareholder.

In February 2018, Gazprom initiated arbitration proceedings against a company of the Uniper Group regarding price adjustments for existing gas supply contracts. As the arbitration proceedings and negotiations are ongoing, no material financial impact during the current fiscal year is expected.

In August 2018, both gas-fired power plants Irsching 5 (co-owned by Uniper) and Irsching 4 (solely owned by Uniper) have again been declared as systemically relevant by network operator TenneT, currently until 30 September 2020, after Uniper had announced the preliminary closure of the two units to TenneT and the German Federal Network Agency. This means the plants will remain in reserve operation until the aforementioned date. Furthermore, Uniper's systemically relevant power plants Ingolstadt 3 und 4, Irsching 3 and Staudinger 4 are also part of the German network reserve until 31 March 2021.

3. In the section "**Summary – Section B – Issuer**" on page 10 of the Prospectus, **item B.16, "Controlling persons"** shall be deleted and replaced as follows:

B.16	Controlling persons	Based on the information in Uniper's share register and internal analyses as at end of September 2018, Fortum Deutschland SE holds as the largest shareholder of Uniper SE a share of 47.37%, Paul E. Singer (Elliott) a share of 10.65% and Eric Knight (Knight Vinke) a share of 5.21% voting rights in Uniper SE. BlackRock holds (through various vehicles) a total of 3.09% of voting rights in Uniper SE. Overall, institutional investors represent the largest group of investors in Uniper SE with a share of over 90%, whereas retail investors accounted for the remaining shareholding. Pursuant to the most recent notifications received on 1 November 2018 and 12 November 2018, Paul E. Singer (Elliott) now holds voting rights corresponding to a total of 12.80% and BlackRock now holds voting rights corresponding to a total of 3.59%.
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4. In the section "**Summary – Section B – Issuer**" on page 11 of the Prospectus, **item B.17, "Credit ratings of the Issuer or its debt securities"** shall be deleted and replaced as follows:

B.17	Credit ratings of the Issuer or its debt securities	Uniper is currently rated by Standard & Poor's Credit Market Services Europe Limited (" Standard & Poor's " or " S&P ") ¹ with a long-term investment grade rating of BBB ² with a stable outlook and by Scope Ratings AG (" Scope ") ³ with a long-term investment grade rating of BBB ⁺ ² with a stable outlook. [[The Notes have [not] been rated [[insert rating(s)] by [insert rating agency/agencies]].]] ⁴
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5. In the section "**Summary – Section D – Risks**" on page 18 of the Prospectus, in **item D.2**, the heading "**Credit risks**" and the following paragraph shall be deleted and replaced as follows:

Credit and Margining Risks

The Uniper Group is exposed to credit risks associated with business operations and the use of financial instruments. Credit risks arise from the non-settlement or partial settlement of outstanding receivables by counterparties and from replacement risks for open transactions. These instruments are concluded through exchanges or based on bilateral margining agreements. The resulting requirement to post margins at exchanges or with counterparties exposes the Uniper Group to liquidity risk. If any credit or margining risk materializes this could have a material adverse effect on Uniper Group's business and cash flows, financial condition and results of operations.

6. In the section "**Summary – Section D – Risks**" on page 20 of the Prospectus, in **item D.2**, the paragraph below the heading "**Rating downgrade risk**", shall be deleted and replaced as follows:

Uniper Group's main liquidity risk consists of a downgrade of its long-term investment grade rating from the current BBB to – in particular – below investment grade. This could result in counterparties being prepared to enter into trading and hedging transactions with the Issuer only against increased collateral requirements, particularly in the trading sector. Such collateral requirements would have to be covered by the provision of liquid or similar funds (e.g., guarantees). If any rating downgrade risk materialises, this could have a material adverse effect on Uniper Group's business and cash flows, financial condition and results of operations.

7. In the section "**Summary – Section D – Risks**" on page 20 of the Prospectus, in **item D.2**, the following three risk factors and paragraphs shall be added below the last paragraph of the heading "**Key information on the key risks that are specific to the Issuer**":

¹ Standard & Poor's Credit Market Services Europe Limited (*Zweigniederlassung Deutschland*) is established in the European Union and is registered under Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies, as amended (the "**CRA Regulation**"). The European Securities and Markets Authority publishes on its website (<http://www.esma.europa.eu/page/List-registered-and-certified-CRAs>) a list of credit rating agencies registered in accordance with the CRA Regulation. The European Commission shall publish that updated list in the Official Journal of the European Union within 30 days following such update. For the avoidance of doubt, the content of the aforementioned website does not form part of this Prospectus.

² A **BBB**-rating from Standard & Poor's as well as from Scope means that the obligor has adequate capacity to meet its financial commitments. However, adverse economic conditions or changing circumstances are more likely to lead to a weakened capacity of the obligor to meet its financial commitments. The ratings from "AA" to "CCC" may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the major rating categories. A rating outlook assesses the potential direction of a long-term credit rating over the intermediate term (typically six months to two years). In determining a rating outlook, consideration is given to any changes in the economic and/or fundamental business conditions. An outlook is not necessarily a precursor of a rating change or future CreditWatch action.

³ Scope Ratings AG (*Zweigniederlassung Deutschland*) is established in the European Union and is registered under the CRA Regulation.

⁴ [Insert details on whether the relevant rating agency is established in the European Union and is registered (pursuant to the current list of registered and certified credit rating agencies published on the website of the European Securities and Markets Authority (www.esma.europa.eu)) pursuant to the CRA Regulation or has applied for registration. In case of Notes with a denomination of less than EUR 100,000, a brief explanation of the meanings of the ratings has to be inserted if these have been previously published by the rating provider.]

BREXIT risk

Since the summer, the view in the ongoing Brexit negotiations between the UK and the EU has emerged that there is a real possibility of a no deal outcome, either from the end of March 2019 or following the transition period if agreed. The consequences of a no deal outcome are complex and wide ranging and are currently being assessed. If risks related to BREXIT materialise, this could have an adverse effect on Uniper Group's business and cash flows, financial condition and results of operations.

Coal exit risk

European governments are at varying stages of decision making on the coal exit. In case countries decide on earlier exit dates than the current financial planning assumes, without offering compensation, Uniper faces a risk from potential impairments, loss of earnings as well as social plan and dismantling costs. Based on an initial qualitative assessment, this risk could have a major impact in aggregate across all Uniper coal plants. The ultimate size of a potential impact depends on the confirmed date, the ongoing consultation process and the specifics of the coal exit implementation. If any risk in connection with the coal exit materialises, this could have a material adverse effect on Uniper Group's business and cash flows, financial condition and results of operations.

US sanctions risk

Due to the ongoing political tensions between the US and Russia, and the dynamic nature of the threat of sanctions, Uniper remains exposed to the risk of becoming a target of US sanctions. Transactions, non-intentional and/or unavoidable, with entities or persons on the various sanction lists as well as Uniper's involvement in the Nord Stream 2 project, are the main sources of US sanctions risk. If any risk in connection with US sanctions materialises, this could have a material adverse effect on Uniper Group's business and cash flows, financial condition and results of operations.

8. In the section "**Summary – Section B – Emittentin**" on page 29 et seq. of the Prospectus, **item B.12** shall be deleted and replaced as follows:

B.12	Ausgewählte wesentliche historische Finanzinformationen			
	Die folgenden Tabellen zeigen ausgewählte wesentliche historische Finanzinformationen der Uniper Gruppe für das zum 31. Dezember 2017 bzw. 31. Dezember 2016 endende Geschäftsjahr und ausgewählte wesentliche historische Finanzinformationen der Uniper Gruppe für den jeweils zum 30. September 2018 und 30. September 2017 endenden Neun-Monatszeitraum.			
	Ausgewählte Kennzahlen der Bilanz			
	Neun-Monatszeitraum endend 30. September (nicht testiert)		Geschäftsjahr endend 31. Dezember (testiert)	
	2018	2017	2017	2016
	€ in Mio.		€ in Mio.	
Langfristige Vermögenswerte	33.213	24.917	22.877	27.199
Kurzfristige Vermögenswerte	27.311	18.353	20.284	21.672

Summe Aktiva	60.524	43.270	43.161	48.871
Eigenkapital	11.635	13.131	12.789	12.803
Langfristige Schulden	21.070	13.744	11.713	15.272
Kurzfristige Schulden	27.819	16.395	18.659	20.796
Summe Passiva	60.524	43.270	43.161	48.871
Ausgewählte Kennzahlen der Gewinn- und Verlustrechnung				
	Neun-Monatszeitraum endend 30. September (nicht testiert)		Geschäftsjahr endend 31. Dezember (testiert)	
	2018	2017	2017	2016
	€ in Mio.		€ in Mio.	
Umsatzerlöse	53.059	52.938	72.238	67.285
Ergebnis vor Finanzergebnis und Steuern	-746	958	-88	-3.973
Konzernüberschuss/- fehlbetrag	-521	782	-538	-3.234
<i>davon: Anteil der Gesellschafter der Uniper SE</i>	-550	683	-656	-3.217
Ergebnis je Aktie (Anteil der Gesellschafter der Uniper SE) - unverwässert und verwässert in €	-1,50	1,87	-1,79	-8,79
Ausgewählte Kennzahlen der Kapitalflussrechnung				
	Neun-Monatszeitraum endend 30. September (nicht testiert)		Geschäftsjahr endend 31. Dezember (testiert)	
	2018	2017	2017	2016
	€ in Mio.		€ in Mio.	
Cashflow aus der Geschäftstätigkeit (operativer Cashflow)	89	950	1.385	2.184
Cashflow aus der Investionstätigkeit	-1.166	-634	517	-328

Cashflow aus der Finanzierungstätigkeit	1.042	100	-1.129	-2.000
Liquiditätswirksame Veränderung der Zahlungsmittel und Zahlungsmitteläquivalente	-35	416	773	-144
Zahlungsmittel und Zahlungsmitteläquivalente zum Bilanzstichtag	811	513	851	169
Wesentliche Verschlechterung der Aussichten des Emittenten	Der Geschäftsausblick von Uniper hat sich seit dem 31. Dezember 2017 nicht wesentlich negativ verändert.			
Signifikante Veränderungen in der Finanz- bzw. Handelsposition	Nicht anwendbar. Seit dem 30. September 2018 hat es keine signifikanten Änderungen der Finanz- bzw. Handelsposition von Uniper gegeben.			

9. In the section "**Summary – Section B – Emittentin**" on page 31 of the Prospectus, **item B.13, "Jüngste Ereignisse"** shall be deleted and replaced as follows:

Im Januar 2017 hat Uniper die für die geplante Inbetriebnahme des Kraftwerkes Datteln 4 benötigte Betriebserlaubnis erhalten. Während des Testbetriebs sind Risse auf den Heizflächen der Kesselanlage entstanden. Erkenntnisse des Herstellers aus der Analyse des Umfangs und der Ursachen der Schäden an der Kesselanlage ergaben, dass ein Austausch der Kesselwände zur Schadensbeseitigung durchgeführt werden muss. Dieser Umstand wird die Inbetriebnahme des Kraftwerkes bis zum Sommer 2020 verzögern.

In 2017 hat das russische Tochterunternehmen Unipro, dessen Anteile mehrheitlich von Uniper gehalten werden, die erwartete, verbleibende Versicherungszahlung über €310 Millionen (RUB 20,4 Milliarden) im Zusammenhang des durch den Brand des Kraftwerkes Berezovskaya 3 verursachten Schadens erhalten. Die Arbeiten am Wiederaufbau des Kraftwerkes sind im Einklang mit dem Kosten- und Zeitplan, welcher im August 2017 angekündigt wurde. Die Wiederaufnahme des Betriebes ist für das dritte Quartal 2019 vorgesehen.

Am 26. September 2017 hat die Fortum Deutschland SE, nach zuvor weit fortgeschrittenen Vertragsverhandlungen über den Kauf des 46,65%-Anteils von E.ON SE an der Uniper SE, angekündigt, den Aktionären der Uniper SE ein Angebot zum Erwerb aller auf den Namen lautenden Stückaktien der Uniper SE – im Rahmen eines freiwilligen, öffentlichen Übernahmeangebots – unterbreiten zu wollen. Am 7. November 2017 veröffentlichte Fortum Deutschland SE die Angebotsunterlagen für das freiwillige öffentliche Übernahmeangebot (Barangebot) der Fortum Deutschland SE an die Aktionäre der Uniper SE zum Erwerb ihrer auf den Namen lautenden Stückaktien. Am 8. Januar 2018 hat E.ON SE von ihrem Angebotsrecht Gebrauch gemacht und Fortum Deutschland SE den 46,65%-Anteil an Uniper SE angedient. Am 26. Juni 2018 hat Fortum bekannt gegeben, dass das freiwillige öffentliche Übernahmeangebot der Fortum an die Aktionäre der Uniper SE nunmehr vollzogen wurde. Insgesamt hält Fortum derzeit circa 47,35 % der Uniper-Aktien und wurde damit der größte Aktionär der Emittentin.

Im Februar 2018 hat Gazprom gegen ein Unternehmen der Uniper Gruppe Schiedsverfahren in Bezug auf Preisanpassungen unter bestehenden Gaslieferverträgen eingeleitet. Da das Schiedsverfahren und die Verhandlungen andauern, werden für das laufende Geschäftsjahr keine wesentlichen finanziellen Auswirkungen erwartet.

Nachdem sowohl für das Gaskraftwerk Irsching 5, an welchem Uniper als Miteigentümerin beteiligt ist, als auch für das im alleinigen Eigentum von Uniper stehende Gaskraftwerk Irsching 4 die geplante vorläufige Stilllegung angezeigt wurde, wurden beide Anlagen im August 2018 vom zuständigen Übertragungsnetzbetreiber TenneT erneut als systemrelevant bis aktuell zum 30. September 2020 ausgewiesen. Als Folge sind die Kraftwerke bis zum genannten Datum weiterhin als Reservekapazität zu betreiben. Darüber hinaus sind aufgrund ihrer aktuell bis zum 31. März 2021 ausgewiesenen Systemrelevanz die Uniper Kraftwerke Ingolstadt 3 und 4, Irsching 3 sowie Staudinger 4 ebenfalls Teil der Netzreserve.

10. In the section "**Summary – Section B – Emittentin**" on page 33 of the Prospectus, **item B.16, "Beherrschungsverhältnisse"** shall be deleted and replaced as follows:

B.16	Beherrschungsverhältnisse	Basierend auf Uniper's Aktienregister sowie auf internen Analysen zum Stand Ende September 2018 halten die Fortum Deutschland SE als damit größter Aktionär einen Anteil von 47,37%, Paul E. Singer (Elliott) einen Anteil von 10,65% und Eric Knight (Knight Vinke) einen Anteil von 5,21% der Stimmrechte an der Uniper SE. BlackRock hält (über mehrere Vehikel) insgesamt 3,09% der Stimmrechte an der Uniper SE. Insgesamt stellen institutionelle Investoren mit einem Anteil von über 90% die größte Investorengruppe der Uniper SE dar, während den verbleibenden Anteil verschiedene Kleinanleger halten. Gemäß der letzten Mitteilungen vom 1. November 2018 und vom 12. November 2018 hält Paul E. Singer (Elliott) jetzt einen Stimmrechtsanteil von insgesamt 12,8% und BlackRock einen Stimmrechtsanteil von insgesamt 3,59%.
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11. In the section "**Summary – Section B – Emittentin**" on page 33 et seq. of the Prospectus, **item B.17, "Kreditrating der Emittentin oder ihrer Schuldtitel"** shall be deleted and replaced as follows:

B.17	Kreditrating der Emittentin oder ihrer Schuldtitel	Die Emittentin ist gegenwärtig durch Standard & Poor's Credit Market Services Europe Limited (" Standard & Poor's ") ⁵ mit einem langfristigen Investment Grade Rating von BBB ⁶ (stabiler Ausblick) sowie durch Scope Ratings AG (" Scope ") ⁷ mit einem langfristigen Investment Grade Rating von BBB+ ⁶ (stabiler Ausblick) versehen. [[Die Schuldverschreibungen haben [kein Rating] [ein [Rating(s) einfügen] Rating von [Ratingagentur(en) einfügen] erhalten.]] ⁸
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⁵ Standard & Poor's Credit Market Services Europe Limited (*Zweigniederlassung Deutschland*) ist eine in der Europäischen Union ansässige und gemäß der Verordnung (EG) Nr. 1060/2009 des Europäischen Parlaments und des Rates vom 16. September 2009 über Ratingagenturen in der jeweils geltenden Fassung (die "**Ratingverordnung**") registrierte Ratingagentur. Die Europäische Wertpapier- und Marktaufsichtsbehörde veröffentlicht auf ihrer Internetseite (<http://www.esma.europa.eu/page/List-registered-and-certified-CRAs>) ein Verzeichnis der nach der Ratingverordnung registrierten Ratingagenturen. Die Europäische Kommission veröffentlicht das aktualisierte Verzeichnis im Amtsblatt der Europäischen Union innerhalb von 30 Tagen nach der Aktualisierung. Zur Klarstellung wird festgestellt, dass der Inhalt der obengenannten Internetseite nicht Bestandteil des Prospekts ist.

⁶ Die verbindliche englischsprachige Definition eines BBB-Ratings von Standard & Poor's und Scope kann wie folgt übersetzt werden: Ein **BBB**-Rating bedeutet, dass der Schuldner über eine ausreichende Fähigkeit zur Erfüllung seiner finanziellen Verpflichtungen verfügt. Ein ungünstiges konjunkturelles Umfeld oder veränderte Umstände können jedoch mit einem höheren Grad an Wahrscheinlichkeit zu einer Verschlechterung der Fähigkeit des Schuldners zur Erfüllung seiner finanziellen Verpflichtungen führen. Die Ratings von "AA" bis "CCC" können durch die Hinzufügung eines Plus- oder Minuszeichens (+ / -) modifiziert werden, um die relative Position innerhalb der übergeordneten Rating-Kategorien darzustellen. Mit dem Ausblick wird eine Einschätzung hinsichtlich der möglichen Richtung der Entwicklung eines Langfrist-Ratings über einen mittleren Zeithorizont (typischerweise sechs Monate bis zwei Jahre) gegeben. Bei der Festlegung eines Ausblicks werden etwaige Veränderungen der Konjunktur sowie der grundlegenden wirtschaftlichen Rahmenbedingungen berücksichtigt. Die Angabe eines Ausblicks bedeutet nicht zwingend, dass ein Rating künftig geändert oder auf "CreditWatch" gesetzt wird. Der Ausblick "stabil" bedeutet, dass eine Änderung des Ratings nicht erwartet wird.

⁷ Scope Ratings AG (*Zweigniederlassung Deutschland*) ist eine in der Europäischen Union ansässige und gemäß der CRA Regulierung ("**Ratingverordnung**") registrierte Ratingagentur.

⁸ [Einzelheiten darüber einfügen, ob die jeweilige Ratingagentur ihren Sitz in der Europäischen Union hat und gemäß Ratingverordnung

12. In the section "**Summary – Section D – Risks**" on page 42 et seq. of the Prospectus, in **item D.2**, the heading "**Kreditrisiken**" and the following paragraph shall be deleted and replaced as follows:

Kredit- und Marginingrisiken

Die Uniper Gruppe ist aufgrund der operativen Geschäftstätigkeit sowie durch den Einsatz von Finanzinstrumenten Kreditrisiken ausgesetzt. Kreditrisiken resultieren aus der Nicht- oder Teilerfüllung bestehender Forderungen durch die Geschäftspartner und aus Wiedereindeckungsrisiken bei schwebenden Geschäften. Diese Instrumente werden über Börsen abgeschlossen oder basieren auf bilateralen Margining-Vereinbarungen. Das daraus resultierende Erfordernis, Sicherheitsleistungen an Börsen oder Handelspartner zu stellen, setzt die Uniper Gruppe einem Liquiditätsrisiko aus. Sollten sich Kredit- und Marginingrisiken materialisieren, könnte dies zu substanziellen nachteiligen Auswirkungen auf die Geschäftstätigkeit, auf die Zahlungsströme, auf die finanzielle Lage und auf die operativen Ergebnisse der Uniper Gruppe führen.

13. In the section "**Summary – Section D – Risiken**" on page 44 et seq. of the Prospectus, in **item D.2**, the paragraph below the heading "**Risiko der Herabstufung des Ratings**", shall be deleted and replaced as follows:

Das Hauptliquiditätsrisiko der Uniper Gruppe besteht in einer Herabstufung des langfristigen Investmentgrade-Ratings von derzeit BBB auf – insbesondere – eine Einstufung unter Anlagequalität (*below investment grade*). Dies könnte insbesondere im Handelsbereich dazu führen, dass Kontrahenten nur noch gegen erhöhte Sicherheitsanforderungen bereit sind mit der Gesellschaft Handels- und Hedging-Geschäfte abzuschließen. Solche Sicherheitsanforderungen müssten durch Bereitstellung liquider oder ähnlicher Mittel (z.B. Garantien) gedeckt werden. Sollte sich eines dieser Risiken materialisieren, könnte dies zu substanziellen nachteiligen Auswirkungen auf die Geschäftstätigkeit, auf die Zahlungsströme, auf die finanzielle Lage und auf die operativen Ergebnisse der Uniper Gruppe führen.

14. In the section "**Summary – Section D – Risiken**" on page 44 et seq. of the Prospectus, in **item D.2**, the following three risk factors and paragraphs shall be added below the last paragraph of the heading "**Zentrale Angaben zu den zentralen Risiken, die dem Emittenten eigen sind**":

Risiko aufgrund des BREXIT

Seit dem Sommer hat sich bei den laufenden Brexit-Verhandlungen zwischen dem Vereinigten Königreich und der EU die Auffassung durchgesetzt, dass es tatsächlich eine Möglichkeit für Scheitern der Verhandlungen (no deal) gibt, entweder ab Ende März 2019 oder nach der Übergangsphase, sofern diese vereinbart wird. Die Folgen eines No-Deal-Ergebnisses sind komplex und weitreichend und werden zurzeit bewertet. Falls Risiken in Bezug auf den BREXIT eintreten, könnte dies zu nachteiligen Auswirkungen auf die Geschäftstätigkeit, auf die Zahlungsströme, auf die finanzielle Lage und auf die operativen Ergebnisse der Uniper Gruppe führen.

Risiko aus dem Kohleausstieg

Verschiedene europäische Regierungen befinden sich in unterschiedlichen Phasen in Bezug auf die Entscheidung, aus der kohlebasierten Stromerzeugung auszusteigen. Falls eine Regierung einen früheren Kohleausstieg beschließt als augenblicklich von Uniper in der Finanzplanung angenommen, ohne dass Ausgleichszahlungen angeboten werden, ist Uniper dem Risiko potentieller Abschreibungen, Ergebnisverlusten sowie zusätzlicher Kosten im Zusammenhang mit Sozialplänen und dem Kraftwerksrückbau ausgesetzt. Auf Basis einer ersten qualitativen Schätzung könnte das Gesamtrisiko über alle Uniper-Kohlekraftwerke hinweg im schlimmsten Fall bedeutende Ausmaße annehmen. Das letztendliche Ausmaß der möglichen Auswirkungen hängt von der Kenntnis verbindlicher Kohleausstiegstermine, dem Ausgang der laufenden Konsultationen und den konkreten Umsetzungsplänen ab. Sollte sich eines dieser Risiken materialisieren, könnte dies zu substantiellen nachteiligen Auswirkungen auf die Geschäftstätigkeit, auf die Zahlungsströme, auf die finanzielle Lage und auf die operativen Ergebnisse der Uniper Gruppe führen.

Risiko durch US-Sanktionen

Aufgrund der weiterhin bestehenden politischen Spannungen zwischen den USA und Russland sowie der sich dynamisch entwickelnden Sanktionsbedrohung könnte Uniper von US-Sanktionen betroffen sein. Einzeltransaktionen, die unbeabsichtigt und/oder unvermeidbar mit Unternehmen oder Personen, die auf den verschiedenen Sanktionslisten stehen, abgeschlossen wurden, sowie Unipers Engagement im Projekt Nord Stream 2 sind dabei die wesentlichen Ursachen für das US-Sanktionsrisiko. Sollte sich eines dieser Risiken materialisieren, könnte dies zu substantiellen nachteiligen Auswirkungen auf die Geschäftstätigkeit, auf die Zahlungsströme, auf die finanzielle Lage und auf die operativen Ergebnisse der Uniper Gruppe führen.

C. Changes to other parts of the Prospectus

1. In the section "**Risk Factors – Risk Factors relating to the Issuer**" on pages 51-52 of the Prospectus, the paragraph under the heading "Risk of renegotiation of long-term gas supply contracts" shall be deleted and replaced as follows:

Long-term gas supply contracts generally include the possibility for the customer and the supplier to adapt contractual terms to changed market conditions. This entails the risk for Uniper Group that suppliers will impose conditions that are detrimental to Uniper Group. The potential worst-case impact from this risk has significantly increased in 2018. This is based on claims Uniper recently received from one gas supplier relating to the ongoing arbitration proceedings regarding various long-term gas supply contracts. Uniper is now preparing for the arbitration and in parallel pursuing a commercial agreement with the gas supplier. If any renegotiation risk materialises, this could have a material adverse effect on Uniper Group's business and cash flows, financial condition and results of operations.

2. In the section "**Risk Factors – Risk Factors relating to the Issuer**" on page 52 of the Prospectus, the heading "**Credit risks**" and the paragraph under the heading shall be deleted and replaced as follows:

Credit and Margining risks

Uniper Group is exposed to credit risks associated with business operations and the use of financial instruments. Credit risks arise from the non-settlement or only partial settlement of outstanding receivables by counterparties and from replacement risks for open transactions. These instruments are concluded through exchanges or based on bilateral margining agreements. The resulting requirement to post margins at exchanges or with counterparties exposes the Uniper Group to liquidity risk. If any credit or margining risk materialises, this could have a material adverse effect on Uniper Group's business and cash flows, financial

condition and results of operations.

3. In the section "**Risk Factors – Risk Factors relating to the Issuer – Asset project risks**" on page 53 et seq. of the Prospectus, the text under the heading "**Nord Stream 2 project risk**", shall be deleted and replaced as follows:

Uniper Group – together with four other European energy companies - is involved in financing the Nord Stream 2 project. Uniper has committed itself to provide financial means to Nord Stream 2 AG (the company responsible for the planning, construction and future operation of the Nord Stream 2 gas pipeline) in an amount of up to €950 million. For about 30% of its financing commitment, Uniper has provided a long-term funding facility of €285 million which is almost completely drawn down by Nord Stream 2 AG. The remaining financing commitments serve as interim funding and security for the planned project financing from international banks for Nord Stream 2 AG. As part of this financing, there is a default risk for receivables from Nord Stream 2 AG, particularly in the event the project is terminated. In addition, there is a potential risk that the Nord Stream 2 project may become subject to the application of the U.S. Sanction Act on Russian energy export pipelines with the consequence that Nord Stream 2 might not be able to obtain the full amount of project financing from the financial market and that Uniper would have to provide additional funding, limited by the agreed commitment to fund the project. If any project risk in connection with the Nord Stream 2 project materialises, this could have a material adverse effect on Uniper Group's business and cash flows, financial condition and results of operations.

4. In the section "**Risk Factors – Risk Factors relating to the Issuer – Asset project risks**" on page 54 of the Prospectus, the text under the heading "**Datteln 4 project risk**", shall be deleted and replaced as follows:

Uniper Group is currently building a coal-fired power plant in Datteln with a net electrical output of approximately 1,055 MW and has already invested significantly more than €1 billion in this project. After the city of Datteln's development plan was declared invalid, a new planning procedure was successfully completed to restore the planning basis for the Datteln 4 power plant. On 19 January 2017, the municipal government of Münster granted permission under immission-control law to complete the construction of the power plant and put it into operation. If, as a result of pending legal proceedings, the new development plan is declared invalid or the approval under immission control law is revoked, there is a risk that all investments made and planned to date will have to be written off. In addition, legal actions against the development plan or the permit could further delay the project. The construction of the power plant has generally been completed and the project was in the commissioning and optimization phase. The commissioning process was interrupted at the end of 2017 due to indications of cracking on T24 heating surfaces of the steam generator. Cracks have appeared in numerous boiler components. The extent of the damage has been comprehensively investigated by the manufacturer. After the damage investigation has been completed, the conclusion has been made that a replacement of the boiler walls at the plant is required. The currently planned commercial operation date has therefore been shifted from fourth quarter of 2018 to summer 2020. The required replacement as well as other potential problems occurring during commissioning may lead to a further delay in commissioning and may result in revenues being generated later than planned. To cover the investment costs of Datteln 4, long-term contracts were concluded with major customers for the marketing of power plant capacity. These contracts allow customers to request power output from the Datteln 4 unit at contract prices based on the costs of the Datteln 4 unit. Due to the delay in the commissioning of Datteln 4 and the change in wholesale prices for electricity in recent years, the contracting parties to these long-term electricity supply contracts have requested adjustments. RWE has also terminated its purchase contracts – inter alia – due to alleged breaches of contract by the affected companies of the Uniper Group as well as due to delayed commissioning and the supposedly changed market conditions. Uniper has successfully taken legal action against this termination. A court

decided in favor of Uniper's claim that RWE was neither entitled to terminate the long-term contracts to provide power generation capacity from the Datteln 4 power plant, nor that it has currently a right to adjust the contract prices. However, RWE appealed against this decision and has in the meantime also issued further terminations based on additional reasons. If the termination should prove to be effective, or if the long-term contracts described should actually be adjusted, the Uniper Group is exposed to the risk that the electricity volumes generated in Datteln 4 in the future can only be sold at prices lower than those originally agreed in these contracts. If any project risk in connection with the Datteln 4 project materialises, this could have a material adverse effect on Uniper Group's business and cash flows, financial condition and results of operations.

5. In the section "**Risk Factors – Risk Factors relating to the Issuer**" on page 55 of the Prospectus, the text under the heading "**Risk of a takeover by Fortum**", shall be deleted and replaced as follows:

Fortum's takeover of shares in an amount of approximately 47% entails risks for Uniper, which include a possible failure of Uniper Group to achieve its planned strategic objectives due to differences in the strategic orientation of the two companies, a possible downgrading of Uniper's credit rating and possible negative effects on Uniper's financial structure in the event of a change in ownership and control. The takeover also leads to an increased risk for employee turnover in terms of employee attrition and a loss of core competencies. If any risk in connection with a takeover by Fortum materialises, this could have a material adverse effect on Uniper Group's business and cash flows, financial condition and results of operations.

6. In the section "**Risk Factors – Risk Factors relating to the Issuer**" on page 55 of the Prospectus, the text under the heading "**Rating downgrade risk**", shall be deleted and replaced as follows:

Uniper Group's main liquidity risk consists of a downgrade of its long-term investment grade rating from the current BBB – in particular – to below investment grade. This could result in counterparties being prepared to enter into trading and hedging transactions with the Issuer only against increased collateral requirements, particularly in the trading sector. Such collateral requirements would have to be covered by the provision of liquid or similar funds (e.g., guarantees). If any rating downgrade risk materialises, this could have a material adverse effect on Uniper Group's business and cash flows, financial condition and results of operations.

7. In the section "**Risk Factors – Risk Factors relating to the Issuer**" on page 55 of the Prospectus, the following three risk factors and paragraphs shall be added below the last paragraph of the heading "**Rating downgrade risk**":

BREXIT risk

Since the summer, the view in the ongoing Brexit negotiations between the UK and the EU has emerged that there is a real possibility of a no deal outcome, either from the end of March 2019 or following the transition period if agreed. The consequences of a no deal outcome are complex and wide ranging and are currently being assessed. If risks related to BREXIT materialise, this could have an adverse effect on Uniper Group's business and cash flows, financial condition and results of operations.

Coal exit risk

European governments are at varying stages of decision making on the coal exit. On 6 June 2018, the German government has established a Commission on Growth, Structural Change and Employment, commonly referred as the "Coal Commission". One of this commission's tasks is to submit by the end of 2018 a proposal for ending the use of coal to generate

electricity with a specific deadline and accompanying measures for the coal regions. In France, the French government announced in July 2017 that coal-fired power generation would be phased out by the end of 2021. It is intended to have the measures to implement the phase-out anchored in a multi-year program for energy by the end of 2018. In the Netherlands, the government presented a draft law to end the generation of electricity from coal by the end of 2029, and consulted the parties concerned. In the United Kingdom, the British government launched a public consultation on coal-based power generation, the outcome of which confirmed, among other things, the termination of coal-fired power generation in 2025.

In case countries decide on earlier exit dates than the current financial planning assumes, without offering compensation, Uniper faces a risk from potential impairments, loss of earnings as well as social plan and dismantling costs. Based on an initial qualitative assessment, this risk could have a major impact in aggregate across all Uniper coal plants. The ultimate size of a potential impact depends on the confirmed date, the ongoing consultation process and the specifics of the coal exit implementation. If any risk in connection with the coal exit materialises, this could have a material adverse effect on Uniper Group's business and cash flows, financial condition and results of operations.

US sanctions risk

Due to the ongoing political tensions between the US and Russia, and the dynamic nature of the threat of sanctions, Uniper remains exposed to the risk of becoming a target of US sanctions. Transactions, non-intentional and/or unavoidable, with entities or persons on the various sanction lists as well as Uniper's involvement in the Nord Stream 2 project, are the main sources of US sanctions risk. If any risk in connection with US sanctions materialises, this could have a material adverse effect on Uniper Group's business and cash flows, financial condition and results of operations.

8. In the section "**Description of the Issuer**" on page 176 of the Prospectus, sub-section "**2. Selected financial information**", shall be deleted and replaced as follows:

2. Selected financial information

The selected financial information below was extracted to the figures from the audited, consolidated financial statements of Uniper SE as of and for the year ended 31 December 2017 and as of and for the year ended 31 December 2016 prepared in accordance with International Financial Reporting Standards ("**IFRS**") as adopted by the EU and from the unaudited interim financial statements for the nine months period ending 30 September 2018 and 30 September 2017, respectively.

2.1. Selected balance sheet information

	Nine months period ending 30 September (unaudited)		Fiscal year ending 31 December (audited)	
	2018	2017	2017	2016
	€ in million		€ in million	
Non-current assets	33,213	24,917	22,877	27,199
Current assets	27,311	18,353	20,284	21,672

Total assets	60,524	43,270	43,161	48,871
Equity	11,635	13,131	12,789	12,803
Non-current liabilities	21,070	13,744	11,713	15,272
Current liabilities	27,819	16,395	18,659	20,796
Total equity and liabilities	60,524	43,270	43,161	48,871

2.2. Selected income statement information

	Nine months period ending 30 September (unaudited)		Fiscal year ending 31 December (audited)	
	2018	2017	2017	2016
	€ in million		€ in million	
Sales	53,059	52,938	72,238	67,285
Income/loss before financial results and taxes	-746	958	-88	-3,973
Net income/loss	-521	782	-538	-3,234
<i>of which: Attributable to shareholders of Uniper SE</i>	-550	683	-656	-3,217
Earnings per share (attributable to shareholders of Uniper SE) - basic and diluted in €	-1.50	1.87	-1.79	-8.79

2.3. Selected cash flow statement information

	Nine months period ending 30 September (unaudited)		Fiscal year ending 31 December (audited)	
	2018	2017	2017	2016
	€ in million		€ in million	
Cash provided by operating activities (operating cash flow)	89	950	1,385	2,184

Cash provided by investing activities	-1,166	-634	517	-328
Cash used for financing activities	1,042	100	-1,129	-2,000
Net increase in cash and cash equivalents	-35	416	773	-144
Cash and cash equivalents at the end of the reporting period	811	513	851	169

9. In the section "**Description of the Issuer**" on page 177 of the Prospectus, in sub-section "**3. Rating**", the text shall be deleted and replaced as follows:

Uniper is currently rated by Standard & Poor's Credit Market Services Europe Limited ("**Standard & Poor's**" or "**S&P**") with a long-term investment grade rating of BBB⁹ with a stable outlook.

S&P raised the Issuer's rating from BBB- (positive outlook) to BBB (stable outlook) on 27 April 2018 on the back of Uniper's financial position, as well as S&P's expectation of earnings stability and profitability of the Issuer.

The rating upgrade and the stable outlook reflect S&P's view of a reduced risk of a negative impact from a possible change in Uniper's shareholder structure on the Issuer's credit quality. S&P has elevated Uniper's business risk profile, considering recent electricity price trends in Germany and the Nordic countries, achieved cost savings, renegotiations of gas contracts and the sale of the Russian gas field Yuzhno-Russkoye in late 2017.

Uniper is also rated by Scope Ratings AG ("**Scope**"), which gave Uniper a long-term investment grade rating of BBB+ with a stable outlook on 13 June 2017. The BBB+ rating with a stable outlook by Scope has been confirmed on 12 June 2018.

10. In the section "**Description of the Issuer**" on page 178 et seq. of the Prospectus, section "**5.1. Business model and business segments**" shall be deleted and replaced as follows:

5.1. Business model and business segments

The Issuer is the holding company of the Uniper Group which is an international energy player with operations in more than 40 countries and some 12,000 employees. Its business is the secure provision of energy and related services (primarily electricity and gas). The corporate headquarters are in Düsseldorf, Germany.

The Group is composed of three operating business segments: (i) European Generation, (ii) Global Commodities and (iii) International Power Generation. Principal markets of the Group include Germany, the UK, Sweden, Russia, the Benelux countries and France. Certain administration functions as well as consolidation functions which are required to be carried out at Group level are combined and performed centrally across these segments (classified under "Administration/Consolidation").

⁹ A BBB-rating from Standard & Poor's as well as from Scope means that the obligor has adequate capacity to meet its financial commitments. However, adverse economic conditions or changing circumstances are more likely to lead to a weakened capacity of the obligor to meet its financial commitments. The ratings from "AA" to "CCC" may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the major rating categories. A rating outlook assesses the potential direction of a long-term credit rating over the intermediate term (typically six months to two years). In determining a rating outlook, consideration is given to any changes in the economic and/or fundamental business conditions. An outlook is not necessarily a precursor of a rating change or future CreditWatch action.

5.1.1. European Generation segment

European Generation segment comprises the various facilities for generating power and heat that Uniper Group operates in Europe. In addition to fossil-fuel power plants (coal, gas, oil and combined gas-and-steam power plants) and hydroelectric power plants, these generation facilities also include nuclear power plants in Sweden, a biomass plant in France and a small number of photovoltaic and wind power facilities.

The diversified portfolio has an essential share of power plants with long-term residual lifespan and approximately 60% generation capacity is stemming from low or CO₂ free sources.

The installed net generation capacity for plants in operation at end of 2017 (thereby excluding capacities from Hydro long-term contracts in Austria and Switzerland of 646 MW) of Uniper amounts to about 25.7 GW, thereof (in GW) 10.5 in Germany, 6.4 in United Kingdom, 4.6 in Sweden, 2.1 in France, 1.6 in Benelux countries and 0.4 in Hungary. The split in GW by fuel types (thereby excluding capacities from long-term contracts for hydro generation in Austria and Switzerland of 646 MW) in 2017 was as follows: Gas 10.4, Hard coal 7.2, Hydro 3.6, Nuclear 1.4 and others 3.1. If split by electricity production by technology in TWh in 2017 was as follows: Hard coal 24.3, Gas 20.1, Hydro 11.8, Nuclear 11.1 and others 5.1.

The majority of the energy generated is sold to the Global Commodities segment, which is responsible for the marketing and sale of the energy to major customers via the trading markets and its own sales organization.

Within this segment, Uniper generates non-wholesale earnings (which include income from regulated sources which are largely determined by underlying cost base due to legally binding requirements and income from quasi-regulated sources where the price and / or volume is set by law or individual pricing arrangements for the medium – to long-term forward curve) in particular:

- in Germany by way of long-term contracted generation and capacity sales contracts, e.g. for electricity and heat, to industrial clients with revenues based on costs, hydro feed-in tariffs (< 5MW) and ancillary services for the Transmission System Operator (TSO),
- in Sweden by way of regulated income from ancillary services to the TSO, and
- in the United Kingdom by way of regulated income from capacity markets.

Within its wholesale merchant business (which is related to income sources exposed to fluctuating market prices), Uniper follows a hedging strategy subject to market conditions.

In addition to the power plant business, this segment is also engaged in the marketing of energy services ranging from fuel procurement and engineering to operational and maintenance services to trading services (under the “Energy Services” brand).

5.1.2. Global Commodities segment

The Global Commodities segment bundles the energy trading activities and forms the commercial interface between Uniper Group and the global wholesale markets for energy as well as the major customers. Within this segment, the fuels required for power generation (mainly coal and gas) are procured, emission allowances are traded, the electricity produced is marketed and the portfolio is optimized by managing the use of the power plants.

This segment runs businesses across the whole Gas value chain:

- Supply portfolio: Uniper's gas business is engaged in the supply of gas to industrial and municipal-utility customers and in the importation of gas from various sources. In that respect, in 2017, Uniper procured about 1.700 TWh from domestic and foreign producers (thereof about 400 TWh are contracted long-term with flexible time and volume as well as market-reflective pricing conditions). Uniper procures about 40%-50% of German gas demand (about 985 TWh in 2017).
- Infrastructure shareholdings and bookings: Uniper's gas business is engaged in (1) the regasification business (from shareholdings in Liquefied natural gas (LNG) terminals and terminal capacity bookings (e.g. Gate terminal in the Netherlands and Grain in the United Kingdom)); (2) from shareholdings in major European transit pipelines (e.g. OPAL, Transitgas and BBL) and capacity bookings at European gas hubs and (3) storage business where Uniper is among the largest storage players in Europe with a flexible, diversified storage portfolio (about in total 8.2 bcm of storage capacity across Germany, Austria and the United Kingdom)
- Gas sales: Uniper delivers more than 1,000 customers, mainly municipal utilities, industrials and power plants with gas, power and energy related services. In 2017, the gas sales amounted to about 1,900 TWh, thereof around 20% (depending on gas to power demand and temperatures) were contracted to traditional sales customers with specific demand patterns.

5.1.3. International Power Generation segment

The International Power Generation segment brings together the operating power generation business of Uniper Group in Russia and Brazil. PAO Unipro, a direct subsidiary (as of 28 May 2018) in which Uniper SE holds a stake of 83.7% (as of 31 December 2017) and which is listed in Russia, is responsible for conducting all business in connection with power generation and associated activities in Russia. These include the procurement of the fuels needed for the power plants, the operation and management of the plants and the trading and sale of the energy produced. Unipro generates regulated and non-wholesale income from Russian capacity markets.

With about 10.7 GW net capacity in 2017 (split into following power plant locations (in GW): Surgutskaya 5.5, Berezovskaya 2.3 (Block 3 currently not operational after fire incident), Shaturskaya 1.4, Yaivinskaya 1.0, Smolenskaya 0.6), PAO Unipro is among the largest privately-owned Russian generation companies. Unipro accounts for approximately 5% of the Russian electricity production and achieved about 30% capacity increase since 2010.

As of 31 December 2017, Uniper Group's business in Brazil primarily comprises a 6.1% financial investment in the energy utility ENEVA S.A. held by Uniper Group and a 50% shareholding in Pecém II Participações S.A., which operates a coal power plant. The 50% shareholding in Pecém II Participações S.A. has been sold in April 2018.

11. In the section "**Description of the Issuer**" on page 179 et seq. of the Prospectus, in sub-section "**6.2. Recent developments and events**" the text shall be deleted and replaced as follows:

In January 2017, Uniper received the requisite permit for the Datteln 4 power plant pursuant to immission-control laws. During the trial run, cracks occurred in the heating surfaces of the steam boiler. Damage investigations by the manufacturer concluded that the boiler walls

will have to be replaced to remedy the damage. For this reason, Uniper does not expect to be able to bring the plant into operation before summer 2020.

In August 2018, both gas-fired power plants Irsching 5 (co-owned by Uniper) and Irsching 4 (solely owned by Uniper) have again been declared as systemically relevant by network operator TenneT, currently until 30 September 2020, after Uniper had announced the preliminary closure of the two units to TenneT and the German Federal Network Agency. This means the plants will remain in reserve operation until the aforementioned date. Furthermore, Uniper's systemically relevant power plants Ingolstadt 3 & 4, Irsching 3 and Staudinger 4 are also part of the German network reserve until 31 March 2021

In 2017, Uniper's Russian majority shareholding Unipro received the expected remaining insurance payment of €310 million (RUB 20.4 billion) for damage caused by a boiler fire in the Berezovskaya 3 power plant unit. The progress of the restoration project is in line with the cost and time expectations announced in August 2017, with a scheduled resumption of operations in the third quarter of 2019.

On 26 September 2017, Fortum Deutschland SE announced its decision to make an offer to the shareholders of Uniper SE to acquire all registered no-par value shares of Uniper SE as part of a voluntary public takeover offer after having entered into advanced negotiations for an agreement to purchase E.ON SE's 46,65% stake in Uniper SE. On 7 November 2017, Fortum Deutschland SE published the offer document for the voluntary public takeover bid (cash offer) of Fortum Deutschland SE to the shareholders of Uniper SE for the acquisition of its registered no-par value shares. On 8 January 2018, E.ON SE exercised the right to tender its 46.65% stake in Uniper SE as part of Fortum Deutschland SE's public takeover offer. On 26 June 2018, Fortum announced that its public takeover offer to the shareholders of Uniper SE has been completed. In total, Fortum now holds approximately 47.35% of Uniper shares and became the Issuer's new major shareholder.

An investigation initiated by the Federal Antimonopoly Service of Russia ("FAS") in July 2017 led to the decision in January 2018 to accuse Uniper and the system operator of having illegally received through abuse of a dominant position in the electricity and capacity market, capacity payments for the third power plant unit at the Berezovskaya site following its shutdown due to an accident. On the basis of the available data, Unipro does not have a dominant market position with its share of installed power plant capacity and received the capacity payments in accordance with the market regulations in force at the time. Accordingly, Unipro intends to appeal against the FAS decision.

On 1 February 2018, the Provence 4 power plant was successfully started up and the electricity supply contract with a French counterparty came into force. Commissioning was completed by mid-March 2018 under a temporary permit. Uniper, as well as the regional government of the Provence region, appealed against the ruling to revoke the previously granted permanent permit and filed a new, permanent environmental permit application in March 2018. The timely filing of the application of a new environmental permit guaranteed the plant to remain in service. The first step in the legal process to appeal against the withdrawal of the original permit has been successful. A final decision on the permanent environmental permit is currently outstanding. If the ongoing legal process is successful, no new permit would be required. If it is unsuccessful, it is expected that the submitted application for a new permit would deliver the required permanent permit. In the third quarter of 2018, the risk of not achieving certain minimum runtime hours has partially materialized. While mitigations were put in place to avoid further realization this together with other effects led to an impairment. The entire French business of Uniper currently undergoes a strategic review including all options which may lead to a change in the risk profile of this business and continues to be closely monitored.

In February 2018, Gazprom initiated arbitration proceedings against a company of the Uniper Group regarding price adjustments for existing gas supply contracts. As the arbitration proceedings and negotiations are ongoing, no material financial impact during

the current fiscal year is expected.

On 12 March 2018, the Essen Regional Court upheld Uniper's legal opinion that RWE is neither entitled to terminate the long-term contracts to provide power generation capacity from the Datteln 4 power plant, nor that it has a right to adjust the contract prices. In the meantime, RWE appealed against this decision. Uniper assumes, however, that the decision will also be upheld in subsequent instances.

12. In the section "**Description of the Issuer**" on page 181 et seq. of the Prospectus, in sub-section "**7.3.2. Members of the Supervisory Board**" the table shall be deleted and replaced as follows:

Name and title	External mandates as of the date of the prospectus
Dr. Bernhard Reutersberg (Chairman)	Not applicable
David Charles Davies	Ophir Energy Plc., Deputy Chairman of Wienerberger AG, Senior Advisor at First Alpha Energy Capital LLP, Petrofac Limited
Jean-Francois Cirelli	Chairman Blackrock France, Belgium and Luxembourg, Idemia, Senior Advisor at McKinsey & Company, Senior Advisor at Advent International
Dr. Marion Helmes	Bilfinger SE, Deputy Chairman of ProSiebenSat.1 Media SE, NXP Semiconductors N.V., British American Tobacco Plc., Heineken N.V.
Rebecca Ranich	National Fuel Gas, Yet Analytics, Deputy Chairperson of Gas Technology Institute
Markus Rauramo	CFO Fortum Corporation, Member of the Board at Wärtsilä Oyj Abp, Member of the Board at Teollisuuden Voima Oyj
Ingrid Marie Åsander	Not applicable
Oliver Biniek	Not applicable
Barbara Jagodzinski	Not applicable
Andre Muilwijk	Not applicable
Immo Schlepper	Head of regional department, ver.di, EWE AG
Harald Seegatz	Not applicable

13. In the section "**Description of the Issuer**" on page 182 of the Prospectus, in sub-section "**7.3.3.1. Executive Committee**", the last paragraph shall be deleted and replaced as follows:

The Executive Committee consists of six members: Dr. Bernhard Reutersberg (Chairman of the Committee), Harald Seegatz (Deputy Chairman of the Committee), Jean-Francois Cirelli, Barbara Jagodzinski, Immo Schlepper and Markus Rauramo (Deputy Chairman of the Committee).

14. In the section "**Description of the Issuer**" on page 182 of the Prospectus, in sub-section

"7.3.3.3. **Nomination Committee**", the last paragraph shall be deleted and replaced as follows:

The Nomination Committee consists of three members: Dr. Bernhard Reutersberg (Committee Chairman), Jean-Francois Cirelli and Markus Rauramo.

15. In the section "**Description of the Issuer**" on page 184 of the Prospectus, in sub-section "**8.3 Financing agreements**", the text shall be deleted and replaced as follows:

Uniper concluded an early refinancing of the syndicated credit facility of € 2.5 billion which had been established in 2016. The new syndicated credit facility has been signed on 26 September 2018 in an amount of € 1.8 billion and secured Uniper's backup liquidity reserve for the next years and improved credit terms. The facility has a tenor of five years plus two options to extend the maturity by one year each. Furthermore, the facility amount may be increased by € 0.5 billion at the discretion of the banks until maturity.

In addition, in September 2018 Uniper increased its existing commercial paper programme from an amount of EUR 1 billion to an amount of EUR 1.8 billion in order to align the maximum amounts of the commercial paper programme and the syndicated credit facility.

16. In the section "**Description of the Issuer**" on page 184 et seq. of the Prospectus, in sub-section "**9. Litigation**", the last two paragraphs shall be deleted and replaced as follows:

Currently, a proceeding is pending concerning the obligation to pay certain statutory energy-sector levies.

An investigation initiated by the Federal Antimonopoly Service of Russia ("**FAS**") in July 2017 led to the decision in January 2018 to accuse Unipro and the system operator of having illegally received through abuse of a dominant position in the electricity and capacity market, capacity payments for the third power plant unit at the Berezovskaya site following its shutdown due to an accident. On the basis of the available data, Unipro does not have a dominant market position with its share of installed power plant capacity and received the capacity payments in accordance with the market regulations in force at the time. Accordingly, Unipro intends to appeal against the FAS decision.

In February 2018, Gazprom initiated arbitration proceedings against a company of the Uniper Group regarding price adjustments for existing gas supply contracts. As the arbitration proceedings and negotiations are ongoing, no material financial impact during the current fiscal year is expected.

On 12 March 2018, the Essen Regional Court upheld Uniper's legal opinion that RWE is neither entitled to terminate the long-term contracts to provide power generation capacity from the Datteln 4 power plant, nor that it has a right to adjust the contract prices. In the meantime, RWE appealed against this decision. Uniper assumes, however, that the decision will also be upheld in subsequent instances.

Further public-law disputes are pending in particular in connection with the coal tax in the Netherlands and the real estate tax on hydro power in Sweden.

17. In the section "**Description of the Issuer**" on page 185 et seq. of the Prospectus, in sub-section "**10.3 Major shareholders**", the text shall be deleted and replaced as follows:

On 29 June 2018, Uniper received a notification of voting rights from Fortum Deutschland SE with a stake of 47.37%. On 12 September 2018, Uniper received a notification of voting rights from Paul E. Singer (Elliott) corresponding to a total of 10.17%. Pursuant to Uniper's analysis, as of end September 2018, besides Fortum (47.37%) and Paul E. Singer (Elliott) (10.65%), the major investors are Eric Knight (Knight Vinke) (holding about 5.21% voting

rights in Uniper), and BlackRock (holding 3.09% of voting rights in Uniper through various vehicles). Overall, institutional investors represent the largest group of investors in Uniper SE with a share of over 90%, whereas retail investors accounted for the remaining shareholding. Pursuant to the most recent notifications received on 1 November 2018 and 12 November 2018, Paul E. Singer (Elliot) now holds voting rights corresponding to a total of 12.80% and Black Rock now holds voting rights corresponding to a total of 3.59%.

18. In the section "**Description of the Issuer**" on page 186 of the Prospectus, in sub-section "**10.4 Investments**", the table shall be deleted and replaced as follows:

Project	Segment and location	Planned and still outstanding investment volume	Project launch	Planned completion	Sources of funds
<i>(in € million)</i>					
Berezovskaya GRES TG 3	International Power Generation, Russia	between 200-250 ¹⁰	2011	Q3 2019	Operating cash flow and/or disposal proceeds
Datteln 4	European Generation, Germany	around 300	2006	Summer 2020	Operating cash flow and/or disposal proceeds
Nord Stream 2 ¹¹	Global Commodities, Germany and Russia	less than 350	2016	End of 2019	Operating cash flow and/or disposal proceeds

19. In the section "**Description of the Issuer**" on page 186 of the Prospectus, in sub-section "**10.5 Significant change in Uniper's financial or trading position**", the text shall be deleted and replaced as follows:

There has been no significant change in the financial or trading position of Uniper since 30 September 2018.

20. In the section "**Documents incorporated by Reference**" on page 199 of the Prospectus, the paragraphs below the heading "**Documents incorporated by Reference**" shall be deleted and replaced as follows:

The following documents which have been published previously or are published simultaneously with this Prospectus and filed with the CSSF shall be incorporated by reference in, and form part of, this Prospectus:

- (a) the published audited consolidated financial statements of Uniper SE as of and for the year ended 31 December 2016 prepared on the basis of IFRS as adopted by the EU and the independent auditor's report thereon;

¹⁰ The outstanding investment amount as of end of September 2018 has been estimated to be RUB 14 billion. Therefore, depending on RUB/EUR exchange rates at the time when remaining investments will be carried out, the remaining investment amount in EUR is estimated to be between EUR 200-250 million.

¹¹ The pipeline is to run across the Baltic Sea from Russia to Germany.

- (b) the published audited consolidated financial statements of Uniper SE as of and for the year ended 31 December 2017 prepared on the basis of IFRS as adopted by the EU and the independent auditor's report thereon;
- (c) the published unaudited quarterly statement Q3 2018 of Uniper SE as of and for the nine months period ended 30 September 2018 prepared pursuant to Section 53 of the Exchange Rules (*Börsenordnung*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*);
- (d) the published unaudited quarterly statement Q3 2017 of Uniper SE as of and for the nine months period ended 30 September 2017 prepared pursuant to Section 53 of the Exchange Rules (*Börsenordnung*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*);
21. In the section "**Documents incorporated by Reference**" on page 199 of the Prospectus, the table and the text under the heading "**Table of Documents Incorporated by Reference**" shall be deleted and replaced as follows:

Table of Documents Incorporated by Reference

Page	Section of Prospectus	Document and page incorporated by reference
177 - 187	Description of the Issuer	<p>Audited Consolidated Financial Statements 2016 of Uniper SE</p> <p>Auditor's Report (p. 91)</p> <p>Consolidated Statements of Income, (p. 92)</p> <p>Consolidated Statements of Recognized Income and Expenses, (p. 93)</p> <p>Consolidated Balance Sheets, (p. 94)</p> <p>Consolidated Statements of Cash Flows, (p. 95)</p> <p>Statement of Changes in Equity, (p. 96 – p. 97)</p> <p>Notes, (p. 98 – p. 207)</p> <p>Audited Consolidated Financial Statements 2017 of Uniper SE</p> <p>Combined Management Report 2017 (p. 13 section titled "Uniper With a Clear Dividend Policy")</p> <p>Combined Management Report 2017 (p. 14-15 section titled "Strategy and Objectives")</p> <p>Combined Management Report 2017 (p. 30-31 section titled "Business Performance")</p> <p>Combined Management Report 2017 (p. 33 section titled "Gas Procurement")</p> <p>Combined Management Report 2017 (p. 33 section titled "Long-Term Gas Supply Contracts")</p> <p>Combined Management Report 2017 (p. 33 section titled "Gas Sales")</p> <p>Combined Management Report 2017 (p. 33 section titled "Gas Storage Capacity")</p> <p>Combined Management Report 2017 (p. 62 section titled</p>

"Chances from Beneficial Market Developments")
 Combined Management Report 2017 (p. 63 section titled
 "Chances from Portfolio Optimization")
 Combined Management Report 2017 (p. 63 section titled
 "Chances from Political and Regulatory Developments")
 Independent auditor's report (p. 110 – p. 117)
 Consolidated Statements of Income, (p. 118)
 Consolidated Statements of Recognized Income and Expenses,
 (p. 119)
 Consolidated Balance Sheets, (p. 120)
 Consolidated Statements of Cash Flows, (p. 121)
 Statement of Changes in Equity, (p. 122 – p. 123)
 Notes, (p. 124 - p. 233)

Unaudited quarterly statement Q3 2017 of Uniper SE

Consolidated Statements of Income (p. 14)
 Consolidated Statements of Recognized Income and Expenses
 (p. 15)
 Consolidated Balance Sheets (p. 16)
 Consolidated Statements of Cash Flows (p. 17)

Unaudited quarterly statement Q3 2018 of Uniper SE

Business Performance (p. 4 – p. 5)
 Reconciliation of Income/Loss before Financial Results and
 Taxes (p. 9)
 Adjusted EBIT (p. 10-11)
 Adjusted Funds from Operations (p. 12)¹²
 Debt (p. 12)
 Economic Net Debt (p. 12)
 Newly adopted International Financial Reporting Standards
 ("IFRS") (p. 17)
 Consolidated Statements of Income (p. 18)
 Consolidated Statements of Recognized Income and Expenses
 (p. 19)
 Consolidated Balance Sheets (p. 20)
 Consolidated Statements of Cash Flows (p. 21)
 Financial Calendar (p. 23)

The documents set out above and the information contained therein and incorporated by reference into this Prospectus will be obtainable free of charge during normal business hours from Uniper (Creditor Relations, Dr. Finn M. Körner, Corporate Finance, creditor-relations@uniper.energy, E.ON-Platz 1, 40479 Düsseldorf, Deutschland) and will also be viewable on, and obtainable free of charge from, its website (www.uniper.energy/bonds). For the avoidance of doubt, the content of the aforementioned website does not form part of this Prospectus.

¹² FFO means Operating Cash Flow minus Working capital effects. Adjusted FFO means FFO minus Dividends to minorities, Contributions to Swedish nuclear fund and Pension service cost contributions.

In addition, copies of all documents set out above will be obtainable free of charge during normal business hours from the Fiscal Agent (Deutsche Bank Aktiengesellschaft, Trust & Securities Services, Taunusanlage 12, 60385 Frankfurt am Main, Germany).

Electronic versions of all documents set out above will also be viewable on, and obtainable free of charge from, the website of the Luxembourg Stock Exchange (www.bourse.lu).

22. In the section "**General Information**" on page 201 of the Prospectus, the paragraphs under the heading "**Documents on Display**" shall be deleted and replaced as follows:

As long as this Prospectus is valid, copies of the following documents will, when published, be available free of charge from the registered office of the Issuer and from the specified office of the Fiscal Agent for the time being in Frankfurt am Main:

- (i) the constitutional documents (with an English translation where applicable) of the Issuer;
- (ii) the annual reports of the Uniper Group for the fiscal years ending on 31 December 2016 and on 31 December 2017;
- (iii) the interim financial statements for the nine months period ending 30 September 2017 and 30 September 2018, respectively
- (iv) a copy of this Prospectus; and
- (v) supplement no. 1 dated 14 November 2018 and any further supplement to this Prospectus.

In the case of Notes listed on the Luxembourg Stock Exchange or publicly offered in the Grand Duchy of Luxembourg, the Final Terms will be displayed on the website of the Luxembourg Stock Exchange (www.bourse.lu).

23. On page 202 of the Prospectus, the following names and addresses under the heading "**Dealers**" shall be deleted:

Landesbank Hessen-Thüringen Girozentrale
 Neue Mainzer Strasse 52-58
 60311 Frankfurt am Main
 Germany

J.P. Morgan Securities plc
 25 Bank Street
 Canary Wharf
 London E14 5JP
 United Kingdom